

June 16, 2017

Via E-Filing

Renee J. Jenkins, Executive Secretary
Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street
Columbus, OH 43215-3793

Re: *Joint Application for Approval of an Indirect Transfer of Control (Case
No. 17-1452-TP-ACO)*

Dear Ms. Jenkins:

Enclosed for filing is an Application of West Corporation and Olympus Holdings II, LLC ("Olympus") to Transfer Indirect Control of West Telecom Services, LLC and West Safety Communications Inc. to Olympus.

Please acknowledge receipt and acceptance of this application. Should you have any questions concerning this filing, please do not hesitate to contact me.

Respectfully Submitted,



Adam M. Peters

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM

(Effective: 9-2-2015)

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

In the Matter of the Application of West Corporation and Olympus Holdings II,) TRF Docket No. 90 -
LLC ("Olympus")) Case No. 17 - 1452 - **TP - ACO**
to Transfer Indirect Control of West Telecom Services, LLC and West Safety)
Communications Inc. to Olympus) **NOTE: Unless you have reserved a Case #, leave the**
"Case No" fields **BLANK**.

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

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

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

Notes:

Section I and II are Pursuant to Chapter 4901:1-6 OAC.

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

Section IV – Attestation.

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

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

(3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

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

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

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

Section I – Part I - Common Filings

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

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

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

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

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

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

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

*Supplemental Certification forms can be found on the Commission Web Page.

Section II – Part II – Certificate Status & Procedural

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

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

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

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

Section IV. – Attestation

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

AFFIDAVIT
Compliance with Commission Rules

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

(Name)

Please Check ALL that apply:

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

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

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

Executed on
(Date)

_____ at (Location) _____

*Signature and
Title

_____ Date _____

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

VERIFICATION

*****PLEASE SEE ATTACHED VERIFICATIONS**

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

*Signature and
Title

_____ Date _____

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

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

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

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

STATE OF NEBRASKA)
)
CITY OF OMAHA)

VERIFICATION

I, David C. Mussman, hereby declare that:

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

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

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

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

Executed this 6 day of June, 2017.

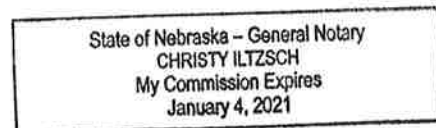


David C. Mussman
Executive Vice President, Secretary and General Counsel
West Corporation
and
Secretary, West Safety Communications Inc. and
Secretary, West Telecom Services, LLC

SWORN TO AND SUBSCRIBED before me on the 6 day of June, 2017.


Notary Public

My commission expires: 1-4-2021



STATE OF NEW YORK)
)
CITY OF NEW YORK)

VERIFICATION

I, Robert Kalsow-Ramos, hereby declare that:

- (1) I am Vice President, Secretary and Treasurer of Olympus Holdings II, LLC;
- (2) I am authorized to make this declaration on behalf of Olympus Holdings II, LLC;

and

(3) The statements in the foregoing petition relating to Olympus Holdings II, LLC are true and correct to the best of my knowledge and belief.

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

Executed this 6th day of June, 2017.



Name: Robert Kalsow-Ramos
Title: Vice President, Secretary and Treasurer

SWORN TO AND SUBSCRIBED before me on the 6th day of June, 2017.



Notary Public

My commission expires: 4-10-21

GAIL PATCHES
NOTARY PUBLIC-STATE OF NEW YORK
No. 01PA6357107
Qualified in Kings County
My Commission Expires 04-10-2021

LIST OF EXHIBITS

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

EXHIBIT A

Description of Transaction

Olympus Holdings II, LLC (“Olympus” or “Transferee”) and West Corporation (“West”) (collectively, the “Parties”) hereby respectfully request the consent of the Public Utilities Commission of Ohio (“Commission”) for the proposed indirect transfer of control to Olympus of West’s wholly-owned subsidiaries, West Safety Communications Inc. (“West Safety”) and West Telecom Services, LLC (“West Telecom,” and together with West Safety, the “Licensees”), as described in further detail below.

I. DESCRIPTION OF THE PARTIES

A. WEST AND THE LICENSEES

West is a publicly traded (Nasdaq: WSTC) Delaware corporation headquartered at 11808 Miracle Hills Drive, Omaha, Nebraska 68154. Through its subsidiaries, including West Telecom and West Safety, West is a global provider of communications and network infrastructure services primarily to business customers throughout the United States and internationally.

