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07-941-TP-UNC

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TECHNOLOGIES MANAGEMENT INC

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PUCO

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Suite 300
Maitland, FL 32751
P.O. Drawer 200
Winter Park, FL
32790-0200
Tel: 407-740-8575
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www.tminc.com

August 21, 2007
Via Overnight

Ms. Renee Jenkins
Commission Secretary
Docketing Division
Public Utilities Commission of Ohio
180 East Broad Street, 13th Floor
Columbus, Ohio 43215-3793

RE: Intrado Communications Inc.
Application for Authority to Provide 9-1-1 Emergency Services

Dear Ms. Jenkins:

Enclosed are the original and fifteen (15) copies of the above-referenced application of Intrado Communications Inc. Exhibit D, Description of Services, for which the Company is requesting confidential treatment by the Commission, is being filed concurrently, under separate cover, along with a Motion for a Protective Order. The Company requests the earliest possible effective date for approval of this application.

Please acknowledge receipt of this filing by returning the extra copy of this cover letter, date stamped, in the self-addressed, stamped envelope provided.

Questions pertaining to this application should be directed to my attention at (407) 740-8575 or vial email at mbyrnes@tminc.com. Thank you for your assistance in this matter.

Sincerely,

Monique Byrnes

Monique Byrnes
Consultant to
Intrado Communications Inc.

MB/sp
Enclosure
cc: C. Lockett - Intrado
file: Intrado _ OH Local
tms: OHI0700

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM
(Effective: 10/01/2004)
(Pursuant to Case Nos. 99-998-TP-COI and 99-563-TP-COI)

In the Matter of the Application of)
INTRADO COMMUNICATIONS INC.) **Case No. 07- 941 - TP – UNC**
for Authority to Provide 9-1-1 Emergency Services)
throughout the State of Ohio)

Name of Registrant(s)	Intrado Communications Inc.				
DBA(s) of Registrant(s)	Not applicable				
Address of Registrant(s)	223 Sunset Avenue, Suite 223, Palm Beach, Florida 33480				
Company Web Address					
Regulatory Contact Person(s)	Monique Byrnes, Consultant to Intrado	Phone	407-740-3005	Fax	407-740-0613
Regulatory Contact Person's Email Address	mbyrnes@tminc.com				
Contact Person for Annual Report	Colleen Lockett, Intrado Communications Inc.	Phone	720-864-5506		
Consumer Contact Information	Colleen Lockett, Intrado Communications Inc.	Phone	720-864-5506		

Date August 21, 2007 TRF Docket No. - or - -TP-TRF

Motion for protective order included with filing? ■ Yes □ No
Motion for waiver(s) filed affecting this case? ■ Yes □ No [Note: waiver(s) tolls any automatic timeframe]
Company Type (check all applicable):
□ CTS (IXC) □ ILEC □ CLEC □ CMRS □ AOS
■ Other (explain) 9-1-1 Emergency Services Provider

NOTE: This form must accompany all applications filed by telecommunication service providers subject to the Commission's rules promulgated in Case No. 99-998-TP-COI, as well as by ILECs filing an ARB or NAG case pursuant to the guidelines established in Case No. 96-463-TP-UNC. ***It is preferable NOT to combine different types of filings, but if you do so, you must file under the process with the longest applicable review period.***

I. Please indicate the reason for submitting this form *(check one)*

□ 1 **(AAC)** Application to Amend Certificate by a CLEC to modify Serving Area (0-day notice, 7 copies)
□ 2 **(ABN)** Abandonment of all Services
□ a. CLEC (90-day approval, 10 copies) □ b. CTS (14-day approval, 10 copies) □ c. ILEC (NOT automatic, 10 copies)
□ 3 (ACE) New Operating Authority for providers other than CMRS (30-day approval, 7 copies); *for CMRS, see item No.15 on this page.*
□ a. Switched Local □ b. Non-switched local □ c. CTS □ d. Local and CTS □ e. Other (explain)

□ 4 **(ACO)** LEC Application to Change Ownership (30-day approval, 10 copies)
□ 5 **(ACN)** LEC Application to Change Name (30-day approval, 10 copies)
□ 6 **(AEC)** Carrier-to-Carrier Contract Amendment to an agreement approved in a NAG or ARB case (30-day approval, 7 copies)
NOTE: see item 25 (CTR) on page two of this form for all other contract filings
□ 7 **(AMT)** LEC Merger (30-day approval, 10 copies)
□ 8 **(ARB)** Application for Arbitration (see 96-463-TP-COI for applicable process, 10 copies)
□ 9 **(ATA)** Application for Tariff Amendment for Tier 1 Services, Application to Reclassify Service Among Tiers, or Change to Non-Tier Service
□ a. Tier 1 (and Carrier-to-Carrier tariff filings as set-forth in 95-845-TP-COI)
□ i. Pre-filing submittal (30-day pre-filing submittal with Staff and OCC; **Do Not Docket**, 4 copies)
□ ii. New End User Service which has been preceded by a 30-day pre-filing submittal with Staff for all submittals and also with OCC for Tier 1 residential services (0-day filing, 10 copies)
□ iii. New End User Service (NOT preceded by a 30-day filing submittal, 30-day approval, 10 copies)
□ iv New Carrier-to-Carrier Service which has been preceded by a 30-day pre-filing with Staff (0-day filing, 10 copies)
□ v Change in Terms and Conditions, textual revision, correction of error, etc. (30-day approval, 10 copies)
□ vi Grandfather service (30-day approval, 10 copies)
□ vii Initial Carrier-to-Carrier Services Tariff subsequent to ACE approval (60-day approval, 10 copies)
□ viii *Withdrawal of Tier 1 service must be filed as an "ATW", not an "ATA" - see item 12, below*
□ b. Reclassification of Service Among Tiers (NOT automatic, 10 copies)
□ c. Textual revision with no effect on rates for non-specific or non-tier service (30-day approval, 10 copies)
□ 10 **(ATC)** Application to Transfer Certificate (30-day approval, 7 copies)
□ 11 **(ATR)** LEC Application to Conduct a Transaction Between Utilities (30-day approval, 10 copies)
□ 12 **(ATW)** Application to Withdraw a Tier 1 Service
□ a. CLEC (60-day approval, 10 copies) □ b. ILEC (NOT automatic, 10 copies)
□ 13 **(CIO)** Application for Change in Operations by Non-LEC Providers (0-day notice, 7 copies)

□ 14 **(NAG)** Negotiated Interconnection Agreement Between Carriers (0-day effective, 90-day approval, 8 copies)
□ 15 **(RRC)** For CMRS providers only to Register or to Notify of a Change in Operations (0-day notice, 7 copies)
□ 16 **(SLF)** Self-complaint Application
  □ a. CLEC only -Tier 1 (60-day automatic, 10 copies)
  □ b. Introduce or increase maximum price range for Non-Specific Service Charge (60-day approval, 10 copies)
■ 17 **(UNC)** Unclassified (explain) 9-1-1 Emergency Services Provider (NOT automatic, 15 copies)
□ 18 **(ZTA)** Tariff Application Involving only Tier 2 Services
  □ a. New End User Service (0-day notice, 10 copies)
  □ b. Change in Terms and Conditions, textual revision, correction of error, etc. (0-day notice, 10 copies)
  □ c. Withdrawal of service (0-day notice, 10 copies)
□ 19 Other (explain) ______ (NOT automatic, 15 copies)

*THE FOLLOWING ARE TRF FILINGS ONLY, **NOT** NEW CASES (0-day notice, 3 copies)*
□ 20 Introduction or Extension of Promotional Offering
□ 21 New Price List Rate for Existing Service
  □ a. Tier 1 □ b. Tier 2
□ 22 Designation of Registrant's Process Agent(s)
□ 23 Update to Registrant's Maps
□ 24 Annual Tariff Option For Tier 2 Services – indicate which option you intend to adopt to maintain the tariff. NOTE, changing options is only permitted once per calendar year.
  □ Paper Tariff □ Electronic Tariff If electronic, provide the tariff's web address: ______

*THE FOLLOWING ARE CTR FILINGS ONLY, **NOT** NEW CASES (0-day notice, 7 copies)*
□ 25 Application to establish, revise, or cancel an end-user contract. (*NOTE: see item 6 on page 1 of this form for carrier-to-carrier contract amendments)*
  CTR Docket No.______ - ______ - TP – CTR (Use same CTR number throughout calendar year)

II. Please indicate which of the following exhibits have been filed. The numbers (corresponding to the list on page (1) and above) indicate, at a minimum, the types of cases in which the exhibit is required:

□	[all]	A copy of any motion for waiver of O.A.C. rule(s) associated with this filing. NOTE: the filing of a motion for waiver tolls any automatic timeframe associated with this filing.
□	[3]	Completed Service Requirements Form.
□	[3, 9(vii)]	A copy of registrant's proposed tariffs. (Carrier-to-Carrier resale tariff also required if facilities-based)
□	[3]	Evidence that the registrant has notified the Ohio Department of Taxation of its intent to conduct operations as a telephone utility in the State of Ohio.
□	[3]	Brief description of service(s) proposed.
□	[3a-b,3d]	Explanation of whether applicant intends to provide □ resold services, □ facilities-based services, or □ both resold and facilities-based services.
□	[3a-b,3d]	Explanation as to whether CLEC currently offers CTS services under separate CTS authority, and whether it will be including those services within its CLEC filing, or maintaining such CTS services under a separate affiliate.
□	[3a-b,3d]	Explanation of how the proposed services in the proposed market area are in the public interest.
□	[3a-b,3d]	Description of the proposed market area.
□	[3a-b,3d]	Description of the class of customers (e.g., residence, business) that the applicant intends to serve.
□	[3a-b,3d]	Documentation attesting to the applicant's financial viability, including the following: 1) An executive Summary describing the applicant's current financial condition, liquidity, and capital resources. Describe internally generated sources of cash and external funds available to support the applicant's operations that are the subject of this certification application. 2) Copy of financial statements (actual and pro forma income statement and a balance sheet). Indicate if financial statements are based on a certain geographical area(s) or information in other jurisdictions 3) Documentation to support the applicant's cash and funding sources.
□	[3a-d]	Documentation attesting to the applicant's technical and managerial expertise relative to the proposed service offering(s) and proposed service area.
□	[3a-d]	Documentation indicating the applicant's corporate structure and ownership.
□	[3a-b,3d]	Information regarding any similar operations in other states. Also, if this company has been previously certified in the State of Ohio, include that certification number.
□	[3a-b,3d]	Verification that the applicant will maintain local telephony records separate and apart from any other accounting records in accordance with the GAAP.
□	[3a-b,3d]	Verification of compliance with any affiliate transaction requirements.
□	[3a-b,3d]	Explanation as to whether rates are derived through (check all applicable): □ interconnection agreement, □ retail tariffs, or □ resale tariffs.
□	[1,3a-b,3d]	Explanation as to which service areas company currently has an approved interconnection or resale agreement.

□	[3a-b,3d, 9a(i-iii)]	Explanation of whether applicant intends to provide Local Services which require payment in advance of Customer receiving dial tone.
□	[3a,3b,3d, 9a,(I-iii)]	Tariff sheet(s) listing the services and associated charges that must be paid prior to customer receiving dial tone (if applicable).
□	[3a-b,3d,8]	Letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users.
□	[1,2,4,9a(v-vi), 5,10,16,18(b-c), 21]	Specify which notice procedure has been/will be utilized: □ direct mail; □ bill insert; □ bill notation or □ electronic mail. NOTE: □ Tier 1 price list increases **must** be within an approved range of rates. □ SLF Filings – Do NOT send customer notice until it has been reviewed and approved by Commission Staff
□	[2,4-5,9a(v), 9b, 10,12-13,16, 18(b-c),20-21]	Copy of real time notice which has been/will be provided to customers. NOTE: SLF Filings – Do NOT send customer notice until it has been reviewed and approved by Commission Staff
□	[1,2,5,9a(v),11-13, 18, 21(increase only)]	Affidavit attesting that customer notice has been provided.
□	[2,12]	Copy of Notice which has been provided to ILEC(s).
□	[2,12]	Listing of Assigned (NPA) NXX's where in the LECs (NPA) NXX's would be reassigned.
□	[2,4,10,12-13,]	List of Ohio exchanges specifically involved or affected.
	[14]	The interconnection agreement adopted by negotiation or mediation.
□	[15]	For commercial mobile radio service providers, a statement affirming that registrant has obtained all necessary federal authority to conduct operations being proposed, and that copies have been furnished by cellular, paging, and mobile companies to this Commission of any Form 401, 463, and / or 489 which the applicant has filed with the Federal Communications Commission.
□	[15]	Exhibits must include company name, address, contact person, service description, and evidence of registration with the Ohio Secretary of State.
□	[24]	Affidavit that total price of contract exceeds total cost of all regulated services.
□	[5,13]	New title sheet with proposed new company name.
□	[1,3,13]	For CLECs, List of Ohio Exchanges the applicant intends to serve (Use spreadsheet from: http://www.puc.state.oh.us/puco/forms/form.cfm?doc_id=357).
□ □	[1,3a-b,3d,7, 10,13, 23]	Maps depicting the proposed serving and calling areas of the applicant. ■ <u>**If Mirroring Large ILEC**</u> exchanges for both serving area and local calling areas: • ***Serving area*** must be clearly reflected on an Ohio map attached to tariffs and textually described in tariffs by noting that it is reflecting a particular large ILEC/CLEC territory, and listing the involved exchanges. • ***Local calling areas*** must be clearly reflected on an Ohio map attached to the tariffs, and/or clearly delineated in tariffs, including a complete listing of each exchange being served and all exchanges to which local calls can be made from each of those exchanges. □ <u>**If Self-defining**</u> serving area and/or local calling area as an area other than that of the established ILEC exchange(s): • ***Serving Area*** must be clearly reflected on an Ohio map attached to the tariffs, and textually described in tariffs by listing the involved exchanges. • ***Local Calling Areas*** must be described in the tariff through textual delineation and clear maps. Maps for self-defined <u>serving ***and*** local calling areas</u> are required to be traced on United States Geological Survey topography maps. These maps are the Standard Topographic Quadrangle maps, 7.5 minute 1:24,000.
□		Other information requested by the Commission staff.
□	[3]	Initial certification that includes Tier 2 Services, indicate which option you intend to adopt to maintain the tariff: □ Paper Tariff □ Electronic Tariff - If electronic, provide the web address for the tariff:

III. Registrant hereby attests to its compliance with the following requirements in the Service Requirements Form, as well as all pertinent entries and orders issued by the Commission with respect to these issues. Further, registrant hereby affirms that it will maintain with its TRF docket an up-to-date, properly marked, copy of the Service Requirements Form available for public inspection.

***MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE AND CTS PROVIDERS*:**

[x] Sales tax
[ ] Minimum Telephone Service Standards (MTSS)
[ ] Surcharges

***MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE PROVIDERS*:**

[x] 1+ IntraLATA Presubscription

SERVICE REQUIREMENTS FOR PROVISION OF CERTAIN SERVICES (CHECK ALL APPLICABLE):

- □ Discounts for Persons with Communication Disabilities and the Telecommunication Relay Service [Required if toll service provided]
- □ Emergency Services Calling Plan [Required if toll service provided]
- □ Alternative Operator Service (AOS) requirements [Required for all providing AOS (including inmate services) service]
- ■ Limitation of Liability Language [Required for all who have tariff language that may limit their liability]
- ■ Termination Liability Language [Required for all who have early termination liability language in their tariffs]
- □ Service Connection Assistance (SCA) [Required for all LECs]
- □ Local Number Portability and Number Pooling [Required for facilities-based LECs]
- □ Package Language [Required for tariffs containing packages or service bundles containing both local and toll and/or non-regulated services]

IV. List names, titles, phone numbers, and addresses of those persons authorized to respond to inquiries from the Consumer Services Department on behalf of the applicant regarding end-user complaints:

Colleen Lockett, Intrado Communications Inc., 1601 Dry Creek Drive, Longmont, CO 80503

V. List names, titles, phone numbers, and addresses of those persons authorized to make and/or affirm or verify filings at the Commission on behalf of the applicant:

Monique Byrnes, Consultant to Intrado Communications Inc., Technologies Management, Inc., 2600 Maitland Center Pkwy, Suite 300, Maitland, FL 32751; 407-740-3005

Colleen Lockett, Intrado Communications Inc., 1601 Dry Creek Drive, Longmont, CO 80503; 720-864-5506
Thomas Hicks, Intrado Communications Inc., 1040 Mont Cascades Drive, Rockwall, TX 75087; 972-772-5883

NOTE: An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.

VI. List Name(s), DBA(s) and PUCO Certification Number(s) of any affiliates you have operating in Ohio under PUCO authority, whether Telecommunication or other. (If needed, use a separate sheet and check here: □)

Not Applicable

AFFIDAVIT

Compliance with Commission Rules and Service Standards

I am an authorized representative of the applicant corporation, Intrado Communications Inc., and am authorized to make this statement on its behalf. I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, 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 declare under penalty of perjury that the foregoing is true and correct.

Executed on 8-15-07 at Longmont, Colorado 80503.

Craig W. Donaldson Date
Senior Vice President - Regulatory Affairs
Intrado Communications Inc.

** 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.*

VERIFICATION

I, Monique Byrnes, verify that I have utilized, verbatim, the Commission's Telecommunications Application Form 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.

Monique Byrnes, Date 8/21/07
Consultant to Intrado Communications Inc.

**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.*

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 *(or to the Telecommunications Division Chief if a prefiling submittal)*
180 East Broad Street, Columbus, OH 43215-3793

BEFORE THE
PUBLIC UTILITIES COMMISSION
OF OHIO

Application of	)	
Intrado Communications Inc.	)	
for Authority to Provide	)	Case No.
9-1-1 Emergency Services	)	
throughout the State of Ohio	)	______________

APPLICATION FOR AUTHORITY TO PROVIDE 9-1-1 EMERGENCY SERVICES

Pursuant to Section 4905.24, Revised Code and guidelines established in Case No. 99-998-TP-COI, 99-563-TP-COI and pursuant to Section 253 of the Federal Telecommunications Act of 1996[1] ("Act"), **Intrado Communications Inc. ("Intrado" or "Applicant")** respectfully requests that the Public Utilities Commission ("Commission") grant it authority to provide 9-1-1 Emergency Services throughout the State of Ohio.

In support of its Application, Intrado Communications Inc. submits the following:

I. Introduction

Intrado is requesting authority to provide 9-1-1 Emergency Services and to aggregate and transport emergency service calls.

The Company's services permit a public safety answering point ("PSAP" or "Customer") designated by the authorized 9-1-1 administrative entity to receive emergency calls placed by dialing the number 9-1-1 or emergency calls originated by personal safety devices terminating at a designated service bureau and requiring public safety assistance.

The Company will provide its service offerings through the use of purchased and leased facilities, access to unbundled network elements, its own facilities, and collocation with the incumbent local exchange providers or some combination of the above.

---

[1] Telecommunications Act of 1996, 47 U.S.C. ' 253 (1996).

Intrado does not intend to provide basic local exchange service, and does not seek certification as a competitive basic local exchange provider. Rather, Intrado will aggregate and transport emergency calls to provide basic emergency service. Aggregation and transport of emergency calls requires interconnection in accordance with the requirements of Sections 251(c)(2) and 252(d)(1); nondiscriminatory access to network elements in accordance with the requirements of Sections 2519c)(3) and 252(d)(1); nondiscriminatory access to poles, ducts, conduits and rights-of-way owned or controlled by the incumbent local exchange carriers at just and reasonable rates; local loop transmission from the central office to the Customer's premises, unbundled from local switching or other services; local transport from the trunk side of a wireline local exchange carrier switch unbundled from local switching or other services; local switching unbundled from transport, local loop transmission, or other services; nondiscriminatory access to 9-1-1 and E9-1-1 services; nondiscriminatory access to databases associated with signaling necessary for call routing and completion; collocation; and access to unbundled network elements afforded to certified Competitive Local Exchange Carriers ("CLECs") and other service providers.

Furthermore, Intrado has played and continues to play a significant role in enabling enhanced 9-1-1 services for wireless providers as well as VoIP Service Providers ("VSPs") that provide nomadic and IP-connected services throughout the U.S. The unprecedented velocity of VoIP E9-1-1 deployment has been attributable largely to direct access to p-ANI number resources made available to emergency services providers, which are used to instruct switches where to route wireless and VoIP E9-1-1 calls. In performing such VoIP and wireless emergency call processing services, Intrado incorporates pseudo Automatic Number Identification (p-ANI) number-sharing among multiple VSPs and CMRS carriers to ensure efficient use of p-ANI numbers, thus minimizing the quantity of p-ANI numbers required. Accordingly, users of such resources should demonstrate a high level of integrity and be subject to the authority requirements in the states.
Intrado requires the use of numbering resources and believes the preservation and efficient use of those resources available for public safety use is vital to ensuring the long term availability of the number pools necessary to enable enhanced 9-1-1 services for current and future technologies requiring the use of p-ANI numbers.

Therefore, Intrado respectfully requests that the Commission find that Company is entitled to the same sort of interconnection, collocation and nondiscriminatory access to unbundled network elements, poles, conduits, ducts and rights-of-way owned or controlled by the local exchange carriers at just and reasonable rates, and numbering resources afforded to certified CLECs. This finding is consistent with the Telecommunications Act of 1996, which places a general duty on all telecommunications carriers to interconnect directly or indirectly with the facilities and equipment of other telecommunications carriers (251(a)(1).

II. Description of Company

Intrado Communications Inc. is a wholly owned subsidiary of Intrado, Inc., which in turn is wholly owned by West Corporation. Applicant is a corporation that was organized under the state laws of Delaware on June 4, 2001. Its principal office is located at:

Intrado Communications Inc.
1601 Dry Creek Drive
Longmont, CO 80503
Telephone: 720-494-5800
Facsimile: 720-494-6600

III. Exhibits

In support of this Application, the following exhibits are attached hereto:

Exhibit A	Intrado notification to the Ohio Department of Taxation
Exhibit B	Intrado Certificate of Authority to Transact Business in the State of Ohio;
Exhibit C	List of Officers, Directors and primary Stockholders;
Exhibit D	Description of Services
Exhibit E	List of Counties to be served within 24 months; Serving Areas, Local Calling Areas, and maps depicting serving areas;
Exhibit F	Statement of compliance with affiliate transaction requirements;
Exhibit G	Financial Statements;
Exhibit H	Management Profiles;
Exhibit I	Letters requesting negotiation, proposed timeline;
Exhibit J	Intrado Recommended Service Standards; and
Exhibit K	Affidavit of Officer

IV. Financial, Technical and Managerial Qualifications

Intrado Communications Inc. and its affiliates have operated for more than twenty-five years as a provider of integrated data communications solutions offering a wide range of safety and mobility offerings. The Company has played a key role in defining, building and maintaining core emergency communications infrastructure and providing 911 technology throughout much of the United States. Currently Intrado products, services and systems support an estimated 200 million 911 calls each year including calls from wireless, Voice over Internet Protocol (VoIP) and other alternative communication technologies. The Company's in-depth knowledge of public safety, emergency communications management and telecommunications implementation and policy issues provides the backbone to its technical qualifications.

Intrado has extensive experience in data transition management, call routing management and Automatic Location Identification ("ALI") Delivery and provides these services to over 100 wireline and wireless carriers throughout the United States.

Intrado's experience providing data transition and management services is unsurpassed. Since September 1994, Intrado has successfully transitioned and managed in its Transaction Services Systems ("TSS") the Master Street Address Guides (MSAGs") for 28 states, and over 90 million database records from a number of U.S.-based incumbent local exchange carriers including A&T, (formerly SBC and Ameritech), Qwest, and BellSouth. Verizon also utilizes the Company's proprietary operating systems software for its 9-1-1 data management. Intrado provides data management services to the country's major CLECs and to 60 wireless carriers including AT&T, Verizon Wireless, Nextel, Qwest Wireless, and Sprint, representing an additional 120 million subscribers. Intrado analysts provide direct support to over 2,000 PSAPs nationwide. Intrado currently processes over 500,000 updates daily. The Intrado network of fault-tolerant, geographically diverse ALI/SR nodes is unparalleled in its performance. Intrado's products, services, and systems support over 200 million calls each year..

Intrado's key management personnel have solid backgrounds in the delivery and support of 9-1-1 Emergency Services. Resumés of key personnel are included in Exhibit J.

The Company submits, as Exhibit I, the financials of its parent company West Corporation demonstrating suitable resources to provide service in the state.

V. Description of Services Offered and Service Territory

Intrado will offer 9-1-1 emergency services as a substitute for the existing 9-1-1 infrastructure and enhances 9-1-1 to accommodate next generation communications devices and technologies. Detailed information regarding the Company's service offerings are found in Exhibit D.

Intrado currently is authorized to provide local exchange and/or emergency services in all states except the following: Alaska, Arizona, Arkansas, Delaware, Georgia, Hawaii, Louisiana, Maine, New Hampshire, New Jersey, Ohio, Pennsylvania and South Dakota. The Company's application is pending in Mississippi.

Intrado provides customer service to PSAPs, 24 x 7 with live representatives. Intrado's toll free telephone number for PSAP customer inquiries, complaints and repair is 1-877-856-7504 Customers may contact the Company in writing at the headquarters address indicated below.