West Telecom (formerly known as KMC Data, LLC, and then Hypercube Telecom, LLC) is a wholly-owned indirect subsidiary of West. West Telecom is a Delaware limited liability company with a principal place of business located at 3200 W. Pleasant Run Road, Suite 300, Lancaster, Texas 75146. West Telecom provides wholesale local and national tandem switching and transport services, termination services, toll-free origination services, and Direct Inbound Dial services to telecommunications and information service providers, including wireless carriers, wireline competitive local exchange carriers (“CLECs”) and interexchange carriers, cable telephony providers, and Voice over Internet Protocol (“VoIP”) providers. West Telecom is authorized to provide local exchange services and interexchange services pursuant to Certificate No. 90-9197. West Telecom’s operating authority was initially issued to KMC Data,

LLC (“KMC”) in Case No. 01-1147-TP-ACE. KMC changed its name to Hypercube Telecom, LLC in 2008 and subsequently to West Telecom in 2015. West Telecom’s Certificate of Good Standing from the Ohio Secretary of State is provided in Exhibit B.

West Safety (formerly known as Intrado Communications Inc.) is a wholly-owned indirect subsidiary of West. West Safety is a Delaware corporation with a principal place of business located at 1601 Dry Creek Drive, Longmont, Colorado 80503. West Safety provides emergency communications services and infrastructure systems to public safety organizations and service providers, including public safety answering points, wireless carriers, wireline CLECs, cable telephony providers, and VoIP providers. West Safety is authorized to provide facilities-based and resold competitive local exchange services pursuant to Certificate No. 90-9364, and competitive emergency telecommunications services pursuant to Certificate No. 90-8000. West Safety’s operating authorities were initially issued to Intrado Communications, Inc. (“Intrado”) in Case Nos. 08-1289-TP-ACE and 07-1199-TP-ACE. Intrado changed its name to West Safety in 2016. West Safety’s Certificate of Good Standing from the Ohio Secretary of State is provided in Exhibit B.

B. OLYMPUS HOLDINGS II, LLC

Olympus is a Delaware limited liability company with a principal place of business located at 9 West 57th Street, 43rd Floor, New York, New York 10019. Olympus is a holding company formed on May 5, 2017 for the purpose of consummating this Transaction and acquiring control of West and the Licensees. Upon consummation of the Transaction, Olympus will be ultimately controlled by a principal of Apollo Global Management, LLC (“Apollo”),

Joshua J. Harris, a citizen of the United States. The equity of Olympus ultimately is held by certain investment funds managed by affiliates of Apollo, as further described in Exhibit C.¹

Apollo, which was founded in 1990, is a leading global alternative investment manager. Apollo raises, invests, and manages investment funds on behalf of some of the world's most prominent pension and endowment funds as well as other institutional and individual investors. As of March 31, 2017, Apollo managed a total of approximately \$197 billion in assets, including \$45 billion in private equity. Apollo's management team has worked together for over 30 years and leads a team of 989 employees, including 371 investment professionals as of March 31, 2017.

II. DESCRIPTION OF THE TRANSACTION

On May 9, 2017, Mount Olympus Holdings, Inc. (which is an indirect parent of Olympus), Olympus Merger Sub, Inc. ("Merger Sub") (which is a wholly-owned subsidiary of Olympus), and West entered into an Agreement and Plan of Merger pursuant to which Merger Sub will merge with and into West, with West continuing as the surviving corporation. At the time of the Transaction, the current issued and outstanding shares of West will be converted into the right for each West shareholder to receive a cash payment. The completion of the Transaction is conditioned on, among other things, obtaining required federal and state regulatory approvals, and the parties intend to consummate the Transaction as promptly as practicable after such approvals have been received and other closing conditions are satisfied or

¹ Other than the investment funds and intermediary holding companies described in Exhibit C, following consummation of the Transaction, no individual or entity will directly or indirectly hold 10 percent or more of the equity of West and the Licensees. AP VIII Olympus VoteCo, LLC, a newly formed special purpose Delaware limited liability company ("VoteCo"), will hold 100 percent of the indirect voting rights in West and the Licensees. Upon consummation of the Transaction, VoteCo will be owned and managed by three members who are Apollo investment professionals. Joshua J. Harris will own 51 percent of the voting membership interests and 33.3 percent of the equity membership interests in VoteCo, and Matthew Nord and Robert Kalsow-Ramos each will own 24.5 percent of the voting membership interests and 33.3 percent of the equity membership interests in VoteCo.

waived. As a result of the Transaction, West will become a wholly-owned, direct subsidiary of Olympus, and the Licensees will become wholly-owned, indirect subsidiaries of Olympus.

For the Commission's reference, pre- and post-Transaction organization diagrams illustrating the current and post-Transaction corporate structure are provided as Exhibit C hereto.

III. PUBLIC INTEREST CONSIDERATIONS

The Parties submit that consummation of the Transaction will serve the public interest by providing additional capital and managerial resources to West, which will in turn enhance West's ability to maintain and improve its network and services and to better compete in the telecommunications marketplace. The Transaction will occur at the parent level and will only result in a change in the ownership of West. No assignment of licenses, assets or customers will occur as a consequence of the proposed Transaction. This is an indirect transfer of control of the Licensees, and the Licensees will continue to provide service to their existing customers under the same names (*i.e.*, West Telecom and West Safety), subject to the same rates, terms, and conditions, as they do under their existing operating authorities.² Olympus, as Transferee, does not itself seek a grant of authority from the Commission to provide any services, and Olympus will provide no services. Accordingly, this Transaction will be, for all practical purposes, transparent to the customers of the Licensees. The day-to-day management and technical teams of West will remain in place following completion of the Transaction and thus the Licensees will continue to be operated by highly experienced, well-qualified management and technical personnel. West and the the Licensees will also be able to draw upon the decades of experience of the Transferee's management team as a result of the Transaction. Lastly, the proposed

² The Parties have no present intention to change the rates, terms, or conditions of services offered to customers. Any changes to the rates, terms, or conditions offered to customers that may occur in the ordinary course of business in the future will be implemented in conformance with applicable law, including obtaining any required regulatory approvals, tariffing, and other applicable legal requirements.

Transaction will not adversely affect competition in the State of Ohio as it will not result in a reduction of competitors and customers will continue to have access to the same competitive alternatives they have today.

IV. CONTACT INFORMATION

The Regulatory Contact Person, Contact Person for Annual Report, and Consumer Contact Information for the Telecommunications Filing Form are as follows:

For West Telecom:

Robert McCausland
Vice President of Regulatory and Government
Affairs
3200 West Pleasant Run Rd.
Suite 300
Lancaster, TX 75146
Tel: (469) 727-1640
Fax: (866) 432-3936
rwmccausland@west.com

For West Safety:

Mary Jane Rasher
Director of Government and Regulatory
Affairs
West Corporation
1601 Dry Creek Drive
Longmont, CO 80503
Tel: (720) 494-5849
Fax: (720) 494-6600
mrasher@west.com

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

For West, West Safety, and West Telecom:

Steven A. Augustino
Denise N. Smith
Kelley Drye & Warren LLP
3050 K Street, N.W., Suite 400
Washington, D.C. 20007
Tel: (202) 342-8614
Fax: (202) 342-8451
SAugustino@kelleydrye.com
DSmith@kelleydrye.com

For Olympus:

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

With copies to:

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

With a copy to:

Matthew Nord
Robert Kalsow-Ramos
Olympus Holdings II, LLC
c/o Apollo Management VIII, L.P
9 West 57th Street, 43rd Floor
New York, New York 10019
Fax: (646) 607-0546

sward@west.com

RKalsowRamos@wbklaw.com

AND

David C. Mussman
Executive Vice President, Secretary
and General Counsel
West Corporation
11808 Miracle Hills Dr.
Omaha, NE 68154
Tel: (402) 963-1200
Fax: (402) 963-1466
dcmussman@west.com

V. **CONCLUSION**

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

EXHIBIT B

Certificates of Good Standing from the Ohio Secretary of State

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

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



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 14th day of June, A.D. 2017.*

Jon Husted

Ohio Secretary of State

Validation Number: 201716503278

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

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



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 14th day of June, A.D. 2017.*