The contact for resolution of customer complaints with the Commission is:

Manager - Regulatory Compliance
Intrado Communications Inc.
1601 Dry Creek Drive
Longmont, CO 80503
Telephone: 720-864-5506
Facsimile: 720-494-6600

VI. Regulatory Compliance

Intrado states its commitment to comply with the following:

4901:1-5-03	Records and Reports, Subparts (D), (E) and (F)
4901:1-5-19	Emergency Operation
4901:1-8-04	Records, Subpart (E)
4901:1-8-05	Reporting, Subparts (D), (E), (F), (G) and (H)

In addition, Intrado Communications Inc will avail those portions of Intrado's 9-1-1 database that may be typically required to populate Reverse 911 systems that are owned and/or operated by the respective governmental entity at negotiated rates based on an individual case basis, and where permitted to do so in compliance with federal and state laws and regulations related to the provision and use of 9-1-1 database information.

VII. Public Interest Statement (Cont'd.)

To further improve public safety's ability to manage their limited emergency response resources to affect improved response to calls for help, the Intrado solution includes comprehensive reporting capabilities providing call metrics in near real time and in a form necessary to make informed emergency call handling and response decisions.

The voice of the public safety community should be heard in the theatre of the competitive markets, and the public's interest will be best served when that community can act on a meaningful choice of 9-1-1 service providers and benefits--as opposed to having to opt only for the limited capabilities of the legacy technology in place today and denying the benefits of 21st century technologies.

Granting Intrado authority through this Application will advance the policy of the State of Ohio to promote an ever-changing competitive telecommunications marketplace while protecting and maintaining the widespread availability of high quality telecommunications services. Granting Intrado authority will enhance free market competition within the telecommunications industry by providing PSAPs increased customer choices and improved service.

VII. Public Interest Statement

The long distance, local exchange, local access, digital subscriber line (DSL), wireless, broadband and Internet markets have embraced competition, and as a nation we have collectively enjoyed the benefits of the inevitable results: downward pressure on prices, expansions of and improvements in service, better value propositions, and robust advances in technology.

Unfortunately, the same cannot be said for the nation's 9-1-1 emergency communications networks. Despite the fact that, in recent years, a very small number of cutting-edge jurisdictions have found ways to procure services offered by "alternative" 9-1-1 service providers (9-1-1SPs)", Ohio 9-1-1 networks and related services remains firmly rooted in a regionalized monopoly model in which 9-1-1 call routing, switching, transport, and database management services have been the exclusive domain of the incumbent local exchange carrier (ILEC).

As the leading industry provider of innovative solutions focused on improving the efficacy of the nation's 9-1-1 network, Intrado Communications Inc. (Intrado) has designed and developed a new 9-1-1 network solution that employs next generation internet protocol (IP) packet-based technologies, while maintaining public safety class quality and integrity.

The Intrado 9-1-1 SafetyNet^{SM} avails new tools and technologies that will improve public safety's ability to provide accelerated and better-informed emergency response to individuals calling 9-1-1. As an example, the 9-1-1 SafetyNet system supports emergency calls from wireless callers for mobile carriers using Phase I and Phase II location technologies, as well as calls from VoIP Service Providers. 9-1-1 SafetyNet also facilitates the ability for 9-1-1 call takers to pass notes and call history information along to emergency response personnel to ensure they are better informed of the nature of the emergency – as well as past actions involving the caller.

Further, the network infrastructure and technology used by Intrado will provide an IP-based foundation for the future delivery of emergency-related text messaging, video streaming and picture sharing with public safety officials by local citizens using their wireless or other communication devices as technology evolves. While the Intrado systems will avail to public safety interoperable the next generation capabilities and technologies, it is impossible to accommodate such capabilities with the 40+ year old legacy network in place today.

VIII. Conclusion

Intrado respectfully requests that the Commission find the company is entitled to the interconnection, collocation, resale and access to network elements enjoyed by competitive local exchange carriers under the Telecommunications Act of 1996 (the "Act"); that the foregoing Application demonstrates that Intrado possesses the technical, financial and managerial resources to provide emergency 9-1-1 services in Ohio; and that authorizing the company to operate in the State of Ohio will serve the public interest.

Wherefore, Intrado Communications Inc. respectfully requests that the Commission grant Intrado Communications Inc. operating authority in the State of Ohio, grant the waivers requested in this Application, and find that its rules applicable to competitive local exchange service carriers for the provision of basic local exchange service are not applicable to the company or grant a wavier of these rules.

DATED this 15th day of August 2007.

Craig W. Donaldson
Senior Vice President, Regulatory Affairs
Intrado Communications Inc.

EXHIBIT A

NOTIFICATION TO DEPARTMENT OF TAXATION

2600 Maitland Center Pkwy.
Suite 300
Maitland, FL 32751
P.O. Drawer 200
Winter Park, FL
32790-0200
Tel: 407-740-8575
Fax: 407-740-0613
www.tminc.com

August 21, 2007
Via U.S. Mail

Ohio Department of Taxation
Care of: Public Utilities Section
21st Floor
30 East Broad Street
Columbus, Ohio 43266-0420

Dear Sir/Madam:

Please be advised that Intrado Communications Inc. has applied for authority from Public Utilities Commission of Ohio to operate as a provider of 9-1-1 emergency communications services in the State of Ohio.

All official correspondence should be addressed to:

Colleen Locket
Intrado Communications Inc.
1601 Dry Creek Drive
Longmont, CO 80503
Telephone: 720-494-5800
Facsimile: 720-494-6600

Please call me at (407) 740-3005 if you should have any questions.

Sincerely,

Monique Byrnes

Monique Byrnes
Consultant to Intrado Communications Inc.

cc: C. Lockett, Intrado
file: Intrado – OH Local

EXHIBIT B

INTRADO COMMUNICATIONS INC.

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THE STATE OF OHIO

AND

ARTICLES OF INCORPORATION

State of Delaware

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "INTRADO COMMUNICATIONS INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF JUNE, A.D. 2001, AT 2:15 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Harriet Smith Windsor

Harriet Smith Windsor Secretary of State

3399282 8100

010266425

AUTHENTICATION: 1169139

DATE: 06-04-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:15 PM 06/04/2001
010266125 – 3399282

CERTIFICATE OF INCORPORATION

OF

INTRADO COMMUNICATIONS INC.

__FIRST:__ The name of this corporation (the "Corporation") is Intrado Communications Inc.

__SECOND:__ The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company.

__THIRD:__ The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

__FOURTH:__ The Corporation is authorized to issue a single class of capital stock designated Common Stock. The Corporation is further authorized to issue a total of 1,000 shares of Common Stock, each of which shall have a par value of $.001.

__FIFTH:__ No director of the Corporation shall be personally liable to the Corporation or to any of its stockholders for monetary damages arising out of such director's breach of fiduciary duty as a director of the Corporation, except to the extent that the elimination or limitation of such liability is not permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended. No amendment to or repeal of the provisions of this Article FIFTH will deprive any director of the Corporation of the benefit hereof with respect to any act or failure to act of such director occurring prior to such amendment or repeal.

__SIXTH:__ The following provisions shall apply with respect to the indemnification of, and advancement of expenses to, certain parties as set forth below:

(a) Indemnification

(1) *Proceedings Other than by or in the Right of the Corporation.* The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation (including any partially or wholly owned subsidiary of the Corporation), partnership, joint venture, trust or other enterprise (including any employee benefit plan) (each of such persons being referred to as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnitee or on the Indemnitee's behalf in connection with such action, suit or proceeding and any appeal therefrom, if (A) the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Corporation and (B) with respect to any criminal action or proceeding, the Indemnitee had no reasonable cause to believe the Indemnitee's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the Indemnitee did not act in good faith, did not

act in a manner that the Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, did not have reasonable cause to believe that the Indemnitee's conduct was unlawful. Notwithstanding anything to the contrary in this Article SIXTH, except as set forth in Section (c)(2) of this Article SIXTH, the Corporation shall not indemnify an Indemnitee seeking indemnification in connection with a proceeding (or part thereof) initiated by the Indemnitee unless the initiation thereof was approved by the board of directors of the Corporation.

(2) *Proceedings by or in the Right of the Corporation.* The Corporation shall indemnify any Indemnitee who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in the Corporation's favor by reason of the fact that the Indemnitee is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving as a director, officer or trustee of, or in a similar capacity with, another corporation (including any partially or wholly owned subsidiary of the Corporation), partnership, joint venture, trust or other enterprise (including any employee benefit plan), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by the Indemnitee or on the Indemnitee's behalf in connection with such action, suit or proceeding and any appeal therefrom, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which the Indemnitee shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of Delaware shall determine upon application that, despite the adjudication of such liability but in view of all the circumstances of the case, the Indemnitee is fairly and reasonably entitled to indemnity for such expenses (including attorneys' fees) that the Court of Chancery of the State of Delaware shall deem proper.

(3) *Expenses of Successful Indemnitee.* Notwithstanding any other provision of this Article SIXTH, to the extent that an Indemnitee has been successful, on the merits or otherwise (including a disposition without prejudice), in defense of any action, suit or proceeding referred to in Section (a)(1) or (2) of this Article SIXTH, or in defense of any claim, issue or matter therein, or on appeal from any such action, suit or proceeding, the Indemnitee shall be indemnified against all expenses (including attorneys' fees) actually and reasonably incurred by the Indemnitee or on the Indemnitee's behalf in connection therewith. Without limiting the foregoing, if any action, suit or proceeding is disposed of, on the merits or otherwise (including a disposition without prejudice), without (A) the disposition being adverse to the Indemnitee, (B) an adjudication that the Indemnitee was liable to the Corporation, (C) a plea of guilty or *nolo contendere* by the Indemnitee, (D) an adjudication that the Indemnitee did not act in good faith and in a manner the Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Corporation, and (E) with respect to any criminal proceeding, an adjudication that the Indemnitee had reasonable cause to believe the Indemnitee's conduct was unlawful, the Indemnitee shall be considered for the purposes hereof to have been wholly successful with respect thereto.

(4) *Partial Indemnification.* If any Indemnitee is entitled under any provision of this Section (a) to indemnification by the Corporation for a portion, but not all, of the expenses (including attorneys' fees), judgments, fines or amounts paid in settlement actually and reasonably incurred by the Indemnitee or on the Indemnitee's behalf in any appeal therefrom, the Corporation shall indemnify the Indemnitee for the portion of such expenses (including attorneys' fees), judgments, fines or amounts paid in settlement to which the Indemnitee is entitled.

(b) Advancement of Expenses

Subject to Section (c)(2) of this Article SIXTH, in the event that the Corporation does not assume a defense pursuant to Section (c)(1) of this Article SIXTH of any action, suit, proceeding or investigation of which the Corporation receives notice under this Article SIXTH, any expenses (including attorneys' fees) incurred by an Indemnitee in defending a civil or criminal action, suit, proceeding or investigation or any appeal therefrom shall be paid by the Corporation in advance of the final disposition of such matter; *provided, however*, that the payment of such expenses incurred by an Indemnitee in advance of the final deposition of such matter shall be made only upon receipt of an undertaking by or on behalf of the Indemnitee to repay all amounts so advanced in the event that it shall ultimately be determined that the Indemnitee is not entitled to be indemnified by the Corporation as authorized in this Article SIXTH. Any such undertaking by an Indemnitee shall be accepted without reference to the financial ability of the Indemnitee to make such repayment.

(c) Procedures

(1) *Notification and Defense of Claim.* As a condition precedent to any Indemnitee's right to be indemnified, the Indemnitee must promptly notify the Corporation in writing of any action, suit, proceeding or investigation involving the Indemnitee for which indemnity will or may be sought. With respect to any action, suit, proceeding or investigation of which the Corporation is so notified, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to the Indemnitee; *provided* that the Corporation shall not be entitled, without the consent of the Indemnitee, to assume the defense of any claim brought by or in the right of the Corporation or as to which counsel for the Indemnitee shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the Corporation and the Indemnitee in the conduct of the defense of such claim. After notice from the Corporation to the Indemnitee of its election so to assume such defense, the Corporation shall not be liable to the Indemnitee for any legal or other expenses subsequently incurred by the Indemnitee in connection with such claim, other than as provided in this Paragraph (1). The Indemnitee shall have the right to employ the Indemnitee's own counsel in connection with such claim, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of the Indemnitee unless (A) the employment of counsel by the Indemnitee has been authorized by the Corporation, (B) counsel to the Indemnitee has reasonably concluded that there may be a conflict of interest or position on any significant issue between the Corporation and the Indemnitee in the conduct of the defense of such action or (C) the Corporation has not in fact employed counsel to assume the defence of such action, in each of which cases the fees and expenses of counsel for the Indemnitee shall be at the expense of the Corporation except as otherwise expressly provided by this Article SIXTH.

(2) *Requests and Payment.* In order to obtain indemnification or advancement of expenses pursuant to this Article SIXTH, an Indemnitee shall submit to the Corporation a written request therefor, which request shall include documentation and information as is reasonably available to the Indemnitee and is reasonably necessary to determine whether and to what extent the Indemnitee is entitled to indemnification or advancement of expenses. Any such indemnification or advancement of expenses shall be made promptly, and in any event within sixty days after receipt by the Corporation of the written request of the Indemnitee, unless with respect to requests under Section (a)(1), (a)(2) or (b) of this Article SIXTH, the Corporation determines, by clear and convincing evidence, within such sixty-day period, that any Indemnitee did not meet the applicable standard of conduct set forth in Section (a)(1) or (a)(2) of this Article SIXTH. Such determination shall be made in each instance by (A) a majority vote of the directors of the Corporation consisting of persons who are not at that time parties to the

action, suit or proceeding in question ("disinterested directors"), even though less than a quorum, (B) a majority vote of a quorum of the outstanding shares of capital stock of all classes entitled to vote for directors, which quorum shall consist of stockholders who are not at that time parties to the action, suit, proceeding or investigation in question, (C) independent legal counsel (who may be regular legal counsel to the Corporation), or (D) a court of competent jurisdiction.

(3) *Remedies.* The right of an Indemnitee to indemnification or advancement of expenses pursuant to this Article SIXTH shall be enforceable by the Indemnitee in any court of competent jurisdiction if the Corporation denies, in whole or in part, a request of an Indemnitee in accordance with the preceding Paragraph (2) or if no disposition thereof is made within the sixty-day period referred to in the preceding Paragraph (2). Unless otherwise provided by law, the burden of proving that an Indemnitee is not entitled to indemnification or advancement of expenses pursuant to this Article SIXTH shall be on the Corporation. Neither the failure of the Corporation to have made a determination prior to the commencement of such action that indemnification is proper in the circumstances because the Indemnitee has met any applicable standard of conduct, nor an actual determination by the Corporation pursuant to the preceding Section (c)(2) that the Indemnitee has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the Indemnitee has not met the applicable standard of conduct. The Indemnitee's expenses (including attorneys' fees) incurred in connection with successfully establishing the Indemnitee's right to indemnification, in whole or in part, in any such proceeding shall also be indemnified by the Corporation.

(d) Rights Not Exclusive

The right of an Indemnitee to indemnification and advancement of expenses pursuant to this Article SIXTH shall not be deemed exclusive of any other rights to which the Indemnitee may be entitled under any law (common or statutory), agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in the Indemnitee's official capacity and as to action in any other capacity while holding office for the Corporation, and shall continue as to an Indemnitee who has ceased to serve in the capacity with respect to which the Indemnitee's right to indemnification or advancement of expenses accrued, and shall inure to the benefit of the estate, heirs, executors and administrators of the Indemnitee. Nothing contained in this Article SIXTH shall be deemed to prohibit, and the Corporation is specifically authorized to enter into, agreements with officers and directors providing indemnification rights and procedures supplemental to those set forth in this Article SIXTH. The Corporation may, to the extent authorized from time to time by its board of directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article SIXTH. In addition, the Corporation may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation (including any partially or wholly owned subsidiary of the Corporation), partnership, joint venture, trust or other enterprise (including any employee benefit plan) against any expense, liability or loss incurred by such a person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Delaware.

(e) Subsequent Events

(1) *Amendments of Article or Law.* No amendment, termination or repeal of this Article SIXTH or of any relevant provisions of the General Corporation Law of the State of Delaware or any other applicable law shall affect or diminish in any way the rights of any Indemnitee to indemnification under the provisions of this Article SIXTH with respect to any action, suit, proceeding or investigation arising out of or relating to any actions, transactions or facts occurring prior to the effective date of such amendment, termination or repeal. If the General Corporation Law of the State of Delaware is amended after adoption of this Article SIXTH to expand further the indemnification permitted to any Indemnitee, then the Corporation shall indemnify the Indemnitee to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended, without the need for any further action with respect to this Article SIXTH.

(2) *Merger or Consolidation.* If the Corporation is merged into or consolidated with another corporation and the Corporation is not the surviving corporation, the surviving corporation shall assume the obligations of the Corporation under this Article SIXTH with respect to any action, suit, proceeding or investigation arising out of or relating to any actions, transactions or factors occurring prior to the date of such merger or consolidation.

(f) Invalidation

If any or all of the provisions of this Article SIXTH shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Indemnitee as to any expenses (including attorneys' fees), judgments, fines and amounts paid in settlement in connection with any action, suit, proceeding or investigation, whether civil, criminal or administrative, including an action by or in the right of the Corporation, to the fullest extent permitted by any applicable provision of this Article SIXTH that shall not have been invalidated and to the fullest extent permitted by the General Corporation Law of the State of Delaware or any other applicable law.

(g) Definitions

Unless defined elsewhere in this Certificate of Incorporation, any term used in this Article SIXTH and defined in Section 145(h) or (i) of the General Corporation Law of the State of Delaware shall have the meaning ascribed to such term in such Section.

SEVENTH: In furtherance of and not in limitation of powers conferred by statute, it is further provided that:

(a) Election of Directors

Elections of directors of the Corporation need not be by written ballot unless otherwise provided in the by-laws of the Corporation.

(b) Amendment of By-Laws

Subject to the limitations and exceptions, if any, contained in the by-laws of the Corporation, such by-laws may be adopted, amended or repealed by the board of directors of the Corporation.

(c) Location of Corporate Books

Subject to any applicable requirements of the General Corporation Law of the State of Delaware, the books of the Corporation may be kept outside the State of Delaware at such location or locations as may be designated from time to time by the board of directors or in the by-laws of the Corporation.

EIGHTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the General Corporation Law of the State of Delaware and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

TENTH: The name of the sole incorporator of the Corporation is Mark L. Johnson, and his mailing address is Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109.

IN WITNESS WHEREOF, I have hereunto set my hand as of June 4, 2001.

Mark L. Johnson

Mark L. Johnson
Sole Incorporator

EXHIBIT C

INTRADO COMMUNICATIONS INC.

LIST OF OFFICERS AND DIRECTORS AND PRIMARY STOCKHOLDERS

Intrado Communications Inc.

Officers, Directors & Stockholders

Intrado Communications Inc. Officers and Directors

Gary L, West	Director and Chairman of the Board
George Heinrichs	President
Jon R. Hanson	Chief Administrative Officer
Mary E. West	Director, Secretary, Vice Chairman of the Board
Nancee R. Berger	Chief Operating Officer
Paul M. Mendlik	Chief Financial Officer and Treasurer
Steven M Stangl	Chief Executive Officer
Thomas B. Barker	Director

Intrado Communications Inc. is a wholly owned subsidiary of Intrado, Inc., which in turn is wholly owned by West Corporation.

EXHIBIT D

DESCRIPTION OF SERVICES

This section is filed separately under confidential seal.

EXHIBIT E

INTRADO COMMUNICATIONS INC.

LIST OF COUNTIES TO BE SERVED WITHIN 24 MONTHS

SERVING AREAS, LOCAL CALLING AREAS,
AND MAPS DEPICTING SERVING AREAS

INTRADO COMMUNICATIONS INC.
Areas of Service

Serving Areas:

Intrado plans to offer service to consumers throughout the State of Ohio

Local Calling Areas:

Not applicable.

Serving Area Maps:

Not applicable.

EXHIBIT F

INTRADO COMMUNICATIONS INC.

STATEMENT OF COMPLIANCE WITH AFFILIATE TRANSACTION REQUIREMENTS

INTRADO COMMUNICATIONS INC.

Affiliated Transaction Statement

Intrado Communications Inc., is a wholly owned subsidiary of Intrado, Inc., which in turn is wholly owned by West Corporation.

Craig W. Donaldson
Senior Vice President, Regulatory Affairs
Intrado Communications Inc.

EXHIBIT G

INTRADO COMMUNICATIONS INC.

FINANCIAL STATEMENTS

The Company provides the Consolidated Statements of Operations for Year Ended December 31, 2006 from Form 10-K of its parent's parent company, West Corporation, a public entity. The complete Form 10-K for West Corporation for year ended December 31, 2006 may be found at:

http://www.sec.gov/Archives/edgar/data/1024657/000095013707003014/c12500e10vk.htm.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
West Corporation
Omaha, Nebraska

We have audited the accompanying consolidated balance sheets of West Corporation and subsidiaries (the "Company") as of December 31, 2006 and 2005, and the related consolidated statements of operations, stockholders' equity (deficit), and cash flows for each of the three years in the period ended December 31, 2006. Our audits also included the financial statement schedule listed in the Table of Contents at Item 15. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of West Corporation and subsidiaries as of December 31, 2006 and 2005, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2006 in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in Note 13 to the consolidated financial statements, the Company changed its method of accounting for stock-based compensation expense in 2006.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of the Company's internal control over financial reporting as of December 31, 2006, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 26, 2007 expressed an unqualified opinion on management's assessment of the effectiveness of the Company's internal control over financial reporting and an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

Omaha, Nebraska
February 26, 2007

WEST CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS

	Years Ended December 31, 2006	2005	2004
	(Amounts in thousands)		
REVENUE	$1,856,038	$1,523,923	$1,217,383
COST OF SERVICES	818,522	687,381	541,979
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	800,301	569,865	487,513
OPERATING INCOME	237,215	266,677	187,891
OTHER INCOME (EXPENSE):			
Interest Income	6,081	1,499	895
Interest Expense	(94,804)	(15,358)	(9,381)
Other	2,063	678	2,118
Other income (expense)	(86,660)	(13,181)	(6,368)
INCOME BEFORE INCOME TAX EXPENSE AND MINORITY INTEREST	150,555	253,496	181,523
INCOME TAX EXPENSE	65,505	87,736	65,762
INCOME BEFORE MINORITY INTEREST	85,050	165,760	115,761
MINORITY INTEREST IN NET INCOME	16,287	15,411	2,590
NET INCOME	$ 68,763	$ 150,349	$ 113,171

The accompanying notes are an integral part of these financial statements.

WEST CORPORATION

CONSOLIDATED BALANCE SHEETS

	December 31, 2006	December 31, 2005
	(Amounts in thousands)	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 214,932	$ 30,835
Trust cash	7,104	3,727
Accounts receivable, net	285,087	217,806
Portfolio receivables, current portion	64,651	35,407
Other current assets	54,382	28,567
Total current assets	626,156	316,342
PROPERTY AND EQUIPMENT:		
Property and equipment	743,399	600,939
Accumulated depreciation and amortization	(448,692)	(366,068)
Property and equipment, net	294,707	234,871
PORTFOLIO RECEIVABLES, NET OF CURRENT PORTION	85,006	59,043
GOODWILL	1,186,375	717,624
INTANGIBLES, net	195,412	140,347
OTHER ASSETS	148,200	30,435
TOTAL ASSETS	$ 2,535,856	$1,498,662
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES:		
Accounts payable	$ 40,613	$ 37,370
Accrued expenses	375,957	132,182
Current maturities of longterm debt	21,000	—
Current maturities of portfolio notes payable	59,656	27,275
Income tax payable	360	9,468
Total current liabilities	497,586	206,295
PORTFOLIO NOTES PAYABLE , less current maturities	27,590	13,245
LONG-TERM OBLIGATIONS, less current maturities	3,179,000	220,000
DEFERRED INCOME TAXES	18,320	40,173
OTHER LONG TERM LIABILITIES	26,959	31,772
Total liabilities	3,749,455	511,485
COMMITMENTS AND CONTINGENCIES (Notes 6, 9, 10 and 14)		
MINORITY INTEREST	10,299	15,309
CLASS L COMMON STOCK $0.001 PAR VALUE , 100,000 SHARES AUTHORIZED, 9,777 SHARES ISSUED AND OUTSTANDING	903,656	—
STOCKHOLDERS' EQUITY (DEFICIT)		
Class A common stock $0.001 par value, 400,000 shares authorized, 85,938 shares issued and outstanding	86	—
Common stock $0.01 par value, 200,000 shares authorized, 69,718 shares issued and outstanding	—	697
Additional paid-in capital	78,427	272,941
Retained earnings (deficit)	(2,206,641)	699,765
Accumulated other comprehensive income (loss)	574	(405)
Unearned restricted stock (79 shares)	—	(1,130)
Total stockholders' equity (deficit)	(2,127,554)	971,868
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 2,535,856	$1,498,662

The accompanying notes are an integral part of these financial statements.

WEST CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31, 2006	2005	2004
	(Amounts in thousands)		
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	$ 68,763	$ 150,349	$ 113,171
Adjustments to reconcile net income to net cash flows from operating activities:			
Depreciation	96,218	83,805	81,317
Amortization	40,762	25,677	17,169
Provision for share based compensation	28,738	538	483
Deferred income tax expense (benefit)	9,300	(2,645)	6,177
Other	4,286	1,556	1,264
Minority interest in earnings, net of distributions of $18,998, $13,690 and $1,184	(2,814)	1,721	1,406
Excess tax benefit from stock options exercised	(50,794)	—	—
Changes in operating assets and liabilities, net of business acquisitions:			
Accounts receivable	(41,744)	(25,658)	(28,963)
Other assets	(24,418)	(10,395)	(11,330)
Accounts payable	(7,750)	(2,049)	13,513
Accrued expenses and other liabilities	76,091	53,415	23,169
Net cash flows from operating activities	196,638	276,314	217,376
CASH FLOWS FROM INVESTING ACTIVITIES:			
Business acquisitions, net of cash acquired of $108,150, $0 and $11,256	(643,690)	(209,645)	(193,885)
Purchase of portfolio receivables	(114,560)	(75,302)	(28,683)
Purchase of property and equipment	(113,895)	(76,855)	(59,886)
Collections applied to principal of portfolio receivables	59,353	64,395	19,713
Other	539	253	1,998
Net cash flows from investing activities	(812,253)	(297,154)	(260,743)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from issuance of new debt and bonds	3,200,000	—	—
Consideration paid to shareholders in exchange for stock	(2,790,911)	—	—
Consideration paid to stock option holders in exchange for stock options	(119,638)	—	—
Proceeds from private equity sponsors	725,750	—	—
Net change in revolving credit facility	(220,000)	(10,000)	230,000
Debt issuance costs	(109,591)	—	(1,068)
Proceeds from stock options exercised	18,540	21,175	14,553
Excess tax benefits from stock options exercised	50,794	—	—
Proceeds from issuance of portfolio notes payable	97,871	66,765	25,316
Payments of portfolio notes payable	(51,144)	(54,743)	(28,534)
Payments of capital lease obligations	(6,313)	—	—
Payments of long-term obligations	—	—	(192,000)
Other	4,485	—	—
Net cash flows from financing activities	799,843	23,197	48,267
EFFECT OF EXCHANGE RATES ON CASH AND CASH EQUIVALENTS	(131)	148	(525)
NET CHANGE IN CASH AND CASH EQUIVALENTS	184,097	2,505	4,375
CASH AND CASH EQUIVALENTS, Beginning of period	30,835	28,330	23,955
CASH AND CASH EQUIVALENTS, End of period	$ 214,932	$ 30,835	$ 28,330

The accompanying notes are an integral part of these financial statements.

WEST CORPORATION

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
(Amounts in thousands)

	Common Stock	Class A Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Unearned Restricted Stock	Other Comprehensive Income (Loss) Foreign Currency Translation	Other Comprehensive Income on Cash Flow Hedge	Total Stockholders' Equity (Deficit)
BALANCE, January 1, 2004	$ 673	$ —	$ 223,806	$ 436,245	$ (2,697)	$ (2,820)	$ 1,031	$ —	$ 656,238
Comprehensive income:									
Net income				113,171					113,171
Foreign currency translation adjustment, net of tax of ($411)							(1,224)		(1,224)
Total comprehensive income									111,947
Stock options exercised including related tax benefits (1,086 shares)	11		20,777						20,788
Issuance of common and restricted stock (40 shares)	1		999			(1,000)			—
Amortization of restricted stock			(835)			1,317			482
BALANCE, December 31, 2004	685	—	244,747	549,416	(2,697)	(2,503)	(193)	—	789,455
Comprehensive income:									
Net income				150,349					150,349
Foreign currency translation adjustment, net of tax of ($104)							(212)		(212)
Total comprehensive income									150,137
Stock options exercised including related tax benefits (1,157 shares) and ESPP shares granted (57 shares)	12		31,726						31,738
Issuance of shares from treasury			(2,697)		2,697				—
Amortization of restricted stock			(835)			1,373			538
BALANCE, December 31, 2005	697	—	272,941	699,765	—	(1,130)	(405)	—	971,868
Comprehensive income:									
Net income				68,763					68,763
Foreign currency translation adjustment, net of tax of ($420)							715		715
Unrealized gain on cash flow hedge, net of tax of $(152)								264	264
Total comprehensive income									69,742
Stock options exercised including related tax benefits (6,565 shares) and ESPP shares granted (34 shares)	71		211,916						211,987
Share based compensation			28,447						28,447
Amortization of restricted stock			(1,130)			1,130			—
Recapitalization	(768)	86	(413,702)	(2,975,169)					(3,389,553)
Accretion of class L common stock priority return preference			(20,045)						(20,045)
BALANCE, December 31, 2006	$ —	$ 86	$ 78,427	$(2,206,641)	$ —	$ —	$ 310	$ 264	$ (2,127,554)

WEST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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1. Summary of Significant Accounting Policies

Business Description — West Corporation (the "Company" or "West") provides business process outsourcing services focused on helping our clients communicate more effectively with their clients. We help our clients maximize the value of their customer relationships and derive greater value from each transaction that we process. We deliver our services through three segments:

- Communication Services, including dedicated agent, shared agent, automated and business-to-business services and emergency communication systems and services;
- Conferencing Services, including reservationless, operator-assisted, web and video conferencing services; and
- Receivables Management, including debt purchasing and collections, contingent/third-party collections, government collections, first-party collections and commercial collections.

Each of these services builds upon our core competencies of managing technology, telephony and human capital. Many of the nation's leading enterprises trust us to manage their customer contacts and communications. These enterprises choose us based on our service quality and our ability to efficiently and cost-effectively process high volume, complex voice-related transactions.

Our Communication Services segment provides our clients with a broad portfolio of voice-related services through the following offerings: dedicated agent, shared agent, business services, automated services, and emergency communications infrastructure systems and services. These services provide clients with a comprehensive portfolio of services largely driven by customer initiated (inbound) transactions. These transactions are primarily consumer applications. We also support business-to-business ("B-to-B") applications. Our B-to-B services include sales, lead generation, full account management and other services. Our Communication Services segment operates a network of customer contact centers and automated voice and data processing centers in the United States, Canada, Jamaica and the Philippines. We also support the United States 9-1-1 network and deliver solutions to communications service providers and public safety organizations, including data management, network transactions, wireless data services and notification services.

Our Conferencing Services segment provides our clients with an integrated global suite of audio, web and video conferencing options. This segment offers four primary services: reservationless, operator-assisted, web and video conferencing. Our Conferencing Services segment operates out of facilities in the United States, the United Kingdom, Canada, Singapore, Australia, Hong Kong, Japan, New Zealand, China, Mexico and India.

Our Receivables Management segment assists our clients in collecting and managing their receivables. This segment offers debt purchasing and collections, contingent/third-party collections, government collections, first-party collections and commercial collections. Our Receivables Management segment operates out of facilities in the United States.

Recapitalization — On October 24, 2006, we completed a recapitalization (the "recapitalization") of the Company in a transaction sponsored by an investor group led by Thomas H. Lee Partners, L.P. and Quadrangle Group LLC (the "Sponsors") pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of May 31, 2006, between West Corporation and Omaha Acquisition Corp., a Delaware corporation formed by the Sponsors for the purpose of recapitalizing West Corporation. Omaha Acquisition Corp. was merged with and into West Corporation, with West Corporation continuing as the surviving corporation. Pursuant to such recapitalization, our publicly traded securities were cancelled in exchange for cash. As a result of and immediately following the recapitalization, the Sponsors owned approximately 72.1% of our outstanding Class A and Class L common stock, Gary L. and Mary E. West, the Founders of the Company (the "Founders") owned approximately 24.9% of our outstanding Class A and Class L common stock and certain executive officers had beneficial ownership of the remainder, approximately 3.0% of our outstanding Class A and Class L common stock. The recapitalization has

WEST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
YEAR ENDED DECEMBER 31, 2006, 2005 AND 2004

been accounted for as a leveraged recapitalization, whereby the historical bases of our assets and liabilities have been maintained. The net recapitalization amount was first applied against additional paid-in capital in excess of par value until that was exhausted and the remainder was applied against accumulated deficit.

We financed the recapitalization with equity contributions from the Sponsors, and the rollover of a portion of the equity interests in the Company held by the Founders, and certain members of management, along with a new $2.1 billion senior secured term loan facility, a new senior secured revolving credit facility providing financing of up to $250.0 million (none of which was drawn at the closing of the recapitalization) and the private placement of $650.0 million aggregate principal amount of 9.5% senior notes due 2014 and $450.0 million aggregate principal amount of 11% senior subordinated notes due 2016. In connection with the closing of the recapitalization, the Company terminated and paid off the outstanding balance of its existing $800.0 million unsecured revolving credit facility. As a result of the closing of the recapitalization, our common stock is no longer publicly traded.

Basis of Consolidation — The consolidated financial statements include our accounts and the accounts of our wholly owned and majority owned subsidiaries. All intercompany transactions and balances have been eliminated in the consolidated financial statements.

Use of Estimates — The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue recognition — The Communication Services segment recognizes revenue for agent-based services including order processing, customer acquisition, customer retention and customer care in the month that calls are processed by an agent, based on the number of calls and/or time processed on behalf of clients or on a success rate or commission basis. Automated services revenue is recognized in the month that calls are received or sent by automated voice response units and is billed based on call duration or per call. Our emergency communications services revenue is generated primarily from monthly data base management and service fees which are recognized over the service period.

The Conferencing Services segment revenue is recognized when services are provided and generally consists of per-minute charges. Revenues are reported net of any volume or special discounts.

The Receivables Management segment recognizes revenue for contingent/third party collection services and government collection services in the month collection payments are received based upon a percentage of cash collected or other agreed upon contractual parameters. First party collection services on pre-charged off receivables are recognized on an hourly rate basis.

We believe that the amounts and timing of cash collections for our purchased receivables can be reasonably estimated; therefore, we utilize the level-yield method of accounting for our purchased receivables. We follow American Institute of Certified Public Accountants Statement of Position 03-3, "Accounting for Loans or Certain Securities Acquired in a Transfer" ("SOP 03-3"). SOP 03-3 states that if the collection estimates established when acquiring a portfolio are subsequently lowered, an allowance for impairment and a corresponding expense are established in the current period for the amount required to maintain the internal rate of return, or "IRR", expectations. If collection estimates are raised, increases are first used to recover any previously recorded allowances and the remainder is recognized prospectively through an increase in the IRR. This updated IRR must be used for subsequent impairment testing. Portfolios acquired prior to December 31, 2004 will continue to be governed by Accounting Standards Executive Committee Practice Bulletin 6, as amended by SOP 03-3, which set the IRR at December 31, 2004 as the IRR to be used for impairment testing in the future. Because any reductions in expectations are recognized as an expense in the current period and any increases in expectations are recognized over the remaining life of the portfolio, SOP 03-3 increases the probability that we will incur impairments in the

WEST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
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future, and these impairments could be material. During 2006, no impairment allowances were required. Periodically the Receivables Management segment will sell all or a portion of a receivables pool to third parties. The gain or loss on these sales is recognized to the extent the proceeds exceed or, in the case of a loss, are less than the cost of the underlying receivables.

The agreements to purchase receivables typically include customary representations and warranties from the sellers covering account status, which permit us to return non-conforming accounts to the seller. Purchases are pooled based on similar risk characteristics and the time period when the pools are purchased, typically quarterly. The receivables portfolios are purchased at a substantial discount from their face amounts and are initially recorded at our cost to acquire the portfolio. Returns are applied against the carrying value of the receivables pool.

Cost of Services — Cost of services includes labor, sales commissions, telephone and other expenses directly related to service activities.

Selling, General and Administrative Expenses — Selling, general and administrative expenses consist of expenses that support the ongoing operation of our business. These expenses include costs related to division management, facilities costs, equipment depreciation and maintenance, amortization of finite lived intangible assets, sales and marketing activities, client support services, bad debt expense and corporate management costs.

Other income (expense) — Other income (expense) includes interest income from short-term investments, interest expense from short-term and long-term obligations and rental income.

Cash and Cash Equivalents — We consider short-term investments with original maturities of three months or less at acquisition to be cash equivalents.

Trust Cash — Trust cash represents cash collected on behalf of our Receivables Management clients that has not yet been remitted to them. A related liability is recorded in accounts payable until settlement with the respective clients.

Financial Instruments — Cash and cash equivalents, accounts receivable and accounts payable are short-term in nature and the net values at which they are recorded are considered to be reasonable estimates of their fair values. The carrying values of notes receivable, notes payable and long-term obligations are deemed to be reasonable estimates of their fair values. Interest rates that are currently available to us for the reissuance of notes with similar terms and remaining maturities are used to estimate fair values of the notes receivable, notes payable and long-term obligations.

Accounts Receivable — Short-term accounts and notes receivable from customers are presented net of an allowance for doubtful accounts of approximately $8.5 million and $10.5 million in 2006 and 2005, respectively.

Property and Equipment — Property and equipment are recorded at cost. Depreciation expense is based on the estimated useful lives of the assets or remaining lease terms, whichever is shorter, and is calculated on the straight-line method. Our owned buildings have estimated useful lives ranging from 20 to 39 years and the majority of the other assets have estimated useful lives of three to five years. We review property, plant and equipment for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. Recoverability of an asset "held-for-use" is determined by comparing the carrying amount of the asset to the undiscounted net cash flows expected to be generated from the use of the asset. If the carrying amount is greater than the undiscounted net cash flows expected to be generated by the asset, the asset's carrying amount is reduced to its fair value. An asset "held-for-sale" is reported at the lower of the carrying amount or fair value less cost to sell.

Goodwill and other Intangible Assets — Goodwill and other intangible assets with indefinite lives are not amortized, but are tested for impairment on an annual basis. We have determined that goodwill and other intangible assets with indefinite lives are not impaired and therefore no write-off is necessary. Finite lived intangible assets are

WEST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
YEAR ENDED DECEMBER 31, 2006, 2005 AND 2004

reviewed for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable.

Other Assets — Other assets primarily include the unamortized balance of debt acquisition costs, assets held in non-qualified deferred compensation plans and the unamortized balance of a licensing agreement.

Income Taxes — We file a consolidated United States income tax return. We use an asset and liability approach for the financial reporting of income taxes in accordance with SFAS No. 109, *Accounting for Income Taxes.* Deferred income taxes arise from temporary differences between financial and tax reporting. Income tax expense has been provided on the portion of foreign source income that we have determined will be repatriated to the United States.

Other Comprehensive Income — Comprehensive income is composed of results of operations for foreign subsidiaries translated using the average exchange rates during the period. Assets and liabilities are translated at the exchange rates in effect on the balance sheet dates. The translation adjustment is included in comprehensive income, net of related tax expense. Also, the gain or loss on the effective portion of cash flow hedges (i.e., change in fair value) is initially reported as a component of other comprehensive income. The remaining gain or loss is recognized in interest expense in the same period in which the cash flow hedge affects earnings. These are the only components of other comprehensive income.

Stock Based Compensation — On January 1, 2006 we adopted Statement of Financial Accounting Standards ("SFAS") No. 123 (revised 2004), "Share-Based Payment" ("SFAS 123R"). SFAS 123R requires us to recognize expense related to the fair value of employee stock option awards and to measure the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. This eliminated the exception to account for such awards using the intrinsic method previously allowable under Accounting Principles Board Opinion No. 25, "Accounting for Stock issued to Employees" ("APB 25"). Prior to January 1, 2006, we accounted for the stock-based compensation plans under the recognition and measurement provisions of APB 25, as permitted by SFAS No. 123, "Accounting for Stock-Based Compensation" ("SFAS 123"). No stock option-based employee compensation cost was recognized in the income statement prior to 2006, as all stock options granted under those plans had an exercise price equal to the market value of the underlying common stock on the date of grant.

Minority Interest — Effective September 30, 2004, our portfolio receivable lenders CFSC Capital Corp. XXXIV, ("Cargill") exchanged its rights to share profits in certain receivable portfolios under its revolving financing facility with us for a 30% minority interest in one of our subsidiaries, Worldwide Asset Purchasing, LLC ("WAP"). Effective January 1, 2006, and in connection with the renegotiation of the revolving financing facility, we acquired an additional 5% interest in WAP, which reduced Cargill's minority interest to 25%.

Common Stock — As a result of the recapitalization our publicly traded securities were cancelled. Cash investors (i.e., the Sponsors, the Founders and certain members of management, acquired a combination of Class L and Class A shares (in strips of eight Class A shares and one Class L share) in exchange for cash or in respect of converted shares. Supplemental management incentive equity awards (restricted stock and option programs) have been implemented with Class A shares/options only. General terms of these securities are:

Class L shares: Each Class L share is entitled to a priority return preference equal to the sum of (x) $90 per share base amount plus (y) an amount sufficient to generate a 12% internal rate of return ("IRR") on that base amount from the date of the Merger until the priority return preference is paid in full. At closing of the recapitalization, the Company issued 9.8 million Class L shares. Each Class L share also participates in any equity appreciation beyond the priority return on the same per share basis as the Class A shares.

Class A shares: Class A shares participate in the equity appreciation after the Class L priority return is satisfied. At closing of the recapitalization, the Company issued approximately 78.2 million Class A shares.

WEST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
YEAR ENDED DECEMBER 31, 2006, 2005 AND 2004

Voting: Each share (whether Class A or Class L) is entitled to one vote per share on all matters on which stockholders vote, subject to Delaware law regarding class voting rights.

Distributions: Dividends and other distributions to stockholders in respect of shares, whether as part of an ordinary distribution of earnings, as a leveraged recapitalization or in the event of an ultimate liquidation and distribution of available corporate assets, are to be paid as follows. First, holders of Class L shares are entitled to receive an amount equal to the Class L base amount of $90 per share plus an amount sufficient to generate a 12% IRR on that base amount, compounded quarterly from the closing date of the Merger to the date of payment. Second, after payment of this priority return to Class L holders, the holders of Class A shares and Class L shares participate together, as a single class, in any and all distributions by the Company.

Conversion of Class L shares: Class L shares automatically convert into Class A shares immediately prior to an Initial Public Offering ("IPO"). Also, the board of directors may elect to cause all Class L shares to be converted into Class A shares in connection with a transfer (by stock sale, merger or otherwise) of a majority of all common stock to a third party (other than to Thomas H. Lee Partners, LP and its affiliates). In the case of any such conversion (whether on IPO or sale), if any unpaid Class L priority return (base $90/share plus accrued 12% IRR) remains unpaid at the time of conversion it will be "paid" in additional Class A shares valued at the deal price (in case of IPO, at the IPO price net of underwriter's discount); that is each Class L share would convert into a number of Class A shares equal to (i) one plus (ii) a fraction, the numerator of which is the unpaid priority return on such Class L share and the denominator of which is the value of a Class A share at the time of conversion.

As the Class L stockholders control a majority of the votes of the board of directors through direct representation on the board of directors and the conversion and redemption features are considered to be outside the control of the Company, all shares of Class L common stock have been presented outside of permanent equity in accordance with EITF Topic D-98, *Classification and Measurement of Redeemable Securities*. At December 31, 2006, the 12% priority return preference has been accreted and included in the Class L share balance.

In accordance with EITF Issue 98-5. *Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios* (EITF 98-5), the Company determined that the conversion feature in the Class L shares is in-the-money at the date of issuance and therefore represents a beneficial conversion feature. Under EITF 98-5, $12.2 million (the intrinsic value of the beneficial conversion feature) of the proceeds received from the issuance of the Class L shares was allocated to additional paid-in capital, consistent with the classification of the Class A shares, creating a discount on the Class L shares. Because the Class L shares have no stated redemption date and the beneficial conversion feature is not considered to be contingent under EITF 98-5, but can be realized immediately, the discount resulting from the allocation of value to the beneficial conversion feature is required to be recognized immediately as a return to the Class L shareholders analogous to a dividend. As no retained earnings are available to pay this dividend at the date of issuance, the dividend is charged against additional paid-in capital resulting in no net impact.

Recent Accounting Pronouncements — In July 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes — an interpretation of FASB Statement No. 109* ("FIN 48"), which clarifies the accounting for uncertainty in tax positions. FIN 48 requires that we recognize in our financial statements, the impact of a tax position, if that position is more likely than not to be sustained on audit, based on the technical merits of the position. The provisions of FIN 48 are effective as of the beginning of our 2007 fiscal year, with the cumulative effect of the change in accounting principle recorded as an adjustment to beginning of the year retained earnings. We are currently evaluating the impact FIN 48 will have on our financial statements.

In September 2006, the FASB issued SFAS No. 157 *Fair Value Measurements,* ("SFAS 157") which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value

WEST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
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measurements. The provisions of SFAS 157 are effective as of the beginning of our 2008 fiscal year. We are currently evaluating the impact, if any, SFAS 157 will have on our financial statements.

2. Recapitalization

On October 24, 2006, we completed a recapitalization of the Company in a transaction sponsored by an investor group led by the Sponsors pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of May 31, 2006, between West Corporation and Omaha Acquisition Corp. Pursuant to such recapitalization, our publicly traded securities were cancelled in exchange for cash. As a result of and immediately following the recapitalization, the Sponsors owned approximately 72.1% of our outstanding class A and Class L common stock, the Founders of the Company owned approximately 24.9% of our outstanding class A and Class L common stock and certain executive officers had beneficial ownership of the remainder, approximately 3.0% of our outstanding class A and Class L common stock. The recapitalization has been accounted for as a leveraged recapitalization in accordance with EITF D-98, whereby the historical bases of our assets and liabilities have been maintained. As a result of the closing of the recapitalization, our common stock is no longer publicly traded.

Immediately following the recapitalization, each stock option issued and outstanding under our 1996 Stock Incentive Plan and 2006 Stock Incentive Plan, whether or not then vested, (other than certain stock options held by certain members of management who elected to invest in the surviving corporation) was canceled and converted into the right to receive payment from us (subject to any applicable withholding taxes) equal to the product of the excess of $48.75 less the respective stock option exercise price multiplied by the number of options held. Also immediately following the recapitalization, the unvested restricted shares were vested and canceled and the holders of those securities received $48.75 per share, less applicable withholding taxes. Certain of our executive officers agreed to convert ("rollover") existing vested options and common stock in exchange for new options and common stock in the surviving corporation. The total equity participation by the executive officers was $30.0 million, representing approximately 3% of our total equity. In exchange for each share of pre-merger common stock, the executive officer participant received an equity strip in exchange for such share, consisting of eight shares of class A common stock and one share of Class L common stock.

We financed the recapitalization with $725.8 million of equity contributions from the Sponsors, the rollover of a portion of the equity interests in the Company held by the Founders and certain members of management, $250.0 million and $30.0 million, respectively. Additional financing of the recapitalization was provided by a new $2.1 billion senior secured term loan facility, a new senior secured revolving credit facility providing financing of up to $250.0 million (none of which was drawn at the closing of the recapitalization) and the private placement of $650.0 million aggregate principal amount of 9.5% senior notes due 2014 and $450.0 million aggregate principal amount of 11% senior subordinated notes due 2016. The $2.1 billion senior secured term loan facility and new senior secured revolving credit facility bear interest at a variable rate as described in Note 10 to the Consolidated Financial Statements. In connection with the closing of the recapitalization, the Company terminated and paid off the outstanding balance of its existing $800.0 million unsecured revolving credit facility.

The Company recorded approximately $108.3 million in debt acquisition costs and approximately $92.8 million in expenses in connection with the recapitalization. These expenses were primarily for advisory fees, fairness opinions, transaction fees, management fees, accelerated share based compensation costs, legal and accounting fees, bonuses and other closing costs.

3. Mergers and Acquisitions

InPulse

On October 2, 2006, we acquired InPulse Response Group, Inc. ("InPulse") for a purchase price of approximately $45.8 million in cash plus acquisition costs. We funded the acquisition with a combination of

WEST CORPORATION

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cash on hand and our previous bank revolving credit facility. InPulse provides outsourced sales solutions to direct response marketers. These sales are generated from calls from consumers in response to direct response advertising. The results of operations of InPulse have been consolidated with our operating results and reported in our Communication Services segment since the acquisition date, October 1, 2006.

At December 31, 2006 estimated goodwill and finite lived intangible assets, net of amortization, was $28.3 million and $20.8 million, respectively. We have engaged the assistance of a third-party appraiser to assist us with the valuation of certain intangible assets. Thus, the allocation of the purchase price is subject to refinement.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at October 1, 2006.

	October 1, 2006 (Amounts in thousands)
Cash	$ 4,702
Other current assets	2,353
Property and equipment	1,513
Other assets	41
Intangible assets	21,634
Goodwill	28,314
Total assets acquired	58,557
Current liabilities	2,440
Capital lease obligations	3,723
Other long term obligations	6,548
Total liabilities assumed	12,711
Net assets acquired	$ 45,846

Raindance

On April 6, 2006, we completed the acquisition of all of the outstanding shares of Raindance Communications, Inc. ("Raindance"). The purchase price, net of cash received of $45.1 million, and estimated transaction costs were approximately $112.7 million in cash. We funded the acquisition with a combination of cash on hand and borrowings under our previous bank revolving credit facility. The results of Raindance's operations have been included in our consolidated financial statements since April 1, 2006.

Raindance provides web and audio conferencing services. Based in Louisville, Colorado, Raindance serves a base of corporate customers across vertical markets and industries. Raindance is part of our Conferencing Services segment, and Raindance products and services are being integrated into the InterCall suite of products.