Jon Husted

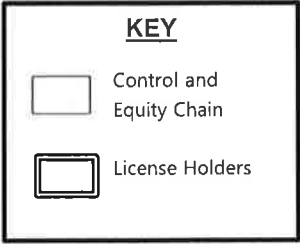
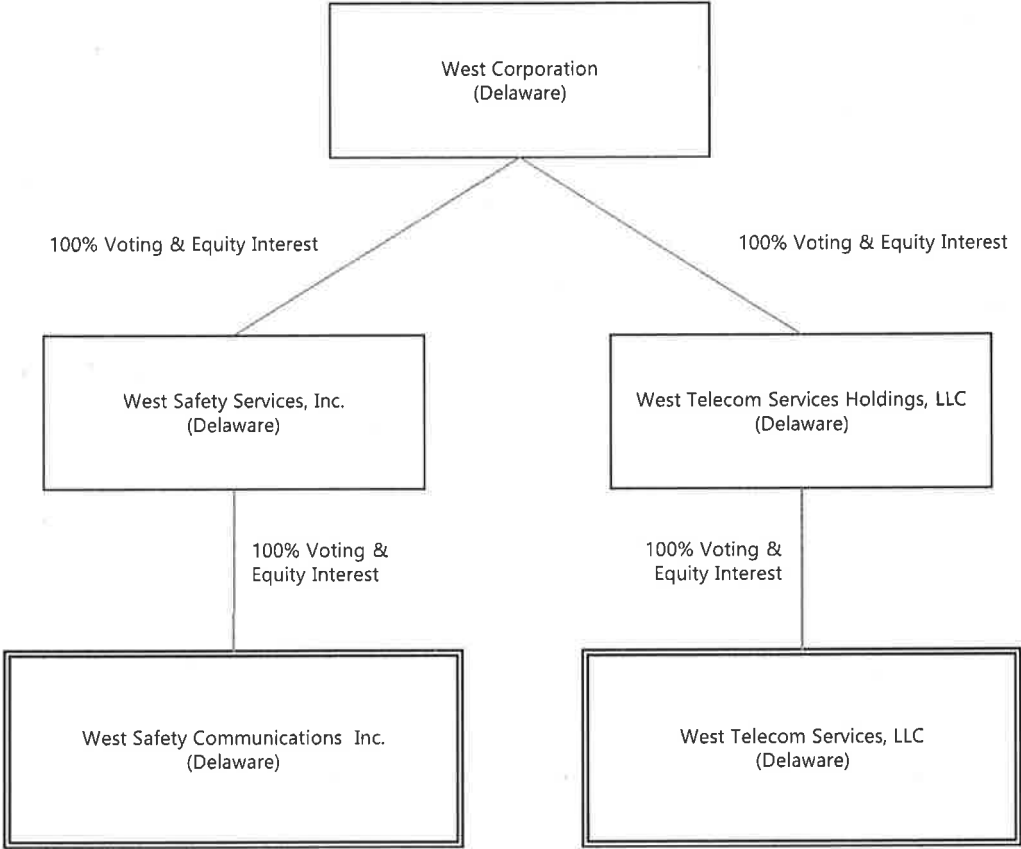
Ohio Secretary of State