At December 31, 2006 estimated goodwill and finite lived intangible assets, net of amortization, was approximately $43.4 million and $14.3 million, respectively. We have engaged the assistance of a third-party appraiser to assist us with the valuation of certain intangible assets. Thus, the allocation of the purchase price is subject to refinement.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
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The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at April 1, 2006.

	April 1, 2006 (Amounts in thousands)
Cash	$ 45,126
Deferred tax asset — short term	2,705
Other current assets	12,685
Property and equipment	13,937
Deferred tax asset — long term	40,444
Other assets	117
Intangible assets	16,766
Goodwill	43,413
Total assets acquired	175,193
Current liabilities	17,366
Total liabilities assumed	17,366
Net assets acquired	$ 157,827

Intrado

On April 4, 2006, we completed the acquisition of all of the outstanding shares of Intrado Inc. ("Intrado"). The purchase price, net of cash received of $58.3 million, and estimated transaction costs were approximately $480 million in cash. We funded the acquisition with a combination of cash on hand, a portion of Intrado's cash on hand and borrowings under our previous bank revolving credit facility. The results of Intrado's operations have been included in our consolidated financial statements since April 1, 2006.

Intrado is a provider of emergency communications infrastructure systems and services and is part of our Communication Services segment. Based in Longmont, Colorado, Intrado provides mission critical services to major United States telecommunications providers. Intrado supports the United States 9-1-1 network and delivers solutions to communications service providers and public safety organizations, including data management, network transactions, wireless data services and notification services.

At December 31, 2006, estimated goodwill and finite lived intangible assets, net of amortization, was approximately $381.7 million and $57.0 million, respectively. We have engaged the assistance of a third-party appraiser to assist us with the valuation of certain intangible assets. Thus, the allocation of the purchase price is subject to refinement.

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The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at April 1, 2006.

	April 1, 2006 (Amounts in thousands)
Cash	$ 58,322
Other current assets	32,386
Property and equipment	23,530
Other assets	14,898
Intangible assets	63,218
Goodwill	381,683
Total assets acquired	574,037
Current liabilities	20,043
Obligations under capital leases — long term	1,056
Deferred tax liability	14,122
Total liabilities assumed	35,221
Net assets acquired	$ 538,816

Sprint Conferencing Assets

On June 3, 2005, we acquired the conferencing-related assets of Sprint Corporation ("Sprint") for a purchase price of $207.0 million in cash plus related acquisition costs (the "Acquisition"). We funded the acquisition with cash on hand and borrowings under our previous bank credit facility.

The conferencing services assets acquired from Sprint provide audio, video and web-based conferencing products and services. Premise-based equipment was included in the purchase of the assets. In connection with the closing of the Acquisition, West and Sprint entered into, among other arrangements, (i) a strategic alliance to jointly market and sell conferencing services and (ii) a telecommunications agreement through which we purchase telecommunications services from Sprint. The results of operations of the Sprint conferencing assets have been consolidated with our operating results since the acquisition date, June 3, 2005.

The following table summarizes the fair values of the assets acquired in the Sprint Conferencing acquisition:

	June 3, 2005 (Amounts in thousands)
Property and equipment	$ 13,823
Intangible assets — customer lists (5 year amortization period)	57,696
Goodwill	137,460
Total assets acquired	$ 208,979

Assuming the acquisitions of InPulse, Raindance, Intrado, and the Sprint conferencing assets had occurred as of the beginning of the periods presented, our unaudited pro forma results of operations for the years ended December 31, 2006 and 2005 would have been, in thousands, as follows:

	2006	2005
Revenue	$1,939,379	$1,831,989
Net Income	$ 63,195	$ 134,389

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The pro forma results above are not necessarily indicative of the operating results that would have actually occurred if the acquisitions had been in effect on the dates indicated, nor are they necessarily indicative of future results of the combined companies.

4. Goodwill and Other Intangible Assets

The following table presents the activity in goodwill by reporting segment for the years ended December 31, 2006 and 2005, in thousands:

	Communication Services	Conferencing Services	Receivables Management	Combined
Balance at January 1, 2005	$ 79,789	$ 367,199	$ 126,897	$ 573,885
Acquisitions	8,843	127,220	—	136,063
Finalization of purchase price allocation	—	3,801	475	4,276
Attention earn out adjustment	—	—	3,400	3,400
Balance at December 31, 2005	88,632	498,220	130,772	717,624
Finalization of purchase price allocation	—	10,240	—	10,240
Attention earn out adjustment	—	—	5,100	5,100
Acquisitions	409,998	43,413	—	453,411
Balance at December 31, 2006	$ 498,630	$ 551,873	$ 135,872	$1,186,375

We allocated the excess of the InPulse, Raindance and Intrado purchase costs over the fair value of the assets acquired and other finite-lived intangible assets to goodwill based on preliminary estimates. We have engaged the assistance of a third-party appraiser to assist us with the valuation of certain intangible assets. The process of obtaining a third-party appraisal involves numerous time consuming steps for information gathering, verification and review. We expect to finalize the Intrado and Raindance appraisals in the first quarter of 2007. We expect to finalize the InPulse appraisal in the third quarter of 2007. Goodwill recognized in these transactions is currently estimated at approximately $453.4 million and is not deductible for tax purposes.

During 2006 we completed the purchase price allocation for Sprint's conferencing assets acquisition. The results of the valuation of certain intangible assets required an additional $10.2 million to be allocated to goodwill and a corresponding reduction to certain finite lived intangible assets from what was previously estimated.

In April 2006, we accrued an additional $5.1 million in goodwill for an earn out obligation of the Attention acquisition.

Factors contributing to the recognition of goodwill

Factors that contributed to a purchase price resulting in goodwill for the InPulse acquisition included its position as a leader in the soft-offer segment of the direct response marketing services market and the acquisition expands our product offering in a growing market.

Factors that contributed to a purchase price resulting in goodwill for the purchase of Raindance include its enhanced multimedia conferencing technologies, system synergies in the Conferencing Services segment and margin expansion opportunities due to additional scale and cost savings opportunities.

Factors that contributed to a purchase price resulting in goodwill for the Intrado acquisition included its position in a growing market and its innovative technology. Further, Intrado complements the existing offerings of our Communications Services segment, providing cross-selling and margin expansion opportunities.

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Factors that contributed to a purchase price resulting in goodwill for the purchase of Sprint's conferencing assets included process and system synergies within our Conferencing Services segment.

Other intangible assets

Below is a summary of the major intangible assets and weighted average amortization periods for each identifiable intangible asset, in thousands:

	As of December 31, 2006			Weighted Average
Intangible Assets	Acquired Cost	Accumulated Amortization	Net Intangible Assets	Amortization Period
Customer lists	$226,506	$ (75,807)	$ 150,699	7.1
Trade names	23,910	—	23,910	Indefinite
Patents	14,963	(5,869)	9,094	17.0
Trade names	6,251	(2,421)	3,830	3.7
Other intangible assets	13,427	(5,548)	7,879	5.0
Total	$285,057	$ (89,645)	$ 195,412	

	As of December 31, 2005			Weighted Average
Intangible Assets	Acquired Cost	Accumulated Amortization	Net Intangible Assets	Amortization Period
Customer lists	$146,650	$ (43,964)	$ 102,686	5.8
Trade names	23,910	—	23,910	Indefinite
Patents	14,963	(4,988)	9,975	17.0
Trade names	1,751	(1,525)	226	3.1
Other intangible assets	6,261	(2,711)	3,550	6.6
Total	$193,535	$ (53,188)	$ 140,347	

Amortization expense for finite lived intangible assets was $36.5 million, $23.8 million and $14.6 million for the years ended December 31, 2006, 2005 and 2004, respectively. Estimated amortization expense for the intangible assets acquired in all acquisitions for the next five years in millions is as follows:

2007	$40.9
2008	$32.8
2009	$29.0
2010	$19.6
2011	$ 8.9

The amount of other finite-lived intangible assets recognized in the InPulse acquisition is currently estimated to be approximately $20.8 million, net of amortization, and is comprised of customer lists. These finite lived intangible assets are being amortized over seven years based on the estimated lives of the intangible asset. Amortization expense for the InPulse finite lived intangible assets was approximately $0.8 million in 2006.

The amount of other finite-lived intangible assets recognized in the Raindance acquisition is currently estimated to be approximately $14.3 million, net of amortization, and is comprised of customer lists. These finite lived intangible assets are being amortized over five years based on the estimated lives of the intangible assets. Amortization expense for the Raindance finite lived intangible assets was approximately $2.5 million in 2006.

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The amount of other finite-lived intangible assets recognized in the Intrado acquisition is currently estimated to be approximately $57.0 million, net of amortization, and is comprised of customer lists, tradenames, technology and non-competition agreements. These finite lived intangible assets are being amortized over one to eleven years based on the estimated lives of the intangible assets. Amortization expense for the Intrado finite lived intangible assets was approximately $6.2 million in 2006.

The amount of other finite-lived intangible assets recognized in the Sprint Conferencing acquisition is approximately $38.0 million, net of amortization, and is comprised of customer lists. These finite lived intangible assets are being amortized over five years based on the estimated lives of the intangible assets. Amortization expense for the Sprint Conferencing finite lived intangible assets was approximately $11.8 million in 2006 and $7.9 million in 2005.

The intangible asset trade names for two acquisitions in 2003, InterCall and ConferenceCall.com, were determined to have an indefinite life based on management's current intentions. We periodically review the underlying factors relative to these intangible assets. If factors were to change, which would indicate the need to assign a definite life to these assets, we will do so and commence amortization.

Below is a summary of other intangible assets, at acquired cost, by reporting segment as of December 31, 2006 and 2005:

	Communication Services	Conferencing Services	Receivables Management	Corporate	Combined
As of December 31, 2006					
Customer lists	$ 78,997	$ 125,199	$ 22,310	$ —	$226,506
Trade names	5,331	24,195	635	—	30,161
Patents	14,753	—	—	210	14,963
Other intangible assets	9,028	1,609	2,790	—	13,427
Total	$ 108,109	$ 151,003	$ 25,735	$ 210	$285,057
As of December 31, 2005					
Customer lists	$ 5,677	$ 118,663	$ 22,310	$ —	$146,650
Trade names	831	24,195	635	—	25,661
Patents	14,753	—	—	210	14,963
Other intangible assets	1,996	1,475	2,790	—	6,261
Total	$ 23,257	$ 144,333	$ 25,735	$ 210	$193,535

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5. Portfolio Receivables

Changes in purchased receivable portfolios for the years ended December 31, 2006 and 2005, respectively, in thousands, were as follows:

Balance at January 1, 2005	$ 83,543
Cash purchases	11,403
Non recourse borrowing purchases	66,786
Recoveries	(154,558)
Proceeds from portfolio sales, net of putbacks	(25,292)
Revenue recognized	115,401
Purchase putbacks	(2,833)
Balance at December 31, 2005	94,450
Less: current portion	35,407
Portfolio receivables, net of current portion	$ 59,043
Balance at January 1, 2006	$ 94,450
Cash purchases	18,242
Non recourse borrowing purchases	97,871
Recoveries	(169,809)
Proceeds from portfolio sales, net of putbacks	(29,527)
Revenue recognized	139,983
Purchase putbacks	(1,553)
Balance at December 31, 2006	149,657
Less: current portion	64,651
Portfolio receivables, net of current portion	$ 85,006

6. Property and Equipment

Property and equipment, at cost, in thousands, consisted of the following:

	December 31, 2006	December 31, 2005
Land and improvements	$ 7,300	$ 7,404
Buildings	92,307	60,022
Telephone and computer equipment	495,532	396,696
Office furniture and equipment	58,688	53,057
Leasehold improvements	82,879	68,962
Construction in progress	6,693	14,798
	$743,399	$600,939

We lease certain land, buildings and equipment under operating leases which expire at varying dates through July 2024. Rent expense on operating leases was approximately $34.4 million, $26.3 million and $21.2 million for the years ended December 31, 2006, 2005 and 2004, respectively, exclusive of related-party lease expense. On all h ec g ch e e g c e h

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real estate leases, we pay real estate taxes, insurance and maintenance associated with the leased sites. Certain of the leases offer extension options ranging from month-to-month to five years.

Future minimum payments under non-cancelable operating leases with initial or remaining terms of one year or more, in thousands, are as follows:

	Non-Related Party Operating Leases	Related-Party Operating Lease	Total Operating Leases
Year Ending December 31,			
2007	$ 25,772	$ 667	$ 26,439
2008	24,516	667	25,183
2009	20,554	688	21,242
2010	14,838	731	15,569
2011	7,571	731	8,302
2012 and thereafter	52,940	1,949	54,889
Total minimum obligations	$ 146,191	$ 5,433	$151,624

In September 2006, we purchased a building for approximately $30.5 million which we previously leased under a synthetic lease dated May 9, 2003. The aggregate synthetic lease expense for the three years ended December 31, 2006, 2005 and 2004 was $1.3 million, $1.4 million and $1.1 million, respectively.

7. Accrued Expenses

Accrued expenses consisted of the following as of:

	December 31, 2006	December 31, 2005
Stock purchase obligations	$ 170,625	$ —
Accrued wages	60,282	46,848
Accrued employee benefit costs	23,075	9,907
Interest payable	22,735	1,960
Accrued phone	17,891	23,061
Deferred revenue	19,763	5,930
Acquisition earnout commitments	10,850	8,900
Accrued other taxes (non-income related)	9,223	8,849
Customer deposits	3,149	3,481
Other current liabilities	38,364	23,246
	$ 375,957	$ 132,182

Stock purchase obligations related to the recapitalization remain outstanding at December 31, 2006. See Note 14 of the Notes to Consolidated Financial Statements included elsewhere in this report for information regarding this obligation.

8. Related Parties

Affiliates of Thomas H. Lee Partners, L.P. and Quadrangle Group LLC provide management and advisory services pursuant to management services agreements entered into in connection with the consummation of the recapitalization. The fees for services aggregate $4.0 million annually, and approximately $0.8 million in 2006. In

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addition, in consideration for financial advisory services and capital structure analysis services rendered in connection with the recapitalization, affiliates of Thomas H. Lee Partners, L.P. and Quadrangle Group LLC received an aggregate transaction fee of $40.0 million. Thomas H. Lee Partners, L.P. and Quadrangle Group LLC also received reimbursement for travel and other out-of pocket expenses associated with the recapitalization transaction in the aggregate of approximately $0.2 million.

We lease certain office space owned by a partnership whose partners own approximately 24% of our common stock at December 31, 2006. Related party lease expense was approximately $0.7 million, $0.7 million and $0.9 million for the years ended December 31, 2006, 2005 and 2004, respectively. The lease expires in 2014.

9. Portfolio Notes Payable

Our portfolio notes payable consisted of the following as of:

	December 31, 2006	December 31, 2005
Non-recourse portfolio notes payable	$87,246	$40,520
Less current maturities	59,656	27,275
Portfolio notes payable	$27,590	$13,245

Pursuant to the Cargill facility, we can borrow from Cargill 80% to 85% of the purchase price of each portfolio purchase completed. Interest accrues on the debt at a variable rate of 2% over prime. The debt is non-recourse and is collateralized by all portfolio receivables within a loan series. Each loan series contains a group of portfolio asset pools that have an aggregate original principal amount of approximately $20.0 million. Payments are due monthly over two years from the date of origination. Interest expense on these notes in 2006 was $5.7 million compared to $2.7 million in 2005.

10. Long-Term Obligations

Long-term obligations consist of the following (dollars in thousands):

	December 31, 2006	December 31, 2005
Senior Secured Term Loan Facility, due 2013	$2,100,000	$ —
9.5% Senior Notes, due 2014	650,000	—
11% Senior Subordinated Notes, due 2016	450,000	—
Bank Revolving Credit Facility, repaid in 2006	—	220,000
	3,200,000	220,000
Less: current maturities	21,000	—
Long-term Obligations	$3,179,000	$220,000

Interest expense during 2006, 2005 and 2004 on these long term obligations was approximately $89.3 million, $12.6 million, and $7.3 million, respectively.

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Future maturities of long-term debt at December 31, 2006 were (dollars in thousands):

Year	Amount
2007	$ 21,000
2008	$ 21,000
2009	$ 21,000
2010	$ 21,000
2011	$ 21,000
Thereafter	$3,095,000

Recapitalization

In connection with a recapitalization we incurred $3.2 billion of new debt. The new debt consists of $2.1 billion under a senior secured term loan facility which will be subject to scheduled amortization of $21.0 million per year with variable interest at 2.75% over the selected LIBOR; a new senior secured revolving credit facility providing financing of up to $250.0 million (none of which was drawn during 2006); and the private placement of $650.0 million aggregate principal amount of 9.5% senior notes due 2014 and $450.0 million aggregate principal amount of 11% senior subordinated notes due 2016. Interest on the notes will accrue and be payable semiannually in arrears on April 15 and October 15 of each year, commencing on April 15, 2007.

Senior Secured Term Loan Facility and Senior Secured Revolving Credit Facility.

The $2.1 billion senior secured term loan facility and new senior secured revolving credit facility bear interest at a variable rate. Amounts borrowed by the Company under these senior secured credit facilities initially bear interest at a rate equal to an applicable margin plus, at the Company's option, either (a) a base rate determined by reference to the higher of (1) the prime lending rate as set forth on the British Banking Association Telerate Page 5 and (2) the federal funds effective rate from time to time plus 0.50% or (b) a LIBOR rate determined by reference to the costs of funds for deposits for the interest period relevant to such borrowing, adjusted for certain costs. Initially, the applicable margin percentage is a percentage per annum equal to, (x) for term loans, 1.75% for base rate loans and 2.75% for LIBOR rate loans and (y) for revolving credit loans, 1.50% for base rate loans and 2.50% for LIBOR rate loans. The applicable margin percentage with respect to borrowings under the revolving credit facility will be subject to adjustments based upon the Company's leverage ratio. Overdue amounts (after giving effect to any applicable grace periods) bear interest at a rate per annum equal to the then applicable interest rate plus 2.00% per annum. Initially, the Company is required to pay each lender a commitment fee of 0.50% in respect of any unused commitments under the revolving credit facility. The commitment fee in respect of unused commitments under the revolving credit facility will be subject to adjustment based upon the Company's leverage ratio. The Company is required to comply, on a quarterly basis, with a maximum leverage ratio covenant and a minimum interest coverage ratio covenant. The consolidated leverage ratio of funded debt to adjusted earnings before interest expense, stock-based compensation, taxes, depreciation and amortization, recapitalization costs, certain acquisition costs, synthetic lease costs, acquisition synergies and a minority interest adjustment ("adjusted EBITDA") which may not exceed 7.75 to 1.0 and a consolidated fixed charge coverage ratio of adjusted EBITDA to the sum of consolidated interest expense, which must exceed 1.25 to 1.0. Both ratios are measured on a rolling four-quarter basis. We were in compliance with the financial covenants at December 31, 2006. These financial covenants will become more restrictive over time. The senior secured credit facilities also contain various negative covenants, including limitations on indebtedness; liens; mergers and consolidations; asset sales; dividends and distributions or repurchases of the Company's capital stock; investments, loans and advances; capital expenditures; payment of other debt, including the senior subordinated notes; transactions with affiliates; amendments to material agreements governing the Company's subordinated indebtedness, including the senior subordinated notes; and changes in the

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Company's lines of business. The effective annual interest rate, inclusive of debt amortization costs, on the senior secured term loan facility from October 24, 2006 through December 31, 2006 was 8.86%.

The senior secured credit facilities include certain customary representations and warranties, affirmative covenants, and events of default, including payment defaults, breach of representations and warranties, covenant defaults, cross-defaults to certain indebtedness, certain events of bankruptcy, certain events under the Employee Retirement Income Security Act of 1974, material judgments, the invalidity of material provisions of the documentation with respect to the senior secured credit facilities, the failure of collateral under the security documents for the senior secured credit facilities, the failure of the senior secured credit facilities to be senior debt under the subordination provisions of certain of the Company's subordinated debt and a change of control of the Company. If an event of default occurs, the lenders under the senior secured credit facilities will be entitled to take certain actions, including the acceleration of all amounts due under the senior secured credit facilities and all actions permitted to be taken by a secured creditor.

The Company may request additional tranches of term loans or increases to the revolving credit facility in an aggregate amount not to exceed $500.0 million plus the aggregate amount of principal payments previously made in respect of the term loan facility. Availability of such additional tranches of term loans or increases to the revolving credit facility are subject to the absence of any default pro forma compliance with financial covenants and, among other things, the receipt of commitments by existing or additional financial institutions.

Senior Notes

The senior notes consist of $650.0 million aggregate principal amount of 9.5% senior notes due 2014. Interest is payable semiannually. The senior notes contain covenants limiting, among other things, the Company's ability and the ability of the Company's restricted subsidiaries to: incur additional debt or issue certain preferred shares; pay dividends on or make distributions in respect of the Company's capital stock or make other restricted payments; make certain investments; sell certain assets; create liens on certain assets to secure debt; consolidate, merge, sell, or otherwise dispose of all or substantially all of the Company's assets; enter into certain transactions with the Company's affiliates; and designate the Company's subsidiaries as unrestricted subsidiaries.

At any time prior to October 15, 2010, the Company may redeem all or a part of the senior notes, at a redemption price equal to 100% of the principal amount of senior notes redeemed plus the applicable premium and accrued and unpaid interest and all additional interest then owing pursuant to the applicable registration rights agreement, if any, to the date of redemption, subject to the rights of holders of senior notes on the relevant record date to receive interest due on the relevant interest payment date.

On and after October 15, 2010, the Company may redeem the senior notes, in whole or in part, at the redemption prices (expressed as percentages of principal amount of the senior notes to be redeemed) set forth below, plus accrued and unpaid interest thereon to the applicable date of redemption, subject to the right of holders of senior notes of record on the relevant record date to receive interest due on the relevant interest payment date, if redeemed during the twelve-month period beginning on October 15 of each of the years indicated below:

Year	Percentage
2010	104.750
2011	102.375
2012 and thereafter	100.000

In addition, until October 15, 2009, the Company may, at its option, on one or more occasions redeem up to 35% of the aggregate principal amount of senior notes issued by it at a redemption price equal to 109.50% of the aggregate principal amount thereof, plus accrued and unpaid interest thereon to the applicable date of redemption, subject to the right of holders of senior notes of record on the relevant record date to receive interest due on the

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relevant interest payment date, with the net cash proceeds of one or more equity offerings; *provided* that at least 65% of the sum of the aggregate principal amount of senior notes originally issued under the senior indenture issued under the senior indenture after the issue date remains outstanding immediately after the occurrence of each such redemption; provided further that each such redemption occurs within 90 days of the date of closing of each such equity offering.

Senior Subordinated Notes

The senior subordinated notes consist of $450.0 million aggregate principal amount of 11% senior subordinated notes due 2016. Interest is payable semiannually. The senior subordinated indenture contains covenants limiting, among other things, the Company's ability and the ability of the Company's restricted subsidiaries to: incur additional debt or issue certain preferred shares; pay dividends on or make distributions in respect of the Company's capital stock or make other restricted payments; make certain investments; sell certain assets; create liens on certain assets to secure debt; consolidate, merge, sell, or otherwise dispose of all or substantially all of the Company's assets; enter into certain transactions with the Company's affiliates; and designate the Company's subsidiaries as unrestricted subsidiaries.

At any time prior to October 15, 2011, the Company may redeem all or a part of the senior subordinated notes at a redemption price equal to 100% of the principal amount of senior subordinated notes redeemed plus the applicable premium and accrued and unpaid interest to the date of redemption, subject to the rights of holders of senior subordinated notes on the relevant record date to receive interest due on the relevant interest payment date. On and after October 15, 2011, the Company may redeem the senior subordinated notes in whole or in part, at the redemption prices (expressed as percentages of principal amount of the senior subordinated notes to be redeemed) set forth below, plus accrued and unpaid interest thereon to the applicable date of redemption, subject to the right of holders of senior subordinated notes of record on the relevant record date to receive interest due on the relevant interest payment date, if redeemed during the twelve-month period beginning on October 15 of each of the years indicated below:

Year	Percentage
2011	105.500
2012	103.667
2013	101.833
2014 and thereafter	100.000

In addition, until October 15, 2009, the Company may, at its option, on one or more occasions redeem up to 35% of the aggregate principal amount of senior subordinated notes issued by it at a redemption price equal to 111% of the aggregate principal amount thereof, plus accrued and unpaid interest thereon to the applicable date of redemption, subject to the right of holders of senior subordinated notes of record on the relevant record date to receive interest due on the relevant interest payment date, with the net cash proceeds of one or more equity offerings (as defined in the senior subordinated indenture); provided that at least 65% of the sum of the aggregate principal amount of senior subordinated notes originally issued under the senior subordinated indenture issued under the senior subordinated indenture after the issue date remains outstanding immediately after the occurrence of each such redemption; provided further that each such redemption occurs within 90 days of the date of closing of each such equity offering.

Registration Rights

On October 24, 2006, the Company entered into registration rights agreements with respect to the senior notes and the senior subordinated notes. Pursuant to the registration rights agreements, the Company has agreed that it will use its reasonable best efforts to register with the Securities and Exchange Commission notes having

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substantially identical terms as the senior notes and notes having substantially identical terms as the senior subordinated notes as part of offers to exchange freely tradable exchange notes for each series of notes (each, an "Exchange Offer"). The Company is required to use its reasonable best efforts to cause each Exchange Offer to be completed or, if required, to have one or more shelf registration statements declared effective, within 315 days after the issue date of each of the senior notes and the senior subordinated notes. If the Company fails to meet this target the annual interest rate on the applicable series of notes will increase by 0.25%. The annual interest rate on the applicable series of notes will increase by an additional 0.25% for each subsequent 90 day period during which the registration default continues, up to a maximum additional interest rate of 0.5% per year over the applicable interest rate described above. If the registration default is corrected, the applicable interest rate on the applicable series of notes will revert to the original level.

Interest Rate Protection

In October 2006 we entered into a three-year interest rate swap to hedge the cash flows from our variable rate debt, which effectively converted the hedged portion to fixed rate debt. The initial and ongoing assessments of hedge effectiveness as well as the periodic measurements of hedge ineffectiveness are performed using the change in variable cash flows method. These agreements hedge notional amounts of $800.0 million, $680.0 million and $600.0 million for the year ending October 23, 2007, 2008 and 2009, respectively, of our $2.1 billion senior secured term loan facility. In accordance with SFAS 133, *Accounting for Derivative Instruments and Hedging Activities*, these cash flow hedges are recorded at fair value with a corresponding entry, net of taxes, recorded in other comprehensive income until earnings are affected by the hedged item. At December 31, 2006, our gross fair value asset position was approximately $0.5 million. We experienced no ineffectiveness during 2006.

The following chart summarizes interest rate hedge transactions effective during 2006 (dollars in thousands):

Accounting Method	Effective Dates	Nominal Amount	Fixed Interest Rate	Status
Change in variable cash flow	10/24/06-10/24/07	$800,000	5.0% — 5.005%	Outstanding
Change in variable cash flow	10/24/07-10/24/08	$680,000	5.0% — 5.005%	Outstanding
Change in variable cash flow	10/24/08-10/24/09	$600,000	5.0% — 5.005%	Outstanding

Bank Revolving Credit Facility

At December 31, 2005, we maintained a bank revolving credit facility of $400,000 which was to mature November 15, 2009. The facility bore interest at a variable rate over a selected LIBOR based on our leverage. At December 31, 2005, $220.0 million was outstanding on the revolving credit facility. The highest balance outstanding on the credit facility during 2005 was $365.0 million. The average daily outstanding balance of the revolving credit facility during 2005 was $257.9 million. The effective annual interest rate, inclusive of debt amortization costs, on the revolving credit facility for the year ended December 31, 2005 was 4.53%. The commitment fee on the unused revolving credit facility at December 31, 2005 was 0.175%.

We amended and restated our bank revolving credit facility on March 30, 2006. The Amended and Restated Credit Agreement included the following features: increased the revolving credit available from $400 million to $800 million; included an uncommitted add-on facility allowing an additional increase in the revolving credit available from $800 million to $1.2 billion; increased the letter of credit commitment amount from $20 million to $50 million; increased the swingline loan commitment amount from $10 million to $25 million; reduced the required Consolidated Leverage Ratio from "2.5 to 1.0" to "3.0 to 1.0"; reduced the minimum commitment fee from 15 basis points to 8 basis points; reduced the maximum commitment fee from 25 basis points to 17.5 basis points; reduced the maximum interest rate over the alternative base rate from 25 basis points to 0 basis points; reduced the minimum interest rate over LIBOR from 75 basis points to 40 basis points; and reduced the maximum interest rate over LIBOR from 125 basis points to 87.5 basis points. The average daily outstanding balance of the revolving

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credit facility from January 1, 2006 through October 23, 2006 was $540.3 million. The effective annual interest rate, inclusive of debt amortization costs, on the revolving credit facility from January 1, 2006 through October 23, 2006 was 6.05%. The commitment fee on the unused revolving credit facility at October 23, 2006 was 0.15%. At October 24, 2006, the outstanding balance, including accrued interest, due under the bank revolving credit facility of approximately $663.3 million, was paid in full in connection with the consummation of the recapitalization. We also charged to interest expense $3.9 million of unamortized debt issuance costs related to the paid off bank revolving credit facility.

11. Income Taxes

Components of income tax expense, in thousands, were as follows:

	Year Ended December 31,		
	2006	2005	2004
Current income tax expense:			
Federal	$44,865	$77,977	$51,486
State	2,992	5,198	2,819
Foreign	8,348	7,206	5,280
	56,205	90,381	59,585
Deferred income tax expense (benefit):			
Federal	8,876	(2,424)	5,895
State	424	(221)	282
	9,300	(2,645)	6,177
	$65,505	$87,736	$65,762

A reconciliation of income tax expense computed at statutory tax rates compared to effective income tax rates was as follows:

	Year Ended December 31,		
	2006	2005	2004
Statutory rate	35.0%	35.0%	35.0%
Non-deductible recapitalization expenses	10.9%	0.0%	0.0%
Non-deductible losses in a majority owned subsidiary which is not consolidated for tax purposes	1.9%	0.1%	0.0%
State income tax effect	1.5%	1.4%	1.0%
Tax credits	(1.1)%	(0.3)%	(0.3)%
Other	0.6%	0.7%	1.1%
	48.8%	36.9%	36.8%

The 2006 effective income tax rate was impacted by approximately $40.0 million of recapitalization transaction costs which we estimate to be non-deductible for income tax purposes.

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Significant temporary differences between reported financial and taxable earnings that give rise to deferred tax assets and liabilities, in thousands, were as follows:

	2006	2005
Allowance for doubtful accounts	$ 3,144	$ 3,784
Benefit plans	3,573	2,674
Accrued expenses	4,943	2,048
Tax credits	9,628	—
Net operating loss carryforwards	39,502	917
Valuation allowance	(1,253)	(917)
Other	360	—
Total deferred tax assets	59,897	8,506
Deferred tax liabilities:		
Depreciation and amortization	$61,302	$35,846
Purchased portfolios — cost recovery	7,884	6,995
Prepaid expenses	3,213	2,432
International earnings	1,037	1,776
Foreign currency translation	145	(738)
Total deferred tax liabilities	$73,581	$46,311
Net deferred tax liability	$13,684	$37,805
Deferred tax assets / liabilities included in the balance sheet are:		
Other current assets	$ 4,636	$ 2,368
Long-term deferred income taxes	18,320	40,173
Net deferred income taxes	$13,684	$37,805

At December 31, 2006, the Company had federal and foreign net operating loss ("NOL") carryforwards in the amount of $115.1 million. In connection with the Raindance acquisition, the Company assumed a NOL of approximately $115.1 million which will begin to expire in 2019. The use of these NOL carryforwards is subject to limitations under Internal Revenue Code Section 382. As a result of these statutory limitations, the Company believes that $104.3 million for those NOL's that will be utilized to offset future taxable income. The Company also has state NOL carryforwards of approximately $115.1 million which begin to expire in 2019, of which $115.1 million was acquired in the Raindance acquisition.

In 2006, 2005, and 2004, income tax benefits attributable to employee stock option transactions of $50.8 million, $8.4 million and $6.2 million, respectively were allocated to shareholders' equity.

In preparing our tax returns, we are required to interpret complex tax laws and regulations. On an ongoing basis, we are subject to examinations by federal and state tax authorities that may give rise to different interpretations of these complex laws and regulations. Due to the nature of the examination process, it generally takes years before these examinations are completed and matters are resolved. At year-end, we believe the aggregate amount of any additional tax liabilities that may result from these examinations, if any, will not have a material adverse effect on our financial condition, results of operations or cash flows.

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12. Off-Balance Sheet Arrangements

During September 2006, the Sallie Mae purchased paper financing facility was terminated which resulted in dissolution of a non-consolidated qualified special purpose entity ("QSPE") established in December 2003 solely to hold defaulted accounts receivable portfolios and related funding debt secured through the Sallie Mae facility. The portfolios of the QSPE were purchased by a consolidated WAM subsidiary with funding pursuant to the Cargill agreement. Termination of the agreement removed all remaining Sallie Mae related funding commitments and profit sharing requirements.

During September 2006, we purchased for approximately $30.5 million the building previously leased by us under a synthetic lease, dated May 9, 2003, between Wachovia Development Corporation and West Facilities Corporation.

At December 31, 2006 we do not participate in any off-balance sheet arrangements.

13. Employee Benefits and Incentive Plans

Qualified Retirement Plan

We have a multiple employer 401(k) plan, which covers substantially all employees twenty-one years of age or older who will also complete a minimum of 1,000 hours of service in each calendar year. Under the plan, we match 50% of employees' contributions up to 14% of their gross salary or the statutory limit which ever is less if the employee satisfies the 1,000 hours of service requirement during the calendar year. Our matching contributions vest 25% per year beginning after the second service anniversary date. The matching contributions are 100% vested after the employee has attained five years of service. Total employer contributions under the plan were approximately $5.4 million, $3.2 million and $2.5 million for the years ended December 31, 2006, 2005 and 2004, respectively.

Non-Qualified Retirement Plans

We maintain a grantor trust under the West Corporation Executive Retirement Savings Plan ("Trust"). The principal of the Trust, and any earnings thereon shall be held separate and apart from our other funds and shall be used exclusively for the uses and purposes of plan participants and general creditors. Participation in the Trust is voluntary and is restricted to highly compensated individuals as defined by the Internal Revenue Service. We will match 50% of employee contributions, limited to the same maximums and vesting terms as those of the 401(k) plan. Our total contributions under the plan were approximately $1.5 million, $0.9 million and $0.6 million for the years ended December 31, 2006, 2005 and 2004, respectively. Assets under the Trust at December 31, 2006 and 2005 were $11.9 million and $8.5 million, respectively.

Effective January 2003, we established our Nonqualified Deferred Compensation Plan (the "Deferred Compensation Plan"). Pursuant to the terms of the Deferred Compensation Plan, eligible management, non-employee directors or highly compensated employees may elect to defer a portion of their compensation and have such deferred compensation notionally invested in the same investments made available to participants of the 401(k) plan or in notional Equity Strips. We match a percentage (50% in years 2006-2004) of any amounts notionally invested in Equity Strips, where matched amounts are subject to 20% vesting each year. All matching contributions are 100% vested five years after the employee has initiated participation in the matching feature of the Deferred Compensation Plan. Amounts deferred under the Deferred Compensation Plan and any earnings credited thereunder shall be held separate and apart from our other funds and shall be used exclusively for the uses and purposes of plan participants and general creditors. Our total contributions under the plan were approximately $2.0 million, $1.0 million and $0.7 million for the years ended December 31, 2006, 2005 and 2004, respectively. Assets under the Deferred Compensation Plan at December 31, 2006 and 2005 were $21.1 million and $12.7 million, respectively.

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Employee Stock Purchase Plan

We maintained an Employee Stock Purchase Plan (the "Stock Purchase Plan"). The Stock Purchase Plan provides employees an opportunity to purchase Common Shares through annual offerings. Each employee participating in any offering is granted an option to purchase as many full Common Shares as the participating employee may elect so long as the purchase price for such Common Shares does not exceed 10% of the compensation received by such employee from us during the annual offering period or 1,000 Common Shares. The purchase price is to be paid through payroll deductions. The purchase price for each Common Share is equal to 100% of the fair market value of the Common Share on the date of the grant, determined by the average of the high and low NASDAQ National Market quoted market price ($38.045 at July 1, 2005). On the last day of the offering period, the option to purchase Common Shares becomes exercisable. If at the end of the offering, the fair market value of the Common Shares is less than 100% of the fair market value at the date of grant, then the options will not be deemed exercised and the payroll deductions made with respect to the options will be applied to the next offering unless the employee elects to have the payroll deductions withdrawn from the Stock Purchase Plan. Subsequent to June 30, 2006 this plan was suspended.

1996 & 2006 Stock Incentive Plans

Effective January 1, 2006, we adopted the fair value recognition provisions of SFAS 123R, using the modified-prospective-transition method. Under that transition method, compensation cost recognized in 2006 and beyond includes: (a) compensation cost for all share-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the provisions of SFAS 123, and (b) compensation cost for all stock-based payments granted subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123R. Results for prior periods have not been restated and there is no cumulative effect upon adoption of SFAS 123R.

During our annual stockholders meeting on May 11, 2006, the proposal to establish the 2006 Stock Incentive Plan (the "Plan") was approved. The Plan replaced the Amended and Restated West Corporation 1996 Stock Incentive Plan, which was scheduled to expire on December 31, 2009. In October 2006, in connection with the recapitalization of West Corporation we terminated the Plan. The Plan authorized the granting to our employees, consultants, directors and non-employee directors of options to purchase shares of our common stock ("Common Shares"), as well as other incentive awards based on the Common Shares. As of its effective date, awards covering a maximum of 5,000,000 Common Shares could have been granted under the Plan. The expiration date of the Plan, after which no awards could have been granted was April 1, 2016. However, the administration of the Plan generally continues in effect until all matters relating to the payment of options previously granted have been settled. Options granted under this Plan had a ten-year contractual term. Options vested and became exercisable within such period (not to exceed ten years) as determined by the Compensation Committee; however, options granted to outside directors generally vested over three years.

Immediately following the recapitalization, each stock option issued and outstanding under our 1996 Stock Incentive Plan and 2006 Stock Incentive Plan, whether or not then vested, was canceled and converted into the right to receive payment from us (subject to any applicable withholding taxes) equal to the product of the excess of $48.75 less the respective stock option exercise price multiplied by the number of options held. Also immediately following the recapitalization, the unvested restricted shares were vested and canceled and the holders of those securities received $48.75 per share, less applicable withholding taxes. All options had grant date exercise prices less than $48.75. Certain members of our executive officers agreed to convert ("rollover") existing vested options in exchange for new options. We recorded an expense of approximately $13.6 million in relation to the acceleration of vesting of these options.

Prior to the accelerated vesting as a result of the recapitalization, we recognized the cost of all share-based awards on a straight-line basis over the vesting period of the award net of estimated forfeitures. Prior to the adoption

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of SFAS 123R, we presented all tax benefits of deductions resulting from the exercise of stock options as operating cash flows in the Statement of Cash Flows. Beginning on January 1, 2006 we changed our cash flow presentation in accordance with SFAS 123R which requires the cash flows from the tax benefits resulting from tax deductions in excess of the compensation cost recognized for those options (excess tax benefits) to be classified as financing cash flows in the Statement of Cash Flows. The excess tax benefits for 2006 were approximately $50.8 million.

The following table presents the activity of the stock options for the fiscal years ended December 31, 2004 and 2005 and the partial year 2006 up to termination date of the plan on October 24, 2006:

	Stock Option Shares	Weighted Average Exercise Price
Outstanding at January 1, 2004	6,228,982	$ 16.32
Granted	1,764,001	25.68
Canceled	(135,141)	22.76
Exercised	(1,085,984)	13.42
Outstanding at December 31, 2004	6,771,858	19.10
Granted	873,789	35.33
Canceled	(217,159)	26.77
Exercised	(1,157,323)	18.87
Outstanding at December 31, 2005	6,271,165	21.22
Granted	823,250	45.48
Canceled	(138,119)	37.38
Exercised	(978,376)	17.95
Options outstanding at the termination of the plan, at October 24, 2006	5,977,920	$ 24.72

The following table summarizes information about our employee stock options outstanding prior to the plan's termination:

Range of Exercise Prices	Stock Option Shares Outstanding	Weighted Average Remaining Contractual Life in Years	Weighted Average Exercise Price	Stock Option Shares Exercisable	Weighted Average Exercise Price
$8.00 - $13.6215	1,224,152	2.2	$ 9.69	1,224,152	$ 9.69
$13.6216 - $18.162	395,893	6.2	$ 16.14	180,743	$ 15.89
$18.1621 - $22.7025	798,250	6.4	$ 18.83	573,461	$ 18.86
$22.7026 - $27.243	1,624,029	7.1	$ 25.14	744,910	$ 25.39
$27.2431 - $31.7835	433,801	7.4	$ 29.49	128,959	$ 29.51
$31.7836 - $36.324	418,295	8.3	$ 33.62	85,795	$ 33.61
$36.3241 - $40.8645	329,500	8.9	$ 37.72	41,188	$ 38.05
$40.8646 - $48.435	754,000	9.6	$ 46.65	—	$ 0.00
$8.00 - $48.435	5,977,920	6.4	$ 24.03	2,979,208	$ 17.70

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We have estimated the fair value of option awards on the grant date using a Black-Scholes option pricing model that uses the assumptions noted in the following table. Expected volatilities are based on the historical volatility of trading prices for our Common Shares. The expected life of options granted is derived from historical exercise behavior. The risk-free rate for periods within the expected life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

	2006	2005	2004
Risk-free interest rate	4.7%	3.7%	2.5%
Dividend yield	0.0%	0.0%	0.0%
Expected volatility	14.3%	24.9%	32.5%
Expected life (years)	2.2	3.7	4.7

The weighted average fair value per share of options granted in 2006, 2005 and 2004 was $11.28, $8.76 and $8.32, respectively. The total intrinsic value of options exercised during 2006, 2005 and 2004 was $26.1 million, $23.0 million and $14.6 million, respectively.

The following table details what the effects on net income would have been had compensation expense for stock-based awards been recorded in 2005 and 2004 based on the fair value method under SFAS 123R.

	Year Ended December 31,	
	2005	2004
Net Income (in thousands):		
As reported	$150,349	$113,171
Add: Stock-based compensation included in reported net income, net of tax	339	304
Deduct: Total stock based compensation expense determined under the fair value method under SFAS 123R, net of related tax benefits	(10,672)	(11,872)
Pro forma	$140,016	$101,603

2006 Executive Incentive Plan

In October 2006, the new board of directors approved the 2006 Executive Incentive Plan ("EIP"). The EIP was established to advance the interests of the Company and its affiliates by providing for the grant to participants of stock-based and other incentive awards. Awards under the EIP are intended to align the incentives of the Company's executives and investors and to improve the performance of the Company. The administrator will select participants from among those key employees and directors of, and consultants and advisors to, the Company or its affiliates who, in the opinion of the administrator, are in a position to make a significant contribution to the success of the Company and its affiliates. In addition, a maximum of 359,986 Equity Strips (each comprised of eight (8) shares of Class A Common and one (1) share of Class L Common), in each case pursuant to rollover options issued in connection with the recapitalization, are authorized to be delivered in satisfaction of rollover option awards under the Plan. In addition, an aggregate maximum of 11,276,291 shares of Class A Common may be delivered in satisfaction of other Awards under the Plan.

In general, stock options granted under the EIP become exercisable over a period of five years, with 20% of the stock option becoming exercisable at the end of each year. Once an option has vested, it generally remains exercisable until the tenth anniversary of the date of grant. In the case of a normal termination, the awards will remain exercisable for the shorter of (i) the one-year period ending with the first anniversary of the participant's normal termination or (ii) the period ending on the latest date on which such award could have been exercised.

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Stock option activity under the 2006 EIP for the year ended December 31, 2006 is set forth below:

	Options Available for Grant	Options Outstanding: Number of Shares	Options Outstanding: Weighted Average Exercise Price
Balance at January 1, 2006	—	—	$ —
2006 Executive Incentive Plan options approved	3,075,347	—	—
Granted December 1, 2006	(2,555,000)	2,555,000	1.64
Balance at December 31, 2006	520,347	2,555,000	$ 1.64
Executive Management Rollover Options:			
Balance at January 1, 2006	—	—	$ —
Class A and L equity strip options available for roll over	3,239,738	—	—
Class A and L equity strip options granted	(3,239,721)	3,239,721	33.47
Balance at December 31, 2006	17	3,239,721	$ 33.47

An Equity Strip is comprised of eight options of Class A stock and one option of Class L Stock. The rollover options are fully vested and none were exercised or canceled during 2006.

None of the EIP options were exercised, vested or canceled during the year. At December 31, 2006, we expect that 2,197,300 of these options will vest. There is no aggregated intrinsic value of options expected to vest at year end.

The following table summarizes the information on the options granted under the EIP in 2006:

Exercise Price	Outstanding: Number of Options	Outstanding: Average Remaining Contractual Life (years)	Outstanding: Weighted Average Exercise Price	Exercisable: Number of Options	Exercisable: Weighted Average Exercise Price
$1.64	2,555,000	9.83	$1.64	—	$1.64

The following table summarizes the information on the Class A and L equity strip options granted under the EIP in 2006:

Range of Exercise Prices	Outstanding: Number of Options	Outstanding: Average Remaining Contractual Life (years)	Outstanding: Weighted Average Exercise Price	Exercisable: Number of Options	Exercisable: Weighted Average Exercise Price
$33.00	2,877,309	5.9	$ 33.00	2,877,309	$ 33.00
$34.01	79,380	6.0	$ 34.01	79,380	$ 34.01
$38.15	283,032	5.9	$ 38.15	283,032	$ 38.15
$33.00 - $38.15	3,239,721	5.9	$ 33.47	3,239,721	$ 33.47

The aggregate intrinsic value of these options at December 31, 2006 was approximately $24.0 million.

We account for the stock option grants under the 2006 EIP in accordance with SFAS 123R. Approximately $42,000 was recorded as share-based compensation for the year ended December 31, 2006 for the 2006 EIP option grants. The fair value of options granted under the 2006 EIP was $1.15 per option. We have estimated the fair value of 2006 EIP option awards on the grant date using a Black-Scholes option pricing model that uses the assumptions noted in the following table. Expected volatility was implied using the average four year historical stock price

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volatility for six companies that were used in applying the market approach to value the Company for the recapitalization. The expected life of four years for the options granted was derived based on management's view of the likelihood of a change-of-control event occurring in that time frame. The risk-free rate for periods within the expected life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

	2006
Risk-free interest rate	4.65%
Dividend yield	0.0%
Expected volatility	98.0%
Expected life (years)	4.0

At December 31, 2006 there was approximately $2.5 million of unrecorded and unrecognized compensation cost related to unvested share based compensation under the 2006 EIP. No share-based compensation was recorded for the management rollover options as these options were fully vested prior to the recapitalization which triggered the rollover event.

Pre-recapitalization Restricted Stock

Unearned restricted stock grants totaled 47,851 and 79,389 shares prior to the recapitalization on October 24, 2006, and December 31, 2005, respectively. Prior to the adoption of SFAS 123R, we presented unearned restricted stock grants in the stockholders' equity section of the balance sheet. Beginning on January 1, 2006 we changed our balance sheet presentation in accordance with SFAS 123R which requires unearned restricted stock grants to be included in additional paid-in capital. As a result of the consummation of a recapitalization of the Company we recorded an expense of approximately $0.5 million in relation to the acceleration of vesting of the restricted stock. Compensation expense for restricted stock recognized for the years ended 2006, 2005 and 2004 were approximately $0.8 million, $0.5 million and $0.5 million, respectively.

Post recapitalization Restricted Stock

Grants of restricted stock under the EIP are in three tranches; 33.33% of the shares in Tranche 1, 22.22% of the shares in Tranche 2 and 44.45% of the shares in Tranche 3. Vesting of restricted stock acquired under the Plan vest during the grantee's employment by the Company or its subsidiaries in accordance with the provisions of the EIP, as follows:

The Tranche 1 shares will vest over a period of five years, with 20% of the stock option becoming exercisable at the end of each year. Notwithstanding the above, 100% of a grantee's outstanding and unvested Tranche 1 shares shall vest immediately upon a change of control.

The vesting schedule for Tranche 2 and Tranche 3 shares is subject to the total return of the Investors and the Investor internal rate of return ("IRR") as of an exit event, subject to the following terms and conditions:
Tranche 2 shares shall become 100% vested upon an exit event if, after giving effect to any vesting of the Tranche 2 shares on a exit event, Investors' total return is greater than 200% and the Investor IRR exceeds 15%.
Tranche 3 shares will be eligible to vest upon an exit event if, after giving effect to any vesting of the Tranche 2 shares and/or Tranche 3 shares on an exit event, Investors' total return is more than 200% and the Investor IRR exceeds 15%, with the amount of Tranche 3 shares vesting upon the exit event varying with the amount by which the Investors' total return exceeds 200%, as follows: 100%, if, after giving effect to any vesting of the Tranche 2 shares and/or the Tranche 3 shares on an exit event, the Total Return is equal to or greater than 300%; 0%, if, after giving effect to any vesting of the Tranche 2 shares and/or the Tranche 3 shares on an exit event, the total return is 200% or less; and if, after giving effect to any vesting of the Tranche 2 shares and/or the Tranche 3 shares on an exit event, the total return is greater than 200% and less than 300%, then the Tranche 3 shares shall vest by a percentage between 0% and 100% determined on a straight line basis.

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Performance conditions that affect vesting are not reflected in estimating the fair value of an award at the grant date as those conditions are restrictions that stem from the forfeitability of instruments to which employees have not yet earned the right. Paragraph A64 of FAS 123R requires that if the vesting of an award is based on satisfying both a service and performance condition, the company must initially determine which outcomes are probable of achievement and recognize the compensation cost over the longer of the explicit or implicit service period. Since an exit event is currently not considered probable nor is meeting the performance objectives, no compensation costs will be recognized on Tranches 2 or 3 until those events become probable. The unrecognized compensation costs of Tranches 2 and 3 in the aggregate total $7.4 million.