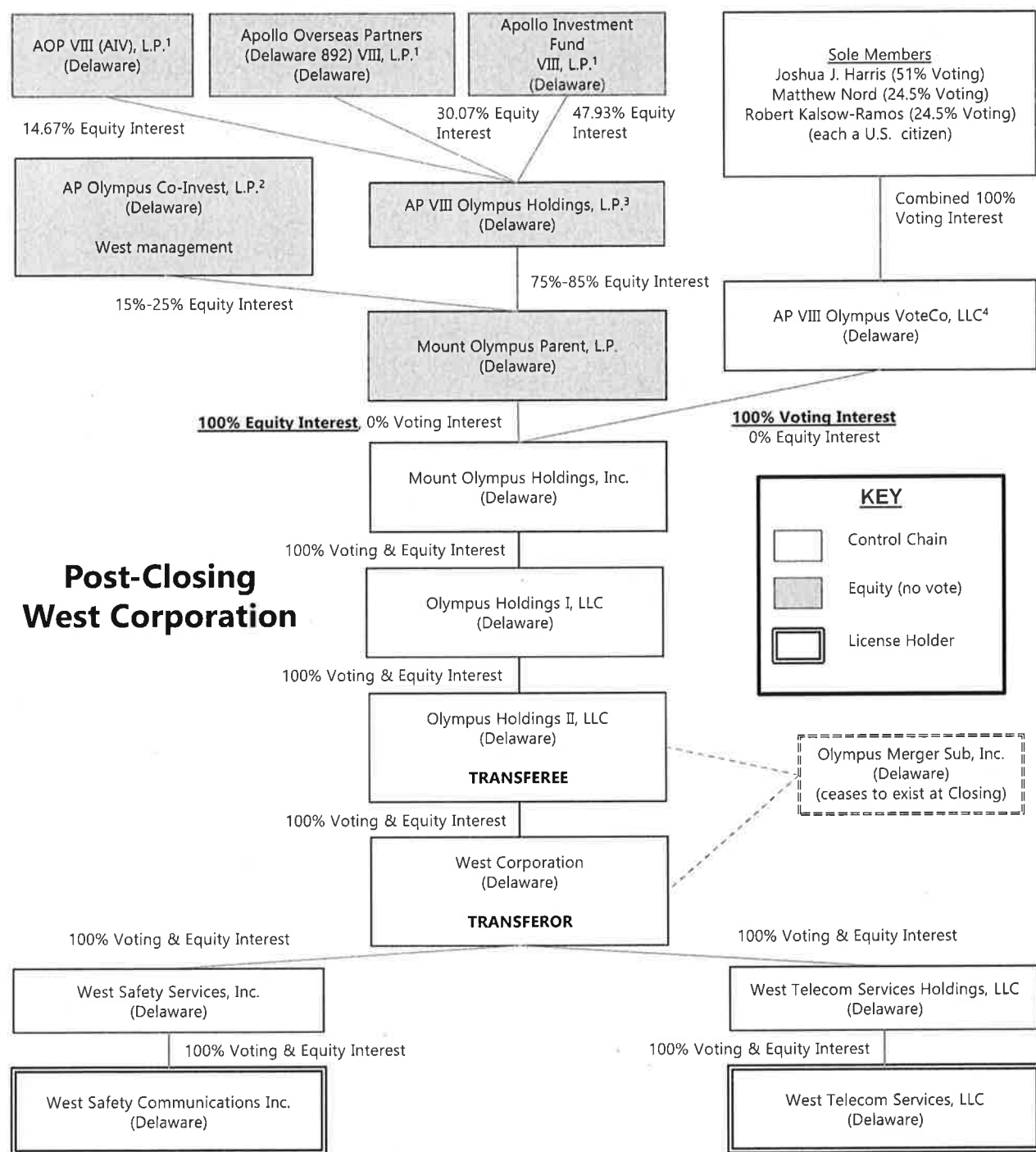
Validation Number: 201716503272

EXHIBIT C

Pre- and Post-Transaction Organizational Charts

Pre-Closing West Corporation





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

² AP Olympus Co-Invest, L.P. ("AP Co-Invest") and members of West management collectively are expected to hold a 15%-25% equity interest in Mount Olympus Parent, L.P. ("Mount Olympus"), but their respective equity interests will not be known until closing. Although AP Co-Invest may hold a 10% or greater interest in Mount Olympus, no general or limited partner of AP Co-Invest and no member of West management, individually or in combination with any investment such person or entity also may have in the AP Funds, will hold a 10% or greater aggregate direct or indirect equity interest in Mount Olympus.

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

⁴ AP VIII Olympus VoteCo, LLC ("VoteCo") is managed by a two-person board of managers. The managers are appointed by Joshua Harris. VoteCo's initial two managers will be Matthew Nord and Robert Kalsow-Ramos, who are also VoteCo officers.

EXHIBIT D

List of Officers and Directors

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

Olympus Holdings II, LLC (Transferee)

Pre-Closing	Post-Closing
Robert Kalsow-Ramos (Vice President, Secretary, and Treasurer)	Robert Kalsow-Ramos (Vice President, Secretary, and Treasurer)
Matthew Nord (CEO and President)	Matthew Nord (CEO and President)

West Corporation (Transferor)

Pre-Closing	Post-Closing
Lee Adrean (Director)	
Thomas B. Barker (Chairman of the Board, CEO, Director)	Thomas B. Barker (CEO)
Ronald Beaumont (President – Telecom and Safety Services)	Ronald Beaumont (President – Telecom and Safety Services)
Nancee R. Berger (President and COO)	Nancee R. Berger (President and COO)
Donald M. Casey, Jr. (Director)	
Anthony J. DiNovi (Director)	
J. Scott Etzler (President – United Communications Services and Revenue Generation Services)	J. Scott Etzler (President – United Communications Services and Revenue Generation Services)
Paul R. Garcia (Director)	
Laura A. Grattan (Director)	
Jon “Skip” R. Hanson (President – Interactive Services)	Jon “Skip” R. Hanson (President – Interactive Services)
Jeanette A. Horan (Director)	
Michael A. Huber (Director)	
Rodney J. Kempkes (CAO)	Rodney J. Kempkes (CAO)
Jan D. Madsen (CFO, Treasurer)	Jan D. Madsen (CFO, Treasurer)
David C. Mussman (EVP, Secretary and General Counsel)	David C. Mussman (EVP, Secretary and General Counsel)

Diane E. Offereins (Director)	
Gregory T. Sloma (Director)	
Nicole B. Theophilus (EVP – Human Resources)	Nicole B. Theophilus (EVP – Human Resources)
David J. Treinen (EVP – Corporate Development and Planning)	David J. Treinen (EVP – Corporate Development and Planning)
	Robert Kalsow-Ramos (Director)
	Matthew Nord (Director)

West Safety Communications Inc. (Licensee)

Pre-Closing	Post-Closing
Thomas B. Barker (CEO, Director)	Thomas B. Barker (CEO, Director)
Ronald Beaumont (President)	Ronald Beaumont (President)
Nancee R. Berger (COO, Director)	Nancee R. Berger (COO, Director)
Rodney J. Kempkes (CAO)	Rodney J. Kempkes (CAO)
Jan D. Madsen (CFO, Treasurer, Director)	Jan D. Madsen (CFO, Treasurer, Director)
David C. Mussman (Secretary)	David C. Mussman (Secretary)

West Telecom Services, LLC (Licensee)

Pre-Closing	Post-Closing
Thomas B. Barker (CEO)	Thomas B. Barker (CEO)
Ronald Beaumont (President)	Ronald Beaumont (President)
Nancee R. Berger (COO)	Nancee R. Berger (COO)
Rodney J. Kempkes (CAO)	Rodney J. Kempkes (CAO)
Jan D. Madsen (CFO, Treasurer)	Jan D. Madsen (CFO, Treasurer)
David C. Mussman (Secretary)	David C. Mussman (Secretary)

Biographies

Lee Adrean. Mr. Adrean served as Corporate Vice President and Chief Financial Officer of Equifax, Inc., an information services company, from October 2006 until May 2014. Prior to joining Equifax, Mr. Adrean served as chief financial officer of several other public companies in the Transaction processing, Internet services, and financial services industries, and served as a strategy consultant for 11 years with Bain & Company. Mr. Adrean currently serves on the Board of Directors and as chair of the Audit Committee of Vantiv, Inc.

Thomas B. Barker. Mr. Barker joined West Corporation in 1991 as Executive Vice President of

West Interactive Corporation. He was promoted to President and Chief Operating Officer of West Corporation in March 1995. He was promoted to President and Chief Executive Officer of the Company in September 1998 and served as President until January 2004. Mr. Barker has been a director of the West Corp. since 1997 and Chairman of the Board since March 2008.

Ronald R. Beaumont. Mr. Beaumont served as Chief Executive Officer of HyperCube LLC since its formation in 2005 until HyperCube was acquired by West in March 2012. Mr. Beaumont has served as President of HyperCube, which was renamed West Telecom Services in 2015, since acquired by West. In January 2016, Mr. Beaumont was named President of West Safety Services.

Nancee R. Berger. Ms. Berger joined West Interactive Corporation in 1989 as Manager of Client Services. Ms. Berger was promoted to Vice President of West Interactive Corporation in May 1994. She was promoted to Executive Vice President of West Interactive Corporation in March 1995 and to President of West Interactive Corporation in October 1996. She was promoted to Chief Operating Officer in September 1998 and to President and Chief Operating Officer in January 2004.