Restricted Stock activity under the 2006 EIP for the year ended December 31, 2006 is set forth below:

	Restricted Stock Available for Grant	Restricted Stock Outstanding	
		Number of Shares	Fair Value
Balance at January 1, 2006	—	—	—
2006 Executive Incentive Plan shares approved	8,200,925	—	—
Restricted Stock granted December 1, 2006	(7,720,000)	7,720,000	$ 1.43
Balance at December 31, 2006	480,925	7,720,000	$ 1.43

The following table summarizes the information on the restricted stock granted under the EIP in 2006:

Outstanding			
Fair Value	Number of Shares	Average Remaining Contractual Life (years)	Weighted Average Grant Date Fair Value Price
$1.43	7,720,000	9.83	$1.43

We account for the restricted stock in accordance with SFAS 123R. Approximately $0.1 million was recorded as share-based compensation for the year ended December 31, 2006 for the 2006 EIP restricted stock grants. The fair value of the restricted stock granted under the 2006 EIP was $1.43. We have estimated the fair value of 2006 EIP restricted stock grants on the grant date using a Black-Scholes option pricing model that uses the same assumptions noted above for the 2006 EIP option awards. A 13% discount was applied to the fair value determined using the Black-Scholes pricing model. This discount was determined through reference to the trading multiples of public guideline companies to recognize the lack of marketability and liquidity in our common stock.

At December 31, 2006 there was approximately $3.6 million of unrecorded and unrecognized compensation cost related to Tranche 1 unvested restricted stock under the 2006 EIP.

The components of stock-based compensation expense in thousands are presented below:

	Year Ended December 31,		
	2006	2005	2004
Stock options	$10,757	$ —	$ —
Restricted stock	291	538	483
Employee stock purchase plan	47	—	—
Recapitalization affect on options and restricted stock	17,643	—	—
	$28,738	$538	$483

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The net income effect of stock-based compensation expense for 2006, 2005 and 2004 was approximately $18.2 million, $0.3 million and $0.3 million, respectively.

14. Commitments and Contingencies

From time to time, we are subject to lawsuits and claims which arise out of our operations in the normal course of our business. West Corporation and certain of our subsidiaries are defendants in various litigation matters in the ordinary course of business, some of which involve claims for damages that are substantial in amount. We believe, except for the items discussed below for which we are currently unable to predict the outcome, the disposition of claims currently pending will not have a material adverse effect on our financial position, results of operations or cash flows.

Sanford v. West Corporation et al., No. GIC 805541, was filed February 13, 2003 in the San Diego County, California Superior Court. The original complaint alleged violations of the California Consumer Legal Remedies Act, Cal. Civ. Code §§ 1750 et seq., unlawful, fraudulent and unfair business practices in violation of Cal. Bus. & Prof. Code §§ 17200 et seq., untrue or misleading advertising in violation of Cal. Bus. & Prof. Code §§ 17500 et seq., and common law claims for conversion, unjust enrichment, fraud and deceit, and negligent misrepresentation, and sought monetary damages, including punitive damages, as well as restitution, injunctive relief and attorneys fees and costs. The complaint was brought on behalf of a purported class of persons in California who were sent a Memberworks, Inc. ("MWI") membership kit in the mail, were charged for an MWI membership program, and were allegedly either customers of what the complaint contended was a joint venture between MWI and West Corporation or West Telemarketing Corporation ("WTC") or wholesale customers of West Corporation or WTC. WTC and West Corporation filed a demurrer in the trial court on July 7, 2004. The court sustained the demurrer as to all causes of action in plaintiff's complaint, with leave to amend. WTC and West Corporation received an amended complaint and filed a renewed demurrer. On January 24, 2005, the Court entered an order sustaining West Corporation and WTC's demurrer with respect to five of the seven causes of action. On February 14, 2005, WTC and West Corporation filed a motion for judgment on the pleadings seeking a judgment as to the remaining claims. On April 26, 2005 the Court granted the motion without leave to amend. The Court also denied a motion to intervene filed on behalf of Lisa Blankenship and Vicky Berryman. The Court entered judgment in West Corporation's and WTC's favor on May 5, 2005. The plaintiff and proposed intervenors appealed the judgment and the order denying intervention. On June 30, 2006, the Fourth Appellate District Court of Appeals affirmed the entry of judgment against the original plaintiff, Patricia Sanford, but reversed the denial of the motion to intervene and remanded the case for the trial court to determine whether Berryman and Blankenship should be added as plaintiffs through intervention or amendment of the complaint.

On December 1, 2006, the trial court permitted Berryman and Blankenship to join the action pursuant to a second amended complaint which contained the same claims as Sanford's original complaint. West Corporation and WTC filed a demurrer to the second amended complaint. The Court overruled that the demurrer, with one exception, on December 4, 2006. On February 16, 2007, after receiving briefing and hearing argument on class certification, the trial court certified a class consisting of "All persons in California, who, after calling defendants West Corporation and West Telemarketing Corporation (collectively "West" or "defendants") to inquire about or purchase another product between September 1, 1998 through July 2, 2001, were; (a) sent a membership kit in the mail; (b) charged for a MemberWorks, Inc. ("MWI") membership program; and (c) customers of a joint venture between MWI and West or were wholesale customers of West (the "Class"). Not included in the Class are defendants and their officers, directors, employees, agents and/or affiliates." West and WTC intend to seek appellate review of this decision. Discovery in the case is ongoing. The trial court has indicated that it will schedule a trial in or around February 2008.

Patricia Sanford, the original plaintiff in the litigation described above, had previously filed a complaint on March 28, 2002 in the United States District Court for the Southern District of California, No. 02-cv-0601-H,

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against WTC and West Corporation and MWI alleging, among other things, claims under 39 U.S.C. § 3009. The federal court dismissed the federal claims against WTC and West Corporation and declined to exercise supplemental jurisdiction over the remaining state law claims. Plaintiff proceeded to arbitrate her claims with MWI and refiled her claims as to WTC and West Corporation in the Superior Court of San Diego County, California as described above. Plaintiff has contended that the order of dismissal in federal court was not a final order and that the federal case is still pending against West Corporation and WTC. The District Court on December 30, 2004 confirmed the arbitration award in the arbitration between plaintiff and MWI. Plaintiff filed a Notice of Appeal on January 28, 2005. Preston Smith and Rita Smith, whose motion to intervene was denied by the District Court, have also sought to appeal. WTC and West Corporation moved to dismiss the appeal and joined in a motion to dismiss the appeal filed by MWI. The motions to dismiss have been referred to the merits panel, and the case has been fully briefed in the Ninth Circuit Court of Appeals. On February 9, 2007, the Ninth Circuit heard oral arguments on the appeal. WTC and West Corporation are currently unable to predict the outcome or reasonably estimate the possible loss, if any, or range of losses associated with the claims in the state and federal actions described above.

Brandy L. Ritt, et al. v. Billy Blanks Enterprises, et al. was filed in January 2001 in the Court of Common Pleas in Cuyahoga County, Ohio, against two of our clients. The suit, a purported class action, was amended for the third time in July 2001 and West Corporation was added as a defendant at that time. The suit, which seeks statutory, compensatory, and punitive damages as well as injunctive and other relief, alleges violations of various provisions of Ohio's consumer protection laws, negligent misrepresentation, fraud, breach of contract, unjust enrichment and civil conspiracy in connection with the marketing of certain membership programs offered by our clients. On February 6, 2002, the court denied the plaintiffs' motion for class certification. On July 21, 2003, the Ohio Court of Appeals reversed and remanded the case to the trial court for further proceedings. The plaintiffs filed a Fourth Amended Complaint naming West Telemarketing Corporation as an additional defendant and a renewed motion for class certification. One of the defendants, NCP Marketing Group ("NCP"), filed for bankruptcy and on July 12, 2004 removed the case to federal court. Plaintiffs filed a motion to remand the case back to state court. On August 30, 2005, the U.S. Bankruptcy Court for the District of Nevada remanded the case back to the state court in Cuyahoga County, Ohio. The Bankruptcy Court also approved a settlement between the named plaintiffs and NCP and two other defendants, Shape The Future International LLP and Integrity Global Marketing LLC. West Corporation and West Telemarketing Corporation have filed motions for judgment on the pleadings and a motion for summary judgment. On March 28, 2006, the state court certified a class of Ohio residents. West and WTC have filed a notice of appeal from that decision, and plaintiffs have cross-appealed. West and WTC filed their opening brief on appeal on June 23, 2006. Plaintiffs' filed their opening brief on appeal on August 17, 2006. West and WTC filed their reply brief on September 15, 2006. Plaintiffs' reply brief was filed on September 28, 2006. The appeal was argued on February 26, 2007. On April 20, 2006, the trial court denied West and WTC's motion for judgment on the pleadings. West and WTC's summary judgment motion remains pending. The trial court has stayed all further action in the case pending resolution of the appeal. West Corporation and West Telemarketing Corporation are currently unable to predict the outcome or reasonably estimate the possible loss, if any, or range of losses associated with this claim.

Polygon Litigation. On July 31, 2006, Polygon Global Opportunity Master Fund ("Polygon") commenced an action against West Corporation, captioned Polygon Global Opportunity Master Fund v. West Corporation, in the Court of Chancery of the State of Delaware, New Castle County. The complaint alleged, among other things, that Polygon had complied with the statutory demand requirements of Section 220, and that Polygon's purposes for the inspection sought included: (i) valuing its West Corporation stock, (ii) evaluating whether members of West Corporation's special committee or board breached their fiduciary duties in approving the Agreement and Plan of Merger in connection with our recapitalization dated as of May 31, 2006 between West Corporation and Omaha Acquisition Corp. ("Merger Agreement"), and (iii) communicating with other West Corporation stockholders regarding the vote on the Merger Agreement. The complaint sought an order compelling West to permit the inspection sought and an award of Polygon's costs and expenses. A hearing was held on September 21, 2006. On

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October 12, 2006, the Court of Chancery of the State of Delaware dismissed the complaint and entered judgment in favor of West Corporation. On October 19, 2006, Polygon notified the Company that it was asserting appraisal rights with respect to 3,500,000 shares of the Company's common stock outstanding prior to the recapitalization. On February 9, 2007, Polygon filed a petition for appraisal in the Court of Chancery of the State of Delaware, New Castle County, seeking to have the Court determine the fair value of its shares and a monetary award of the fair value, along with interest and attorney's fees and costs. Included in our accrued expenses at December 31, 2006, is a stock purchase obligation for approximately $170.6 million for this stock purchase obligation. We do not believe that any difference between this accrual and the final settlement will have a material effect on our financial position, results of operations, or cash flows.

15. Business Segments

We operate in three segments: Communication Services, Conferencing Services and Receivables Management. These segments are consistent with our management of the business and operating focus.

The Communication Services segment is composed of dedicated agent, shared agent, automated, business-to-business services and emergency infrastructure systems and services. The Conferencing Services segment is composed of audio, web and video conferencing services. The Receivables Management segment is composed of debt purchasing and collections, contingent/third party collections, government collections, first-party collections and commercial collections. The following results for 2006 and 2005 include InPulse, Intrado, Raindance and Sprint's conferencing related assets from their respective acquisition dates for accounting purposes: October 1, 2006, April 1, 2006, April 1, 2006 and June 3, 2005, respectively.

	For the Year Ended December 31,		
	2006	2005	2004
Revenue:			
Communication Services	$1,020,242	$ 873,975	$ 817,718
Conferencing Services	607,506	438,613	302,469
Receivables Management	234,521	216,191	99,411
Intersegment eliminations	(6,231)	(4,856)	(2,215)
Total	$1,856,038	$1,523,923	$1,217,383
Operating Income:			
Communication Services	$ 89,065	$ 122,076	$ 105,638
Conferencing Services	119,437	105,793	67,264
Receivables Management	28,713	38,808	14,989
Total	$ 237,215	$ 266,677	$ 187,891
Depreciation and Amortization (Included in Operating Income):			
Communication Services	$ 71,056	$ 59,683	$ 64,201
Conferencing Services	57,042	41,480	28,530
Receivables Management	8,882	8,319	5,755
Total	$ 136,980	$ 109,482	$ 98,486

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	For the Year Ended December 31, 2006	2005	2004
Capital Expenditures:			
Communication Services	$ 40,043	$ 43,881	$ 41,871
Conferencing Services	34,090	17,640	13,440
Receivables Management	7,206	8,274	2,396
Corporate	32,556	7,060	2,179
Total	$ 113,895	$ 76,855	$ 59,886

	As of December 31, 2006	As of December 31, 2005	As of December 31, 2004
Assets:			
Communication Services	$ 933,716	$ 360,150	$ 370,527
Conferencing Services	835,399	749,168	549,540
Receivables Management	355,555	301,155	271,977
Corporate	411,186	88,189	79,162
Total	$ 2,535,856	$ 1,498,662	$ 1,271,206

Revenues and assets outside the United States are less than 10% of consolidated revenues and assets.

For 2006, 2005 and 2004, our largest 100 clients represented approximately 61%, 63% and 69% of total revenue, respectively. Late in 2006, AT&T, Cingular, SBC and Bell South were merged. The aggregate revenue as a percentage of our total revenue from these four entities in 2006, 2005 and 2004 were approximately 17%, 19% and 21% respectively. At December 31, 2006 these four entities represented approximately 10% of our gross receivables compared to approximately 14% at December 31, 2005.

16. Concentration of Credit Risk

Our accounts receivable subject us to the potential for credit risk with our customers. At December 31, 2006, three customers accounted for $41.6 million or 14.6% of gross accounts receivable, compared to $34.6 million, or 15.9% of gross receivables at December 31, 2005. We perform ongoing credit evaluations of our customers' financial condition. We maintain an allowance for doubtful accounts for potential credit losses based upon historical trends, specific collection problems, historical write-offs, account aging and other analysis of all accounts and notes receivable. As of February 9, 2007, $32.5 million of the $41.6 million of the December 31, 2006 gross accounts receivable, noted above had been collected.

WEST CORPORATION

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YEAR ENDED DECEMBER 31, 2006, 2005 AND 2004

17. Supplemental Cash Flow Information

The following table summarizes, in thousands, supplemental information about our cash flows for the years ended December 31, 2006, 2005 and 2004:

	Years Ended December 31,		
	2006	2005	2004
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:			
Cash paid during the period for interest	$ 68,775	$13,595	$ 8,680
Cash paid during the period for income taxes, net of $6,801 of refunds in 2006	$ 20,987	$71,836	$48,778
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING ACTIVITIES:			
Future obligation related to acquisitions	$ 5,100	$ 3,400	$ 3,669
Conversion of note payable to an equity interest in a majority owned subsidiary	$ —	$10,291	$ —
SUPPLEMENTAL DISCLOSURE OF NONCASH FINANCING ACTIVITIES:			
Issuance of restricted stock	$ 8	$ —	$ 1,000
Issuance of stock from treasury reserves	$ —	$ 2,697	$ —
Stock purchase obligations	$(170,625)	$ —	$ —
Value of roll over shares from the Founders and management	$ 280,043	$ —	$ —

18. Quarterly Results of Operations (Unaudited)

The following is the summary of the unaudited quarterly results of operations for the two years ended December 31, 2006 and 2005.

	Three Months Ended			
	March 31, 2006	June 30, 2006	September 30, 2006	December 31, 2006(1)
	(Amounts in thousands)			
Revenue	$424,738	$461,678	$ 473,245	$ 496,377
Cost of services	197,291	200,123	206,733	214,375
Gross Profit	227,447	261,555	266,512	282,002
SG&A	156,058	185,052	183,315	275,876
Operating income	71,389	76,503	83,197	6,126
Net income	$ 41,064	$ 37,750	$ 42,921	$ (50,907)

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	Three Months Ended			
	March 31, 2005	June 30, 2005	September 30, 2005	December 31, 2005
	(Amounts in thousands)			
Revenue	$359,557	$369,788	$ 389,814	$ 404,764
Cost of services	165,937	165,297	174,239	181,908
Gross Profit	193,620	204,491	215,575	222,856
SG&A	134,541	138,386	146,911	150,027
Operating income	59,079	66,105	68,664	72,829
Net income	$ 33,540	$ 37,458	$ 37,825	$ 41,526

(1) Net income in the fourth quarter 2006 was affected by recapitalization expenses, accelerated share-based compensation and interest expense associated with the financing of the recapitalization aggregating approximately $140.9 million. Further, approximately $37.2 million of these fourth quarter expenses are estimated to be non-deductible for income tax purposes.

19. Subsequent Events

Subsequent to December 31, 2006, we announced that we had entered into definitive agreements to acquire two privately held companies, TeleVox Software, Inc. and CenterPost Communications in separate transactions. TeleVox and CenterPost are leading firms in the large and rapidly growing notifications market. The total purchase price of these two transactions, before transaction expenses and working capital adjustments, is approximately $161.0 million and is expected to be funded with cash on hand and the Company's existing credit facility. For operating and reporting purposes, both of these acquisitions will be included in our Communication Services segment. The CenterPost transaction closed on February 1, 2007 and the TeleVox transaction is expected to close on March 1, 2007.

Subsequent to December 31, 2006 we refinanced the senior secured term loan facility. The general terms of the refinancing were a re-pricing, an expansion of the facility by $165.0 million and a soft call option. The re-pricing calls for a pricing grid based on our debt rating from 2.75% to 2.125% for LIBOR rate loans, currently priced at 2.375%, and 1.75% to 1.125% for base rate loans, currently priced at 1.375%. After the expansion of the senior secured term loan facility the aggregate facility is $2.265 billion. The soft call option provides for a premium equal to 1.0% of the amount of the repricing payment in the event that prior to the first anniversary of the refinancing we elect another refinancing amendment.

20. Financial Information for Subsidiary Guarantor and Subsidiary Non-Guarantor

In connection with the issuance of the senior notes and senior subordinated notes, West Corporation and our U.S. based wholly owned subsidiaries guaranteed the payment of principal, premium and interest. Presented below is consolidated financial information for West Corporation and our subsidiary guarantors and subsidiary non-guarantors for the periods indicated.

WEST CORPORATION

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SUPPLEMENTAL CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS

		Year Ended December 31, 2006			
	Parent/ Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations and Consolidating Entries	Consolidated
REVENUE	$ —	$1,638,642	$ 276,520	$ (59,124)	$1,856,038
COST OF SERVICES	—	757,916	119,730	(59,124)	818,522
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	185	740,416	59,700	—	800,301
OPERATING INCOME	(185)	140,310	97,090	—	237,215
OTHER INCOME (EXPENSE):					
Interest Income	2,793	2,143	1,145	—	6,081
Interest Expense	(670)	(84,982)	(9,152)	—	(94,804)
Subsidiary Income	29,845	37,336	—	(67,181)	—
Other, net	58,261	(55,294)	(904)	—	2,063
	90,229	(100,797)	(8,911)	(67,181)	(86,660)
INCOME BEFORE INCOME TAX EXPENSE AND MINORITY INTEREST	90,044	39,513	88,179	(67,181)	150,555
INCOME TAX EXPENSE	21,281	10,134	34,090	—	65,505
INCOME BEFORE MINORITY INTEREST	68,763	29,379	54,089	(67,181)	85,050
MINORITY INTEREST IN NET INCOME	—	—	16,287	—	16,287
NET INCOME	$68,763	$ 29,379	$ 37,802	$ (67,181)	$ 68,763

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SUPPLEMENTAL CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS

	Year Ended December 31, 2005				
	Parent/ Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations and Consolidating Entries	Consolidated
REVENUE	$ —	$1,357,123	$ 217,890	$ (51,090)	$1,523,923
COST OF SERVICES	—	644,316	94,155	(51,090)	687,381
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	459	524,984	44,422	—	569,865
OPERATING INCOME	(459)	187,823	79,313	—	266,677
OTHER INCOME (EXPENSE):					
Interest Income	841	181	477	—	1,499
Interest Expense	(708)	(10,129)	(4,521)	—	(15,358)
Subsidiary Income	113,771	34,175	—	(147,946)	—
Other, net	58,056	(58,832)	1,454	—	678
	171,960	(34,605)	(2,590)	(147,946)	(13,181)
INCOME BEFORE INCOME TAX EXPENSE AND MINORITY INTEREST	171,501	153,218	76,723	(147,946)	253,496
INCOME TAX EXPENSE	21,152	39,684	26,900	—	87,736
INCOME BEFORE MINORITY INTEREST	150,349	113,534	49,823	(147,946)	165,760
MINORITY INTEREST IN NET INCOME	—	—	15,411	—	15,411
NET INCOME	$150,349	$ 113,534	$ 34,412	$ (147,946)	$ 150,349

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SUPPLEMENTAL CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS

	Year Ended December 31, 2004				
	Parent/ Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations and Consolidating Entries	Consolidated
REVENUE	$ —	$1,120,088	$ 114,094	$ (16,799)	$1,217,383
COST OF SERVICES	—	512,593	46,185	(16,799)	541,979
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	(117)	454,871	32,759	—	487,513
OPERATING INCOME	117	152,624	35,150	—	187,891
OTHER INCOME (EXPENSE):					
Interest Income	421	474	—	—	895
Interest Expense	(1,896)	(4,987)	(2,498)	—	(9,381)
Subsidiary Income	51,410	20,173	—	(71,583)	—
Other, net	97,862	(95,784)	40	—	2,118
	147,797	(80,124)	(2,458)	(71,583)	(6,368)
INCOME BEFORE INCOME TAX EXPENSE AND MINORITY INTEREST	147,914	72,500	32,692	(71,583)	181,523
INCOME TAX EXPENSE	34,743	21,096	9,923	—	65,762
INCOME BEFORE MINORITY INTEREST	113,171	51,404	22,769	(71,583)	115,761
MINORITY INTEREST IN NET INCOME	—	—	2,590	—	2,590
NET INCOME	$113,171	$ 51,404	$ 20,179	$ (71,583)	$ 113,171

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
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SUPPLEMENTAL CONDENSED BALANCE SHEET

	December 31, 2006				
	Parent/ Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations and Consolidating Entries	Consolidated
	ASSETS				
CURRENT ASSETS:					
Cash and cash equivalents	$ 202,610	$ (13,358)	$ 25,680	$ —	$ 214,932
Trust cash	—	7,104	—		7,104
Accounts receivable, net	—	262,723	22,364		285,087
Intercompany receivables	95,680	—	—	(95,680)	—
Portfolio receivables, current portion	—	—	64,651		64,651
Other current assets	16,875	33,848	3,659		54,382
Total current assets	315,165	290,317	116,354	(95,680)	626,156
Property and equipment, net	66,760	209,657	18,290		294,707
PORTFOLIO RECEIVABLES, NET OF CURRENT PORTION	—		85,006		85,006
INVESTMENT IN SUBSIDIARIES	1,794,851	30,116	—	(1,824,967)	—
GOODWILL	—	1,186,375	—		1,186,375
INTANGIBLES, net	—	194,996	416		195,412
OTHER ASSETS	128,695	18,230	1,275		148,200
TOTAL ASSETS	$ 2,305,471	$ 1,929,691	$ 221,341	$ (1,920,647)	$ 2,535,856
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)					
CURRENT LIABILITIES:					
Accounts payable	$ 3,229	$ 31,434	$ 5,950	$ —	$ 40,613
Intercompany payables	—	32,248	63,432	(95,680)	—
Accrued expenses	243,814	116,540	15,603		375,957
Current maturities of long term debt	21,000	—	—		21,000
Current maturities of portfolio notes payable	—	—	59,656		59,656
Income tax payable	39,636	(43,352)	4,076		360
Total current liabilities	307,679	136,870	148,717	(95,680)	497,586
PORTFOLIO NOTES PAYABLE , less current maturities	—	—	27,590		27,590
LONG-TERM OBLIGATIONS, less current maturities	3,179,000	—	—		3,179,000
DEFERRED INCOME TAXES	25,035	(6,362)	(353)		18,320
OTHER LONG TERM LIABILITIES	17,655	4,949	4,355		26,959
MINORITY INTEREST	—	—	10,299		10,299
CLASS L COMMON STOCK	903,656	—	—		903,656
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	(2,127,554)	1,794,234	30,733	(1,824,967)	(2,127,554)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 2,305,471	$ 1,929,691	$ 221,341	$ (1,920,647)	$ 2,535,856

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SUPPLEMENTAL CONDENSED BALANCE SHEET

	December 31, 2005				
	Parent/ Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations and Consolidating Entries	Consolidated
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	$ 20,831	$ (2,386)	$ 12,390	$ —	$ 30,835
Trust cash	—	3,727	—		3,727
Accounts receivable, net	—	201,680	16,126		217,806
Intercompany receivables	18,097	—	—	(18,097)	—
Portfolio receivables, current portion	—	—	35,407		35,407
Other current assets	2,256	23,800	2,511		28,567
Total current assets	41,184	226,821	66,434	(18,097)	316,342
Property and equipment, net	39,844	177,259	17,768		234,871
PORTFOLIO RECEIVABLES, NET OF CURRENT PORTION	—	—	59,043		59,043
INVESTMENT IN SUBSIDIARIES	1,191,290	53,981	—	(1,245,271)	—
GOODWILL	—	717,624	—		717,624
INTANGIBLES, net	—	139,726	621		140,347
OTHER ASSETS	24,431	4,272	1,732		30,435
TOTAL ASSETS	$1,296,749	$1,319,683	$ 145,598	$ (1,263,368)	$1,498,662
LIABILITIES AND STOCKHOLDERS' EQUITY					
CURRENT LIABILITIES:					
Accounts payable	$ 5,230	$ 26,371	$ 5,769	$ —	$ 37,370
Intercompany payables	—	1,655	16,442	(18,097)	—
Accrued expenses	30,188	92,615	9,379		132,182
Current maturities of portfolio notes payable	—	—	27,275		27,275
Income tax payable	13,519	(6,563)	2,512		9,468
Total current liabilities	48,937	114,078	61,377	(18,097)	206,295
PORTFOLIO NOTES PAYABLE , less current maturities	—	—	13,245		13,245
LONG-TERM OBLIGATIONS, less current maturities	220,000	—	—		220,000
DEFERRED INCOME TAXES	28,116	12,098	(41)		40,173
OTHER LONG TERM LIABILITIES	27,828	2,366	1,578		31,772
MINORITY INTEREST	—	—	15,309		15,309
TOTAL STOCKHOLDERS' EQUITY	971,868	1,191,141	54,130	(1,245,271)	971,868
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$1,296,749	$1,319,683	$ 145,598	$ (1,263,368)	$1,498,662