Donald M. Casey, Jr. Mr. Casey is Chief Executive Officer, Medical segment for Cardinal Health, Inc., a healthcare services company, and has served in that position since April 2012. Before joining Cardinal Health, Inc., Mr. Casey served as Chief Executive Officer of the Gary and Mary West Wireless Health Institute, a non-profit research organization focused on lowering the cost of healthcare through novel technology solutions, from March 2010 to March 2012. Previously, Mr. Casey served as worldwide Chairman for Johnson & Johnson's Comprehensive Care Group. Mr. Casey serves on the Board of Directors of Surgical Specialties (formerly AngioTech). Within the last five years, Mr. Casey formerly served on the Board of Directors of Bidel Inc. from 2009 to 2012. Mr. Casey joined the Board in December 2015.

Anthony J. DiNovi. Mr. DiNovi is Co-President of THL, a private equity firm. Mr. DiNovi joined THL in 1988. Mr. DiNovi currently serves on the Board of Directors of Dunkin' Brands Group, Inc. Mr. DiNovi has been a director of West since 2006 and was Chairman of the Board from October 2006 until March 2008.

J. Scott Etzler. Mr. Etzler joined InterCall, Inc. in June 1998 as President and Chief Operating Officer and was Chief Executive Officer from March 1999 until InterCall was acquired by West in May 2003. Mr. Etzler has served as President of InterCall, which was renamed West Unified Communications Services in 2016, since the acquisition in May 2003. In 2016, Mr. Etzler was also named President of West Revenue Generation Services.

Paul R. Garcia. Mr. Garcia is the former Chairman of the Board of Directors and Chief Executive Officer of Global Payments Inc., a leading provider of payment processing services, that processes billions of payment card, check and ecommerce transactions annually for over one million merchant locations worldwide. Mr. Garcia served as Chief Executive Officer of Global Payments Inc. from February 2001 until October 2013, and served as its Chairman of the Board of Directors from 2001 to 2014. Mr. Garcia was also the Chief Executive Officer of NDC eCommerce, a division of National Data Corporation from July 1999 to January 2001. Mr. Garcia was President and Chief Executive Officer of Productivity Point International from

March 1997 to September 1998, Group President of First Data Card Services from 1995 to 1997, and Chief Executive Officer of National Bancard Corporation from 1989 to 1995. Mr. Garcia has been a director of Dun & Bradstreet Corporation since May 2012 and a director of SunTrust Banks, Inc. since August 2014.

Laura A. Grattan. Ms. Grattan is a Managing Director at THL, a private equity company. Ms. Grattan joined THL in 2005. Ms. Grattan is currently a director of iHeartMedia, Inc. Within the last five years, Ms. Grattan formerly served on the board of inVentiv Health, Inc. from 2010 to 2016.

Jon "Skip" R. Hanson. Mr. Hanson joined West in 1991 as a Business Analyst. From 1999 until 2008, he served as Chief Administrative Officer and Executive Vice President of Corporate Services. From 2008 until 2012, Mr. Hanson was President of West Customer Management Group. In 2013, Mr. Hanson was named President of West Interactive Corporation and since 2014, has served as President of West Interactive Services.

Jeanette A. Horan. Ms. Horan has served as a consultant to technology companies since retiring from International Business Machines Corporation ("IBM"), a technology services company, where she served in a variety of leadership roles from 1998 until August 2015. Ms. Horan most recently served as a Managing Director for IBM from June 2014 until her retirement. Ms. Horan's prior positions for IBM included Chief Information Officer from May 2011 to June 2014, Vice President, Enterprise Business Transformation from July 2006 to May 2011, and Vice President, Development, Software Group from April 1998 to June 2006. Ms. Horan currently serves as a member of the supervisory board of Wolters Kluwer nv, a global provider of information, software and services to professionals. Within the last five years, Ms. Horan formerly served on the Board of Directors of Microvision Inc. from 2006 to 2017.

Michael A. Huber. Mr. Huber is a Managing Principal of Quadrangle, a private investment firm, where he has served as President since January 2011, and is a Managing Member of Lavien Group LLC, a private investment firm. Mr. Huber currently serves on the Boards of Directors of Tower Vision Mauritius Limited and of Hargray Holdings LLC. Within the last five years, Mr. Huber formerly served on the Boards of Directors of Lumos Networks Corp. from 2011 to 2014 and of NTELOS Holdings Corp. from 2005 to 2016. Mr. Huber is also a member of the Board of Trustees of Macalester College.