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(Dollars in Thousands)

SUPPLEMENTAL CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

	Year Ended December 31, 2006			
	Parent/ Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidated
NET CASH PROVIDED BY OPERATING ACTIVITIES:	$ —	$ 151,417	$ 45,221	$ 196,638
CASH FLOWS FROM INVESTING ACTIVITIES:				
Business acquisitions	(538,817)	(104,873)	—	(643,690)
Purchase of portfolio receivables	—	—	(114,560)	(114,560)
Purchase of property and equipment	(32,556)	(72,098)	(9,241)	(113,895)
Collections applied to principal of portfolio receivables	—	—	59,353	59,353
Other	13	526	—	539
Net cash provided by (used in) investing activities	(571,360)	(176,445)	(64,448)	(812,253)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Proceeds from issuance of new debt and bonds	3,200,000	—	—	3,200,000
Consideration paid to shareholders in exchange for stock	(2,790,911)	—	—	(2,790,911)
Consideration paid to stock option holders in exchange for options	(119,638)	—	—	(119,638)
Proceeds from private equity sponsors	725,750	—	—	725,750
Net change in revolving credit facility	(220,000)	—	—	(220,000)
Debt issuance costs	(109,591)	—	—	(109,591)
Proceeds from stock options exercised	18,540	—	—	18,540
Excess tax benefits from stock options exercised	50,794	—	—	50,794
Proceeds from issuance of portfolio notes payable	—	—	97,871	97,871
Payments of portfolio notes payable	—	—	(51,144)	(51,144)
Payments of capital lease obligations	—	(6,313)	—	(6,313)
Other	4,485	—	—	4,485
Net cash (used in) provided by financing activities	759,429	(6,313)	46,727	799,843
Intercompany	(6,290)	20,369	(14,079)	—
EFFECT OF EXCHANGE RATES ON CASH AND CASH EQUIVALENTS	—	—	(131)	(131)
NET CHANGE IN CASH AND CASH EQUIVALENTS	181,779	(10,972)	13,290	184,097
CASH AND CASH EQUIVALENTS, Beginning of period	20,831	(2,386)	12,390	30,835
CASH AND CASH EQUIVALENTS, End of period	$ 202,610	$ (13,358)	$ 25,680	$ 214,932

WEST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
YEAR ENDED DECEMBER 31, 2006, 2005 AND 2004
(Dollars in Thousands)

SUPPLEMENTAL CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

	Year Ended December 31, 2005			
	Parent/ Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidated
NET CASH PROVIDED BY OPERATING ACTIVITIES:	$ —	$ 234,497	$ 41,817	$ 276,314
CASH FLOWS FROM INVESTING ACTIVITIES:				
Business acquisitions	—	(208,785)	(860)	(209,645)
Purchase of portfolio receivables	—	—	(75,302)	(75,302)
Purchase of property and equipment	(7,060)	(64,496)	(5,299)	(76,855)
Collections applied to principal of portfolio receivables	—	—	64,395	64,395
Other	253	—	—	253
Net cash provided by (used in) investing activities	(6,807)	(273,281)	(17,066)	(297,154)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Net change in revolving credit facility	(10,000)	—	—	(10,000)
Proceeds from stock options exercised	21,175	—	—	21,175
Proceeds from issuance of portfolio notes payable	—	—	66,765	66,765
Payments of portfolio notes payable	—	—	(54,743)	(54,743)
Net cash (used in) provided by financing activities	11,175	—	12,022	23,197
Intercompany	2,903	38,312	(41,215)	—
EFFECT OF EXCHANGE RATES ON CASH AND CASH EQUIVALENTS	—	—	148	148
NET CHANGE IN CASH AND CASH EQUIVALENTS	7,271	(472)	(4,294)	2,505
CASH AND CASH EQUIVALENTS, Beginning of period	13,560	(1,914)	16,684	28,330
CASH AND CASH EQUIVALENTS, End of period	$ 20,831	$ (2,386)	$ 12,390	$ 30,835

WEST CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
YEAR ENDED DECEMBER 31, 2006, 2005 AND 2004
(Dollars in Thousands)

SUPPLEMENTAL CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

	Year Ended December 31, 2004			
	Parent/ Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidated
NET CASH PROVIDED BY OPERATING ACTIVITIES:	$ —	$ 199,116	$ 18,260	$ 217,376
CASH FLOWS FROM INVESTING ACTIVITIES:				
Business acquisitions	—	(159,954)	(33,931)	(193,885)
Purchase of portfolio receivables	—	—	(28,683)	(28,683)
Purchase of property and equipment	(2,179)	(51,195)	(6,512)	(59,886)
Collections applied to principal of portfolio receivables	—	—	19,713	19,713
Other	1,998	—	—	1,998
Net cash provided by (used in) investing activities	(181)	(211,149)	(49,413)	(260,743)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Payments of long-term obligations	(192,000)	—	—	(192,000)
Net change in revolving credit facility	230,000	—	—	230,000
Debt issuance costs	(1,068)	—	—	(1,068)
Proceeds from stock options exercised	14,553	—	—	14,553
Proceeds from issuance of portfolio notes payable	—	—	25,316	25,316
Payments of portfolio notes payable	—	—	(28,534)	(28,534)
Net cash (used in) provided by financing activities	51,485	—	(3,218)	48,267
Intercompany	(36,802)	(8,753)	45,555	—
EFFECT OF EXCHANGE RATES ON CASH AND CASH EQUIVALENTS	—	—	(525)	(525)
NET CHANGE IN CASH AND CASH EQUIVALENTS	14,502	(20,786)	10,659	4,375
CASH AND CASH EQUIVALENTS, Beginning of period	(942)	18,872	6,025	23,955
CASH AND CASH EQUIVALENTS, End of period	$ 13,560	$ (1,914)	$ 16,684	$ 28,330

Schedule II

WEST CORPORATION AND SUBSIDIARIES

CONSOLIDATED VALUATION ACCOUNTS
THREE YEARS ENDED DECEMBER 31, 2006

Description	Balance Beginning of Year	Reserves Obtained with Acquisitions	Additions — Charged (Credited) to Cost and Expenses	Deductions — Amounts Charged-Off	Balance End of Year
			(Amounts in thousands)		
December 31, 2006 — Allowance for doubtful accounts — Accounts receivable	$ 10,489	$ 230	$ (583)	$ 1,593	$ 8,543
December 31, 2005 — Allowance for doubtful accounts — Accounts receivable	$ 10,022	$ —	$ 2,803	$ 2,336	$ 10,489
December 31, 2004 — Allowance for doubtful accounts — Accounts receivable	$ 11,208	$ 1,107	$ 5,706	$ 7,999	$ 10,022

EXHIBIT INDEX

Exhibits identified in parentheses below, on file with the SEC are incorporated by reference into this report.

Exhibit Number	Description	Sequential Page Number
2.01	Purchase Agreement, dated as of July 23, 2002, by and among the Company, Attention, LLC, the sellers and the sellers' representative named therein (incorporated by reference to Exhibit 2.1 to Form 8-K dated August 2, 2002)	*
2.02	Agreement and Plan of Merger, dated as of March 27, 2003, by and among West Corporation, Dialing Acquisition Corp., ITC Holding Company, Inc. and, for purposes of Sections 3.6, 4.1 and 8.13 and Articles 11 and 12 only, the Stockholder Representative (incorporated by reference to Exhibit 2.1 to Form 8-K dated April 1, 2003)	*
2.03	Purchase Agreement, dated as of July 22, 2004, by and among Worldwide Asset Management, LLC; National Asset Management Enterprises, Inc.; Worldwide Asset Collections, LLC; Worldwide Asset Purchasing, LLC; BuyDebtCo LLC; The Debt Depot, LLC; Worldwide Assets, Inc., Frank J. Hanna Jr., Darrell T. Hanna, West Corporation and West Receivable Services, Inc. (incorporated by reference to Exhibit 2.1 to Current Report on Form 8-K filed on August 9, 2004)	*
2.04	Purchase Agreement, dated as of July 22, 2004, by and among Asset Direct Mortgage, LLC, Frank J. Hanna, Jr., Darrell T. Hanna and West Corporation (incorporated by reference to Exhibit 2.2 to Current Report on Form 8-K filed on August 9, 2004)	*
2.05	Asset Purchase Agreement, dated as of May 9, 2005, among InterCall, Inc., Sprint Communications Company L.P. and Sprint Corporation, solely with respect to certain sections thereof (incorporated by reference to Exhibit 2.1 to Current Report on Form 8-K filed on June 9, 2005)	*
2.06	Agreement and Plan Merger, dated January 29, 2006, by and among West Corporation, West International Corp. and Intrado Inc. (incorporated by reference to Exhibit 2.06 to Form 10-K filed February 24, 2006)	*
2.07	Agreement and Plan Merger, dated February 6, 2006, by and among Raindance Communications, Inc., West Corporation and Rockies Acquisition Corporation (incorporated by reference to Exhibit 2.07 to Form 10-K filed February 24, 2006)	*
3.01	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to Form 8-K dated October 30, 2006)	*
3.02	Amended and Restated By-Laws of the Company (incorporated by reference to Exhibit 3.2 to Form 8-K dated October 30, 2006)	*
10.01	Indenture, dated as of October 24, 2006, among West Corporation, the Guarantors named on the Signature Pages thereto and The Bank of New York, as Trustee, with respect to the 9½% senior notes due 2014 (incorporated by reference to Exhibit 4.1 to Form 10-Q filed on November 9, 2006)	*
10.02	Indenture, dated as of October 24, 2006, among West Corporation, the Guarantors named on the Signature Pages thereto and The Bank of New York, as Trustee, with respect to the 11% senior subordinated notes due 2016 (incorporated by reference to Exhibit 4.2 to Form 10-Q filed on November 9, 2006)	*
10.03	Employment Agreement between the Company and Thomas B. Barker dated January 1, 1999, as amended March 13, 2006 (incorporated by reference to Exhibit 10.01 to Form 10-Q filed May 4, 2006)(1)	*
10.04	Employment Agreement between the Company and Paul M. Mendlik dated November 4, 2002, as amended March 13, 2006 (incorporated by reference to Exhibit 10.07 to Form 10-Q filed May 4, 2006)(1)	*
10.05	Registration Rights Agreement, dated as of October 24, 2006, among West Corporation, the Guarantors Signatory thereto and Deutsche Bank Securities Inc., Lehman Brothers Inc., Banc of America Securities LLC, Wachovia Capital Markets, LLC and GE Capital Markets, Inc., with respect to the 9½% senior notes due 2014 (incorporated by reference to Exhibit 4.3 to Form 10-Q filed on November 9, 2006)	*

Exhibit Number	Description	Sequential Page Number
10.06	Registration Rights Agreement, dated as of October 24, 2006, among West Corporation, the Guarantors Signatory thereto and Deutsche Bank Securities Inc., Lehman Brothers Inc., Banc of America Securities LLC, Wachovia Capital Markets, LLC and GE Capital Markets, Inc., with respect to the 11% senior subordinated notes due 2016 (incorporated by reference to Exhibit 4.4 to Form 10-Q filed on November 9, 2006)	*
10.07	Lease, dated September 1, 1994, by and between West Telemarketing Corporation and 99-Maple Partnership (Amendment No. 1) dated December 10, 2003 (incorporated by reference to Exhibit 10.07 to Form 10-K filed February 24, 2006)	*
10.08	Employment Agreement between the Company and Nancee R. Berger, dated January 1, 1999, as amended March 13, 2006 (incorporated by reference to Exhibit 10.02 to Form 10-Q filed May 4, 2006)(1)	*
10.09	Registration Rights and Coordination Agreement, dated as of October 24, 2006, among West Corporation, THL Investors, Quadrangle Investors, Other Investors, Founders and Managers named therein (incorporated by reference to Exhibit 4.5 to Form 10-Q filed on November 9, 2006)	*
10.10	Employment Agreement between the Company and Mark V. Lavin dated July 1, 1999, as amended March 13, 2006 (incorporated by reference to Exhibit 10.05 to Form 10-Q filed May 4, 2006)(1)	*
10.11	Employment Agreement between the Company and Steven M. Stangl dated January 1, 1999, as amended March 13, 2006 (incorporated by reference to Exhibit 10.09 to Form 10-Q filed May 4, 2006)(1)	*
10.12	Employment Agreement between the Company and Michael M. Sturgeon, dated January 1, 1999, as amended March 13, 2006 (incorporated by reference to Exhibit 10.11 to Form 10-Q filed May 4, 2006)(1)	*
10.13	Employment Agreement between the Company and Jon R. (Skip) Hanson, dated October 4, 1999, as amended March 13, 2006 (incorporated by reference to Exhibit 10.04 to Form 10-Q filed May 4, 2006)(1)	*
10.14	Credit Agreement, dated as of October 24, 2006, among West Corporation, as Borrower, The Lenders Party thereto, Lehman Commercial Paper Inc., as Administrative Agent and Swing Line Lender, Deutsche Bank Securities Inc. and Bank of America, N.A., as Syndication Agents, and Wachovia Bank, National Association and General Electric Capital Corporation, as Co-Documentation Agents, Lehman Brothers Inc. and Deutsche Bank Securities Inc., as Joint Lead Arrangers and Lehman Brothers Inc., Deutsche Bank Securities Inc. and Banc of America Securities LLC, as Joint Bookrunners (incorporated by reference to Exhibit 10.1 to Form 10-Q filed on November 9, 2006)	*
10.15	Employment Agreement between the Company and Michael E. Mazour, dated January 9, 2004 as amended March 13, 2006 (incorporated by reference to Exhibit 10.06 to Form 10-Q filed May 4, 2006)(1)	*
10.16	Guarantee Agreement, dated as of October 24, 2006, among The Guarantors identified therein and Lehman Commercial Paper Inc., as Administrative Agent (incorporated by reference to Exhibit 10.2 to Form 10-Q filed on November 9, 2006)	*
10.17	West Corporation Nonqualified Deferred Compensation Plan (incorporated by reference to Annex B to Schedule 14A filed April 10, 2003)(1)	*
10.18	Employment Agreement between the Company and Joseph Scott Etzler, dated May 7, 2003, as amended March 13, 2006 (incorporated by reference to Exhibit 10.03 to Form 10-Q filed May 4, 2006)(1)	*
10.19	Security Agreement, dated as of October 24, 2006, among West Corporation, The Other Grantors Identified therein and Lehman Commercial Paper Inc., as Administrative Agent (incorporated by reference to Exhibit 10.3 to Form 10-Q filed on November 9, 2006)	*
10.20	Intellectual Property Security Agreement, dated as of October 24, 2006, among West Corporation, The Other Grantors Identified therein and Lehman Commercial Paper Inc., as Administrative Agent (incorporated by reference to Exhibit 10.4 to Form 10-Q filed on November 9, 2006)	*

Exhibit Number	Description	Sequential Page Number
10.21	Deed of Trust, Assignment of Leases and Rents, Security Agreement and Financing Statement, dated October 24, 2006, from West Corporation, as Trustor to Chicago Title Insurance Company, as Trustee and Lehman Commercial Paper Inc., as Beneficiary (incorporated by reference to Exhibit 10.5 to Form 10-Q filed on November 9, 2006)	*
10.22	Deed of Trust, Assignment of Leases and Rents, Security Agreement and Financing Statement, dated October 24, 2006, from West Business Services, LP to Lehman Commercial Paper Inc. (incorporated by reference to Exhibit 10.6 to Form 10-Q filed on November 9, 2006)	*
10.23	Mortgage, Assignment of Leases and Rents, Security Agreement and Financing Statement, dated October 24, 2006, from West Telemarketing, LP to Lehman Commercial Paper Inc. . (incorporated by reference to Exhibit 10.7 to Form 10-Q filed on November 9, 2006)	*
10.24	Management Agreement, dated as of October 24, 2006, among Omaha Acquisition Corp., West Corporation, Quadrangle Advisors II LLC, and THL Managers VI, LLC (incorporated by reference to Exhibit 10.8 to Form 10-Q filed on November 9, 2006)	*
10.25	Founders Agreement, dated October 24, 2006, among West Corporation, Gary L. West and Mary E. West (incorporated by reference to Exhibit 10.9 to Form 10-Q filed on November 9, 2006)	*
10.26	Stockholder Agreement, dated as of October 24, 2006, among West Corporation, THL Investors, Quadrangle Investors, Other Investors, Founders and Managers named therein (incorporated by reference to Exhibit 10.10 to Form 10-Q filed on November 9, 2006)	*
10.27	Form of Rollover Agreement (incorporated by reference to Exhibit 10.11 to Form 10-Q filed on November 9, 2006)	*
10.28	West Corporation 2006 Executive Incentive Plan (incorporated by reference to Exhibit 10.12 to Form 10-Q filed on November 9, 2006)(1)	*
10.29	Form of West Corporation Restricted Stock Award and Special Bonus Agreement (incorporated by reference to Exhibit 10.13 to Form 10-Q filed on November 9, 2006)(1)	*
10.30	Form of Option Agreement (incorporated by reference to Exhibit 10.14 to Form 10-Q filed on November 9, 2006)(1)	*
10.31	Form of Rollover Option Grant Agreement (incorporated by reference to Exhibit 10.15 to Form 10-Q filed on November 9, 2006)(1)	*
10.32	West Corporation Nonqualified Deferred Compensation Plan (incorporated by reference to Exhibit 10.16 to Form 10-Q filed on November 9, 2006)(1)	*
10.33	West Corporation Executive Retirement Savings Plan Amended and Restated Effective January 1, 2005(1)	**
10.34	Amendment One West Corporation Executive Retirement Savings Plan(1)	**
10.35	Amendment Two West Corporation Executive Retirement Savings Plan(1)	**
10.36	Form of Change in Control Severance Agreement (incorporated by reference to Exhibit 10.1 to Form 8-K dated June 5, 2006)(1)	*
10.37	Senior Management Transaction Bonus Plan (incorporated by reference to Exhibit 10.2 to Form 8-K dated June 5, 2006)(1)	*
10.38	Senior Management Retention Plan (incorporated by reference to Exhibit 10.3 to Form 8-K dated June 5, 2006)(1)	*
10.39	Voting Agreement (incorporated by reference to Exhibit 99.2 to Form 8-K dated June 5, 2006)	*
10.40	Employment Agreement between the Company and James F. Richards, dated March 13, 2006 (incorporated by reference to Exhibit 10.08 to Form 10-Q filed on May 4, 2006)(1)	*
10.41	Employment Agreement between the Company and Todd B. Strubbe, dated March 13, 2006 (incorporated by reference to Exhibit 10.10 to Form 10-Q filed on May 4, 2006)(1)	*
21.01	Subsidiaries	**
31.01	Certification pursuant to 15 U.S.C. section 7241 as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002	**

Exhibit Number	Description	Sequential Page Number
31.02	Certification pursuant to 15 U.S.C. section 7241 as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002	**
32.01	Certification pursuant to 18 U.S.C. section 1350 as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002	**
32.02	Certification pursuant to 18 U.S.C. section 1350 as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002	**

* Indicates that the page number for such item is not applicable.

** Filed herewith

(1) Indicates management contract or compensation plan or arrangement.

EXHIBIT H

MANAGEMENT PROFILES

Intrado Communications, Inc.

KEY MANAGEMENT PERSONNEL

George Heinrichs, President

George Heinrichs is Co-founder and President of Intrado. A recognized emergency services expert, Mr. Heinrichs has played a key role in the evolution of the nation's 9-1-1 network and continues to influence 9-1-1 public policy. For his sustained support and leadership as well as his contributions to public safety and communications, Mr. Heinrichs has received numerous awards, including the national Emergency Number Association (NENA) William H. Stanton National 9-1-1 Service Award, the NENA President's Award and the Denver Telecom Professional Executive of the Year. In 2005, Mr. Heinrichs received the Ernst & Young Entrepreneur of the Year Award for Technology.

Stephen Meer, Chief Technology Officer

Stephen Meer is the Co-founder and Chief Technology Officer of Intrado. He is also actively involved with the development of 9-1-1 public policy and is a valued advisor to government and industry organizations such as the FCC, the National Emergency Number Association (NENA), and the U.S. Department of Transportation. Mr. Meer is a charter-certified Emergency Number Professional (ENP), RCA Fellow, and an active member of NENA, APCO International, the Institute of Electrical and Electronics Engineers (EEE) and the National Sheriff's Association. In 2005, Mr. Meer received the Ernst & Young Entrepreneur of the Year Award for Technology.

Craig W. Donaldson, Senior Vice President, Regulatory Affairs

Craig W. Donaldson is the Senior Vice President of Regulatory Affairs for Intrado and is responsible for the development of the Company's telecommunications-related policies that are advocated in state and federal forums.

Mr. Donaldson joined Intrado in 1997 and served as Intrado's General Counsel until the Company was acquired by West Corporation in April 2006. Before joining Intrado, Mr. Donaldson practiced law for ten years with an emphasis on trials and appeals and represented clients primarily in the media and telecommunications industries. Prior to that he worked at AT&T for six years and served for one year on the Colorado Commission Government Productivity under former Governor Roy Romer. Mr. Donaldson currently serves on the Advisory Board for the University of Colorado's Silicon Flatirons Telecommunications Program and on the Board of directors of ATIS (Alliance for Telecommunications Industry Solutions).

Intrado Communications, Inc.

KEY MANAGEMENT PERSONNEL, (Continued)

Steve Adams, Senior Vice President - Product and Engineering

Steve Adams is the Senior Vice President of Product and Engineering for Intrado. He is responsible for product development, software engineering, and test & configuration management for current and future Intrado products and solutions, and for engineering and operations for mobility products.

Mr. Adams joined Intrado in 2003 as vice president of Intrado's wireless operations. In this capacity he managed all of Intrado's North American wireless operations as well as its Zug, Switzerland subsidiary. From 2004 to 2006 he served as Senior Vice President of Intrado's Wireless Service Delivery Business Unit during which time revenues increased over 30% and income doubled.

Mr. Adams has over twenty-five years of telecommunications operations and engineering experience with companies that include such names as Autodesk, SignalSoft, AirTouch Communications, and the Department of Defense.

Mr. Adams holds a BSEE degree from California Polytechnic University, San Luis Obispo, California, and an MBA degree from Santa Clara University.

Mary Hester, Senior Vice President - Sales and Service Delivery

Mary Hester is the Senior Vice President of sales and service delivery for Intrado. In this role she leads Intrado teams responsible for sales and delivery of Intrado products and services to telecommunications carriers and public safety agencies in North America. She also oversees strategic planning, operations and customer satisfaction and is directly responsible for the provision of 9-1-1 services to carriers serving over 350 million subscribers.

Prior to assuming her current assignment, Ms. Hester was senior vice president of Intrado's Wireline Business. In this role she expanded and strengthened Intrado's relationships with Incumbent Local Exchange Carriers, VoIP carriers and direct customers. Before that, she was vice president of wireless operations for Intrado.

Ms. Hester joined Intrado in 1997 as manager of Intrado's Data Integrity Unit, where she made a significant contribution to improving 9-1-1 data quality.

She has an extensive public safety background that began with a 15-year career with the Boulder Regional Communications Center. Ms. Hester is a member of the National Emergency Number Association, and has received numerous civic awards for her dedication to public safety.

Intrado Communications, Inc.

KEY MANAGEMENT PERSONNEL, (Continued)

Nancy Casey, Corporate Controller

Nancy Casey is the corporate controller for Intrado. She has responsibility for all of Intrado's financial reporting.

Ms. Casey brings over 15 years of diversified business advisory, management, financial and accounting experience to her position. A certified public accountant, Ms. Casey has extensive knowledge and expertise in working with multinational, multi-location companies in the high tech, telecommunications, retail and manufacturing industries. She joined Intrado in 2003 and was instrumental in establishing the company's Sarbanes-Oxley Section 404 compliance program. She also managed due diligence activities related to the acquisition of Intrado by West Corporation, a global outsourced communications solutions provider. Prior to joining Intrado, Ms. Casey was the corporate controller and treasurer for Wild Oats Markets, Inc. in Boulder, Colorado and was an audit manager for Price Waterhouse LLP in Denver, Colorado.

Ms. Casey holds multiple bachelor and master degrees from the University of Colorado-Boulder, and she is a member of the American Institute of Certified Public Accountants and the Colorado Society of Certified Public Accountants.

EXHIBIT I

LETTERS REQUESTING NEGOTIATION

Attached

PROPOSED TIMELINE FOR CONSTRUCTION AND INTERCONNECTION

The Company does have immediate plans to construct facilities in the state of Ohio. Initially, service will be offered by purchasing unbundled network elements from the ILECs.

May 18, 2007

VIA CERTIFIED MAIL

AT&T Contract Management
311 S Akard
Four AT&T Plaza, 9th floor
Dallas, TX 75202

RE: Request for Section 251 Interconnection

Dear Contract Manager:

Pursuant to Section 251, et seq. of the Telecommunications Act of 1996, as amended, Intrado Communications Inc. herein requests interconnection with AT&T.

Please forward the appropriate materials to:

Thomas W. Hicks
Director, Regulatory Affairs
c/o Colleen Lockett
Intrado Communications Inc.
1601 Dry Creek Drive
Longmont, CO 80503
e-mail: regulatory@intrado.com

We look forward to commencing interconnection negotiations with your team. Should you have any questions please feel free to contact me at (972) 772-5883.

Thank you for your consideration.

Sincerely,

Thomas W. Hicks

Thomas W. Hicks

7006 0100 0001 0683 6660

U.S. Postal Service™
CERTIFIED MAIL™ RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com®

OFFICIAL USE

Postage	$	5-18-07
Certified Fee		Postmark Here
Return Receipt Fee (Endorsement Required)		
Restricted Delivery Fee (Endorsement Required)		
Total Postage & Fees	$ 6.11	C. Cockett

Sent To

Street, Apt. No.; or PO Box No.

City, State, ZIP+4

PS Form 3800, June 2002 — See Reverse for Instructions

SENDER: *COMPLETE THIS SECTION*

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

AT+T Contact Management
311 S Akard
Four AT+T PLAZA 9th Floor
Dallas, TX 75202

COMPLETE THIS SECTION ON DELIVERY

A. Signature
X ☒ Agent ☐ Addressee

B. Received by (*Printed Name*) C. Date of Delivery
5-22

D. Is delivery address different from item 1? ☐ Yes
If YES, enter delivery address below: ☐ No

3. Service Type
☐ Certified Mail ☐ Express Mail
☐ Registered ☐ Return Receipt for Merchandise
☐ Insured Mail ☐ C.O.D.

4. Restricted Delivery? (*Extra Fee*) ☐ Yes

2. Article Number (*Transfer from service label*) 7006 0100 0001 0683 6660

PS Form 3811, February 2004 Domestic Return Receipt 102595-02-

______________, 2007

RE: Request to Initiate Negotiations

Director – Contract Management:

Pursuant to Sections 251 & 252 of the Telecommunications Act of 1996, ______________________________ ______________________ ("Carrier") desires to begin the negotiations process to reach a mutually acceptable

- ☒ Local Interconnection (includes Resale provisions) Agreement
- ☐ Resale (only) Agreement
- ☐ Commercial Agreement Type: ______________________
- ☐ Cellular/PCS (Wireless) Agreement
- ☐ Paging Interconnection Agreement
- ☐ Paging Facilities Agreement
- ☐ ILEC/OE-LEC Agreement Type: ______________________
- ☐ Other ______________________

with AT&T in the state(s) of (*check all that apply*) ☒ Alabama ☒ Arkansas ☒ California ☒ Connecticut ☒ Florida ☒ Georgia ☒ Illinois ☒ Indiana ☒ Kansas ☒ Kentucky ☒ Louisiana ☒ Michigan ☒ Mississippi ☒ Missouri ☒ Nevada ☒ North Carolina ☒ Ohio ☒ Oklahoma ☒ South Carolina ☒ Tennessee ☒ Tennessee ☒ Texas and/or ☒ Wisconsin.

Fill in the *required* information below. *

Carrier's information:

	CARRIER NOTICE CONTACT INFO*
NAME	Tom Hicks
TITLE	Director, Regulatory Affairs
STREET ADDRESS	1601 Dry Creek Drive
ROOM OR SUITE	
CITY, STATE, ZIP CODE	Longmont, CO 80503
E-MAIL ADDRESS	regulatory@intrado.com
TELEPHONE NUMBER	(972) 772-5883
FACSIMILE NUMBER	(801) 740-4258
STATE OF INCORPORATION	Delaware

STREET ADDRESS	
ROOM OR SUITE	
CITY, STATE, ZIP CODE	
E-MAIL ADDRESS	
TELEPHONE NUMBER	
FACSIMILE NUMBER	

Is a signature-ready copy of the 13-State or 9-State Agreement desired? ☐ Yes ☐ No

If yes, Interconnection in the 13-State region, request MUST include ISP option – All Traffic or ISP-bound Traffic only. If no option is indicated, the Agreement will default to the ISP-bound Traffic Only option. (AT&T 13-St Interconnection Agreement may be viewed at *https://clec.att.com/clec/shell.cfm? section=115.*)

If 13-State: ISP option: ☐ All Traffic ☐ ISP-bound Traffic only

Enclose ***proof of certification*** for ***each state requested***.

Enclose ***documentation from Telcordia*** as confirmation of ACNA.

Enclose ***documentation from NECA*** as confirmation of OCN(s).

Enclose ***verification*** of type of entity and registration with Secretary of State.

Form completed and submitted by: Tom Hicks________________________

Contact number: (972) 772-5883____________________

AT&T will formally reply in writing to this request.

* NOTE: All requested information is required. Be aware that the failure to provide accurate and complete information may result in return of this form to you and a delay in processing your request.

__May 18_, 2007

RE: Request to Initiate Negotiations

Director – Contract Management:

Pursuant to Sections 251 & 252 of the Telecommunications Act of 1996, ____Intrado Communications Inc.________ ("Carrier") desires to begin the negotiations process to reach a mutually acceptable

- ☒ Local Interconnection (includes Resale provisions) Agreement
- ☐ Resale (only) Agreement
- ☐ Commercial Agreement Type: ________________________
- ☐ Cellular/PCS (Wireless) Agreement
- ☐ Paging Interconnection Agreement
- ☐ Paging Facilities Agreement
- ☒ ILEC/OE-LEC Agreement Type: __local interconnection________________
- ☐ Other ________________________

with AT&T in the state(s) of (*check all that apply*) ☒ Alabama ☒ Arkansas ☒ California ☒ Connecticut ☒ Florida ☒ Georgia ☒ Illinois ☒ Indiana ☒ Kansas ☒ Kentucky ☒ Louisiana ☒ Michigan ☒ Mississippi ☒ Missouri ☒ Nevada ☒ North Carolina ☒ Ohio ☒ Oklahoma ☒ South Carolina ☒ Tennessee ☒ Tennessee ☒ Texas and/or ☒ Wisconsin.

Fill in the *required* information below. '

Carrier's Information:

	CARRIER NOTICE CONTACT INFO*
NAME	Tom Hicks
TITLE	Director, Regulatory Affairs
STREET ADDRESS	1601 Dry Creek Drive
ROOM OR SUITE	
CITY, STATE, ZIP CODE	Longmont, CO 80503
E-MAIL ADDRESS	regulatory@intrado.com
TELEPHONE NUMBER	972 772-5883
FACSIMILE NUMBER	801 740-4258
STATE OF INCORPORATION	Delaware

NAME OF FIRM	
STREET ADDRESS	
ROOM OR SUITE	
CITY, STATE, ZIP CODE	
E-MAIL ADDRESS	
TELEPHONE NUMBER	
FACSIMILE NUMBER	

Is a signature-ready copy of the 13-State or 9-State Agreement desired? ☐ Yes ☐ No

If yes, Interconnection in the 13-State region, request MUST include ISP option – All Traffic or ISP-bound Traffic only. If no option is indicated, the Agreement will default to the ISP-bound Traffic Only option. (AT&T 13-St Interconnection Agreement may be viewed at *https://clec.att.com/clec/shell.cfm? section=115*.)

If 13-State: ISP option: ☐ All Traffic ☐ ISP-bound Traffic only

Enclose ***proof of certification*** for ***each state requested.***

Enclose ***documentation from Telcordia*** as confirmation of ACNA.

Enclose ***documentation from NECA*** as confirmation of OCN(s).

Enclose ***verification*** of type of entity and registration with Secretary of State.

Form completed and submitted by: __Tom Hicks______________________________

Contact number: ___972 772-5883______________________

AT&T will formally reply in writing to this request.

* NOTE: All requested information is required. Be aware that the failure to provide accurate and complete information may result in return of this form to you and a delay in processing your request.

intrado®
COMMUNICATIONS INC.

July 13, 2007

VIA CERTIFIED MAIL

ATTENTION: Carrier Relations
CenturyTel
100 CenturyTel Drive, 1 North
Monroe, LA 71203

RE: Request Interconnection Negotiations pursuant to Section 251 of the Telecommunications Act of 1996.

Dear Carrier Relations Representative:

Pursuant to Section 251, et seq. of the Telecommunications Act of 1996, as amended, Intrado Communications Inc. herein requests interconnection with CenturyTel.

Please forward the appropriate materials to:

Thomas W. Hicks
Director, Regulatory Affairs
c/o Colleen Lockett
Intrado Communications Inc.
1601 Dry Creek Drive
Longmont, CO 80503
e-mail: regulatory@intrado.com

We look forward to commencing interconnection negotiations with your team. Should you have any questions please feel free to contact me at (972) 772-5883.

Thank you for your consideration.

Sincerely,

Thomas W Hicks

Thomas W. Hicks

intrado®
COMMUNICATIONS INC.

July 13, 2007

VIA CERTIFIED MAIL

Mr.
ALLTEL Communications, Inc.
One Allied Drive
Little Rock, AR 72202

RE: Request Interconnection Negotiations pursuant to Section 251 of the Telecommunications Act of 1996.

Dear:

Pursuant to Section 251, et seq. of the Telecommunications Act of 1996, as amended, Intrado Communications Inc. herein requests interconnection with ALLTEL Communications, Inc..

Please forward the appropriate materials to:

Thomas W. Hicks
Director, Regulatory Affairs
c/o Colleen Lockett
Intrado Communications Inc.
1601 Dry Creek Drive
Longmont, CO 80503
e-mail: regulatory@intrado.com

We look forward to commencing interconnection negotiations with your team. Should you have any questions please feel free to contact me at (972) 772-5883.

Thank you for your consideration.

Sincerely,

Thomas W Hicks

Thomas W. Hicks

EXHIBIT J

INTRADO SERVICE STANDARDS

intrado®

Recommended 911 Service Standards

Intrado Communications Inc.
Longmont, Colorado USA

Specification Version 2.2
March 2007

Document Description

This document represents Intrado's core beliefs relative to minimum recommended 9-1-1 service standards that any Enhanced 9-1-1 Service Provider should be capable of meeting.

Intellectual Property

Disclaimer

Every effort was made to ensure that the information in this document was complete and accurate at the time of publication. However, information is subject to change, and Intrado makes no representations or warranties as to the accuracy of the information or its suitability for any intended purpose.

Recommended 9-1-1 Service Standards

Proposed By

Intrado Communications Inc.

Introduction

Intrado Communications Inc., a wholly-owned subsidiary of Intrado Inc. ("Intrado"), shares its parent company's quarter-century legacy as the nation's premier provider of integrated data and emergency communications network solutions. Intrado has played a key role in defining, building and maintaining core emergency communications infrastructure and 9-1-1 technology throughout the United States. Intrado's services and systems support an estimated 200 million 9-1-1 calls each year including calls from wireline, wireless, Voice over Internet Protocol (VoIP) and other alternative communication technologies. Currently Intrado is deploying the Intrado® Intelligent Emergency Network™, its next generation 9-1-1 system that enables the public safety community to transcend the limitations of the nation's legacy 9-1-1 infrastructure. Intrado Communications plays a critical role for Intrado in owning and operating the regulated telecommunications infrastructure and related offerings used to support the roll out of the Intrado Intelligent Emergency Network.

Intrado is committed to maintaining the *public safety class* integrity of the nation's 9-1-1 network as demonstrated by its self-imposed operational requirements and 99.99999 percent uptime track record in support of its customers' emergency calling needs. It is further reinforced by Intrado's commitment to industry standards and compliance with regulatory requirements, several of which Intrado has championed.

Intrado and its subsidiaries maintain an in-depth knowledge of public safety, emergency communications management, and telecommunications implementation and policy. This intellectual capital provides the unique technical, financial and managerial qualifications needed for Intrado Communications to present a well-reasoned recommendation for 9-1-1 Service Standards.

As defined below, Intrado Communications believes the following recommended 9-1-1 Service Standards are the foundation for delivering reliable and redundant emergency communications services.

Professional Commitments

Regulatory: E9-1-1 Service Providers ("E9-1-1SPs") should obtain appropriate approvals from state and federal regulators to operate as telecommunications carriers or as a "certificated equivalent" of telecommunications carriers in this mission-critical field and should demonstrate managerial, technical and financial capabilities as may be required in the particular jurisdictions where such providers deliver 9-1-1 services.

Financial: E9-1-1SPs should maintain financial records in accordance with Generally Accepted Accounting Principles (GAAP) and, where required of such providers, maintain records in accordance with the Uniform System of Accounts (USOA).

E9-1-1SPs should have the requisite financial resources and capacity to ensure E9-1-1 services are reliable, secure, perpetually-sustainable, uninterrupted and capable of embracing changing technology, new calling devices and an evolving emergency communications industry.

Industry Standards: E9-1-1SPs should adhere to industry standards and industry-accepted practices related to administrative, data management and managerial processes.

System designs, interfaces and provider processes should incorporate and embrace those principles and operational recommendations defined in the NRIC (Network Reliability and Interoperability Council) Best Practices, NENA (National Emergency Number Association) Recommended Standards and ATIS/ESIF (Association of Telecommunications Industry Solutions/Emergency Services Interconnection Forum) protocols and interface standards.

System solutions should be compatible and demonstrate forward looking architectures to integrate with call relay center technology, TDD (telephone device for the deaf) and other ADA (Americans With Disabilities Act)-type applications.

Systems designs and operation should support industry standard signaling and data protocols and methods.

Call completion standards and voice quality standards should meet or exceed industry standards.

Solutions should possess compatible and operational capabilities to accommodate CALEA (Communications Assistance for Law Enforcement Act) requirements.

In connection with the utilization of any technology coupled with the use of any device from which the digits 9-1-1 can be dialed (which creates in the mind of an end user a reasonable expectation that the call will natively terminate at the professional work station of a trained public safety call taker), the ALI associated with the call, if placed from an indoor location (wireline, "fixed wireless", etc.), should include at a minimum the caller's street address; and if placed from an outdoor location, should include the latitude and longitude, with dynamic ALI updates, of the caller's location.

Performance Monitoring: Systems should be capable of generating timed and on-demand call performance metrics.

Diversity and Resiliency Commitments

E9-1-1 system platforms should be deployed to separate geographic locations to ensure E9-1-1 service is not interrupted in the event of system failure at any one location. Transport facilities should also employ diversity principles by being connected to the E9-1-1 network over separate geographically located facility paths to minimize the potential for E9-1-1 call failure as a result of any one facility path having connectivity disrupted. Carrier diversity ensures no single point of network failure can interrupt overall 9-1-1 call processing.

Diverse routing should be provided to the extent made possible as determined by the availability of existing facility routes and estimated costs to be incurred by the respective facilities provider.

Diversity concepts should also be applied to switch port assignments, Digital Access Cross-connect Systems (DACS) devices and other points of interconnection within a switching office.

In addition, Hardware Redundancy should be a priority as the E9-1-1 system should be designed as "fault tolerant", with no single point of failure able to completely disable the overall service provided to the served communities.

System architecture should be designed with resiliency such that an individual component failure encountered during call processing does not result in a lost call or such that the loss of a major system/network element does not impair call completion capabilities. The solution should be built on a nationwide voice network that enables advanced disaster recovery options specifically designed for the public safety community. Calls should be capable of being immediately rerouted through direct connectivity, secure IP (Internet Protocol) connectivity or the PSTN (Public Switched Telephone Network) anywhere in the nation.

Call Routing and Data Accuracy

All 9-1-1 calls should be transported and routed via native public safety grade networks, terminating at the professional work station of a trained public safety call taker located at the PSAP designated by local public safety officials. Consistent with the *NENA Master Glossary of 9-1-1 Terminology*, facility and circuit provisioning should be designed such that no more than one call out of one hundred during the average busy hour to any given PSAP will encounter a busy condition (i.e. P.01 Grade of Service).

Data accuracy shall be provisioned such that the number of unresolved data errors shall not exceed .2 % of the total number of TNs in the ALI database over any given 30 day period. Further, at least 99 % of all requests for ALI received from a PSAP over any given 30 day period shall result in a retrieval of the respective caller's telephone number and accurate location information.

To ensure a PSAPs readiness to implement E9-1-1 service, the E9-1-1 service provider shall not place an E9-1-1 system into service unless the MSAG validation success rate meets or exceeds 95 % of the total number of ALI records to be processed to the affected ALI system.

9-1-1 Infrastructure Reliability and Security

An E9-1-1SP should design its system architecture such that the mean time between failures is no greater than ten (10) minutes over ten (10) years and should establish defined and reasonable restoration plans, inclusive of complex disaster and Pubic Safety Answering Point) (PSAP) evacuation contingencies.

Systems should be designed to be protected from viruses and cyber exploits utilizing system security solutions such as firewalls, Intrusion Detection System and/or Intrusion Prevention System. etc.; employ password and protection controls to mitigate external threats and be designed to function even during a public network (internet)-based "Denial Of Service" attacks.

Environmental Safeguards

Computer rooms should be highly secured, with access limited to authorized personnel only. Environmental protections should be backed by Uninterruptible Power Supply (UPS) restoration schemes, such that the loss of commercial power will not result in the loss of emergency call processing. Back up power schemes should also ensure HVAC and lighting systems are included in all contingency and power planning.

Reporting and Alarming

System designs should enable automatic detection and reporting of any system and/or subsystem component failure.

The system should possess the ability to optionally interface call logging equipment with the call routing system to enable the retrieval of the ANI Automatic Number Identification (ANI) received from a 9-1-1 call, the identity of the call taking position answering the call and the date and time the call was answered, transferred and/or disconnected.

The system should support the ability to document the occurrence of any call including the routing logic, call processing events, and the relative timing of each call related event.

Expandability

Systems should be designed to accommodate reasonable growth requirements through future module increments. System solutions should be upgradeable without interrupting processing of established or new 9-1-1 calls.

System Compatibility

System design and operation should be capable of interoperating seamlessly with legacy TDM (time division multiple)-based networks and with legacy CPE (customer premise equipment) hardware, or at a minimum include integration/replacement of older technology.

Solutions should be extensible to accept and process emergency assistance requests from next generation voice and/or text (Instant Messaging) devices within the same architecture and prioritization rules.

Basic Core Features

Automatic Number Identification (ANI:)	A feature by which the calling party's telephone number is forwarded to the 9-1-1 system for call routing determination and PSAP display.
Automatic Location Identification (ALI):	A feature by which the location is associated with the calling party's telephone number is forwarded to the 9-1-1 system for call routing determination and/or PSAP display. Additional telephones with the same number as the calling party's (secondary locations, off premises, etc.) will be identified with the address of the telephone number at the main location.

Selective Routing: A feature that enables routing of a 9-1-1 call to the proper PSAP based on the geographical location of the caller.

E9-1-1 Database Management: A computer-based data management system/process used to create, store and update the call processing and display data (e.g. Emergency Service Numbers, addresses, end user names, etc.) required to provide Selective Routing and ALI Display features.

Managerial Services

Help Desk Services: An E9-1-1SP should provide 24 x 7 support for service problem reporting/tracking and emergency call trace support.

Configuration / Engineering Support: An E9-1-1SP should provide engineering and configuration support to enable efficient network and data provisioning and ongoing support.

Project Management: An E9-1-1SP should offer optional project management of pre and post deployment activities.

Traffic Management Control: An E9-1-1SP should routinely monitor call traffic overflow and utilization metrics; & adjusting network capacities when warranted.

Surveillance Support: An E9-1-1SP should provide 24 x 7 support for alarm surveillance and detection, service restoration and tier 1 and tier 2 escalation management.

9-1-1 Call Management Features

The following E9-1-1 features and capabilities (defined herein) are currently technologically feasible and are representative of minimum industry standards today. These features and capabilities, or their functional equivalents, should serve as a minimal benchmark against which future improvements should be made (e.g., 9-1-1 caller location precision). All 9-1-1 systems should possess the flexibility to accommodate all of the features listed below.

Alternate Routing: Systems should be designed in a manner such that 9-1-1 calls are routed to a designated alternate location if all lines to the primary PSAP are busy, or the primary PSAP is closed for a period of time. This feature should enable the ability for callers to be terminated either to a previously designated alternate call center, a prerecorded message or to a busy tone when all PSAP trunks are busy.

Default Routing: Systems should be designed such that when an incoming 9-1-1 call cannot be selectively routed due to an ANI failure, unintelligible digits or other rare causes, the call should be routed from the selective routing system to a default PSAP previously designated by the public safety customer and based on the incoming trunk group over which the ANI failure occurred.

Time Scheduled Automatic Call Transfer:	System designs should include the ability for a PSAP to redirect 9-1-1 call traffic to an alternate PSAP, based on previously defined day and/or time of day criteria. (Such a feature is sometimes used for night transfer functionality in smaller PSAPs.)
Last Resort / Overflow Call Disposition:	Each PRI (Primary Rate Interface) group should support having pre-defined call treatment for a busy condition. Call treatment alternatives should include forwarding the caller to another PRI, forwarding the caller to a PSTN number, playing a pre-recorded announcement, or returning a busy signal (120 ipm tone).
Call Treatment / Forward Busy:	System designs should support having pre-defined call treatment for a busy condition. Call treatment alternatives should include forwarding the caller to another PRI, forwarding the caller to a PSTN number, playing a pre-recorded announcement, or returning a busy signal (120 ipm tone).
Fixed Transfer:	System designs should be arranged such that the call taker may use a single button on the call taker's display and transfer unit to complete either a transfer or three-way conference.
Selective Call Transfer:	System designs should support the ability for a PSAP attendant to transfer an incoming 9-1-1 call to another agency by depressing a button labeled with the type of agency; e.g., "Fire," on the customer premises equipment.
Star Code Transfer:	The call taker should have the ability to initiate a three-way call using the flash key and a star code followed by a 10-digit telephone number. At any point the call taker may release the call to perform a transfer. The jurisdiction will be able to create speed dials for the most commonly transferred numbers.
Conferencing and Local Transfer:	Systems should be deployed such that the call taker may use a flash key, star code and two-digit speed dial code to complete either a transfer or three-way conference.
TDD Capable:	System operations should include support for the appropriate disposition and handling of TDD-type 9-1-1 calls.
Evacuation Related Call Redirection:	System design should allow for a quick redirection of calls using a make busy feature. The circuits should be placed into a busy status, forcing calls to the pre-defined call forward busy treatment destination.
Wireless Call Processing	Systems should be designed such that Wireless Connectivity allows for the delivery of a wireless 9-1-1 call through the 9-1-1 network to a PSAP. Carriers providing wireless and set ANI, cell site and sector and/or longitudinal and latitudinal (x/y) coordinates in the appropriate format, may connect directly to 9-1-1 system. The 9-1-1 system will forward information to the PSAP as well as provide Selective Routing functions.
Private Switch ALI (PSALI) Support:	Systems should support PSALI operation. PSALI is a service offering which allows a Multi-Line Telecommunication Service (MLTS) or Private Branch Exchange (PBX)

switch to send ANI information to the 9-1-1 selective Routing system from individual stations for the purpose of providing site or station location information upon calling 9-1-1, or for selectively routing such calls to the appropriate PSAP.

PSALI should also be available to Centrex customers who wish to provide the 9-1-1 system provider with more specific location and routing information. (A PSALI customer may be, for example, a municipality or other state or local governmental unit, an authorized agent of one or more municipalities or other state or local governmental units, a MLTS or PBX owner/operator, or a Centrex customer.)

Nomadic Voice over Internet Protocol (VoIP) Support: Systems should be designed such that nomadic VoIP connectivity allows for the delivery of a VoIP 9-1-1 call through the 9-1-1 network to a PSAP. VoIP Service Providers having the capability to provide nomadic user handset ANI, service address and/or longitudinal and latitudinal (x/y) coordinates in the appropriate format, should be able to connect directly to the 9-1-1 system whereupon the 9-1-1 system should forward information to the PSAP as well as provide Selective Routing functions.

Manual Transfer: The 9-1-1 system should be designed such that the PSAP attendant may transfer an incoming 9-1-1 call by manually obtaining dial tone through use of the telephone switch hook or the appropriate button on the customer premises equipment and dialing the appropriate telephone number or speed calling code.

For more information, please contact:

Tom Hicks
Intrado Inc.
Director-Regulatory Affairs
1601 Dry Creek Dr.
Longmont, CO 80503
Tel: (972) 772-5883
Email: thomas.hicks@intrado.com

EXHIBIT K

AFFIDAVIT OF OFFICER

AFFIDAVIT

STATE OF COLORADO §
§
COUNTY OF §

The undersigned officer of Intrado Communications Inc., a Delaware corporation, does hereby verify that all of the information submitted herein is true and correct to the best of his knowledge and belief. Intrado intends to fully comply with the guidelines of the Ohio Public Utility Commission which are applicable to new entrant local exchange carriers.

Craig W. Donaldson
Senior Vice President, Regulatory Affairs
Intrado Communications Inc.

Sworn and subscribed before me this 15th day of August, 2007.

My Commission expires 10-18-09

Signature of official administering oath

COLLEEN M. LOCKETT
NOTARY PUBLIC
STATE OF COLORADO
My Commission Expires 10/18/2009