Robert Kalsow-Ramos. Mr. Kalsow-Ramos is a Principal in Apollo Global Management's Private Equity Group, where he has worked since 2010. Prior to joining Apollo, Mr. Kalsow-Ramos was a member of the Transportation Investment Banking Group at Morgan Stanley from 2008 to 2010. He also serves on the Board of Managers of Hexion Holdings LLC and on the Board of Directors of MPM Holdings Inc. Mr. Kalsow-Ramos was previously a director of Noranda Aluminum Holding Corporation.

Rodney J. Kempkes. Mr. Kempkes has served as Chief Administrative Officer since July 2012. Mr. Kempkes joined West in 1989 as part of the finance group. Throughout his tenure at West, Mr. Kempkes has held various executive roles, including President of West Direct Inc. from March 2009 until May 2012.

Jan D. Madsen. Ms. Madsen joined West Corporation in December 2014 and was named Chief Financial Officer and Treasurer in 2015. Prior to joining West, Ms. Madsen served as Vice President for Finance for Creighton University from September 2010 to December 2014. Prior to joining Creighton University, Ms. Madsen served as a consultant and, prior thereto, as Chief Financial Officer for the Financial Services Division of First Data Corporation.

David C. Mussman. Mr. Mussman joined West Corporation in January 1999 as Vice President and General Counsel and was promoted to Executive Vice President in 2001. Prior to joining West, Mr. Mussman was a partner at the law firm of Erickson & Sederstrom. In 2006, Mr. Mussman became Secretary of West.

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

Diane E. Offereins. Ms. Offereins was named executive vice president, payment services in 2008 with responsibility for Discover Network, PULSE and Diners Club International. Ms. Offereins was executive vice president and chief technology officer from 1998 to 2008. She has overseen the PULSE Network since 2006. From 1993 to 1998, Diane was at MBNA America Bank, most recently as senior executive vice president. She holds a Bachelor of Business Administration degree in accounting from Loyola University.

Gregory T. Sloma. Mr. Sloma is a business, financial and tax advisor to private companies. Mr. Sloma is also a member of the Board of Directors and chairman of the Audit Committee of Financial Transmission Network, Inc., a private company which designs, develops and manages scalable, customized solutions that incorporate check scanning, ACH processing, card processing and ID verification on a single, managed platform, and a member of the Board of Directors of Drake Williams Steel, Inc., a construction service and supply company. From July 2001 to January 2004, Mr. Sloma was Vice Chairman and Director of Mergers & Acquisitions of Data Transmission Network Corporation ("DTN"), an Omaha-based provider of electronic information and communication services. Prior to holding this position, Mr. Sloma served as DTN's President and Chief Executive Officer. He was an employee of DTN since April 1993, holding the positions of President and Chief Operating Officer, Executive Vice President and Chief Financial Officer and Executive Vice President and Chief Operating Officer.

Nicole B. Theophilus. Ms. Theophilus joined West in April 2016 as Chief Human Resources Officer. Prior to joining West, Ms. Theophilus served as head of Human Resources for ConAgra, Inc. from November 2009 to August 2015, after initially joining ConAgra in 2006 as its Vice President & Chief Employment Counsel. Prior to joining ConAgra, Ms. Theophilus practiced law, most recently at Blackwell Sanders Peper Martin, LLP (now known as Husch Blackwell).

David J. Treinen. Mr. Treinen joined West Corporation in 2007 as Executive Vice President, Corporate Development and Planning. Prior to joining West, he served as Executive Vice

President, Corporate Development and Strategy for First Data Corporation from September 2006 until September 2007. Prior to that assignment, Mr. Treinen held a number of responsibilities with First Data Corporation including Senior Vice President from February 2006 to August 2006, President of First Data Government Solutions from April 2004 to January 2006 and Managing Director of eONE Global, a First Data Corporation subsidiary, from November 2000 through March 2004.

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

6/16/2017 5:20:58 PM

in

Case No(s). 17-1452-TP-ACO

Summary: Application Joint Application of West Corporation and Olympus Holdings II, LLC to Transfer Indirect Control of West Telecom Services, LLC and West Safety Communications Inc. electronically filed by Adam M Peters on behalf of Olympus Holdings II, LLC