

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of	)	
	)	
Smoothstone IP Communications Corporation	)	WC Docket No. _____
	)	IB File No. _____
Application for Consent to Transfer Control	)	
of a Company Holding International Section	)	
214 Authority and Blanket Domestic Section	)	
214 Authority Pursuant to Section 214 of the	)	
Communications Act of 1934, as Amended	)	

JOINT DOMESTIC AND INTERNATIONAL APPLICATION

Smoothstone IP Communications Corporation (“Smoothstone”) and West Corporation (“West”) (together the “Applicants”) hereby respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. §214, and Sections 63.03, 63.04 and 63.24(e) of the Commission’s Rules, 47 CFR §§ 63.03, 63.04, 63.24(e), to transfer control of Smoothstone to West. Smoothstone provides a full range of IP-based Unified Communications services and products to business customers in forty-three states. West is a leading provider of technology-driven voice-oriented solutions.

Pursuant to Section 63.04(b) of the Commission’s Rules, 47 C.F.R. § 63.04(b), the Applicants are filing a combined application for the proposed transfer of control of Smoothstone. The Applicants provide below the information required by Section 63.24(e)(2) of the Commission’s Rules, 47 C.F.R. § 63.24(e)(2). **Exhibit A** provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission’s Rules, 47 C.F.R. § 63.04(a)(6)-(12).

The Applicants request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules because (i) the proposed transaction will result in Applicants (including their affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (ii) the Applicants (including their affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (iii) neither Smoothstone nor West nor any of their affiliates is regulated as dominant with respect to any service. This Application qualifies for streamlined treatment under Section 63.12(c) of the Commission's Rules because (i) West is not affiliated with a foreign carrier and will not become affiliated with any foreign carrier as a result of the proposed transaction; (ii) West is not affiliated with any dominant U.S. carrier whose international switched or private line services West or Smoothstone seeks authority to resell, nor will West or Smoothstone be so affiliated post-close; and (iii) none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

I. DESCRIPTION OF THE APPLICANTS

A. Smoothstone

Smoothstone is a corporation organized under the laws of Delaware. Its principal place of business is 200 Smoothstone Center, 401 S. Fourth Street, Louisville, KY 40202.

Smoothstone provides cutting –edge IP-based solutions, including MPLS-based application networking, enterprise voice solutions, advanced call handling, contact center

and messaging tools services to multiple-site enterprise customers in forty-three states. Smoothstone holds blanket domestic Section 214 authority, as well as international Section 214 authority granted in FCC File No. ITC-214-20110309-00066 to operate as a global or limited global facilities-based and resale carrier. Smoothstone is not a foreign carrier and is not affiliated with foreign carriers in any market. Smoothstone has no affiliates that offer domestic or international telecommunications services.

Smoothstone's primary shareholder is MK Capital SBIC ("MK Capital"), a US venture capital firm which holds 27% of Smoothstone. MK Capital has two major shareholders, each of whom owns 40% of the firm.

B. West

West is a corporation organized under the laws of Delaware. Its principal place of business is located at 11808 Miracle Hills Drive, Omaha, NE 68154. Through its subsidiaries, West provides a broad range of communications and infrastructure management solutions to business customers throughout the United States and globally. West's services include conferencing, automated services, systems integration and consultation, sales solutions and public safety infrastructure for use in a variety of industries, including telecommunications, banking, retail, financial services, technology and healthcare. West has an indirect subsidiary, Intrado Communications Inc. ("Intrado"), providing 911-related telecommunications services in the United States. Intrado provides telecommunications services in Florida, North Carolina, Pennsylvania and Virginia. Another subsidiary, InterCall, Inc., is a private services provider, delivering advanced audio, event, Web and video conferencing solutions throughout the United States and in fourteen countries as well as Latin America. No other West

subsidiaries provide telecommunications services in the United States. None of West's subsidiaries are foreign carriers.

West is primarily owned by Gary L. West, Mary E. West and two investment funds, the Quadrangle Group Funds and the Thomas H. Lee Funds. The Quadrangle Group Funds collectively hold an interest of slightly more than 10 percent in West. Quadrangle Group is a private investment firm based in New York City with more than \$3 billion in assets under management. Quadrangle Group invests in media and communications companies through separate private and public investment strategies. Since its inception in 2000, Quadrangle Group's private equity funds have completed over 20 investments in the communications sector. Of relevance to this filing, Quadrangle's current investments include Hargray Communications Group, an integrated telecommunications provider serving southeastern South Carolina and northeastern Georgia. Hargray's operations include traditional telephone carrier services, Internet services, cable television, wireless telephone and a telephone directory publishing operation.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of an Agreement and Plan of Merger ("Agreement") dated April 11, 2011, by and among West, Goliath Merger Corporation ("Merger Sub"), a newly formed wholly-owned subsidiary of West, and Smoothstone, Merger Sub will merge with and into Smoothstone. Smoothstone will be the surviving corporation and will continue in existence as a wholly-owned subsidiary of West.

The transaction will be transparent to Smoothstone's customers, which will continue to be served without interruption by Smoothstone after the transaction is

consummated. The operations of West's other subsidiaries will not be affected by the transaction described herein. A corporate structure diagram is appended as Exhibit B.

III. PUBLIC INTEREST STATEMENT

The transfer of control of Smoothstone will serve the public interest. The financial, technical, and managerial resources that West will bring to Smoothstone will enhance Smoothstone's ability to compete in the communications and information services marketplace. West and its current subsidiaries are established providers of enterprise solutions for wholesale and business customers and service providers for public safety operations. Their collective history of providing quality service to customers demonstrates that West is legally, technically and financially qualified to own and operate Smoothstone as proposed in the Agreement.

At the same time, the proposed transaction will have no adverse impact on Smoothstone's existing customers. These customers will continue to receive their existing services at the same rates, terms and conditions as at present. Any future changes to the rates, terms and conditions of service will be made consistent with Commission requirements.

Furthermore, the proposed transaction does not present any anti-competitive concerns. The merger of Smoothstone and West will have no adverse effect upon competition in the markets for local, intrastate toll or domestic interstate telecommunications services. West's subsidiary, Intrado, provides telecommunications services in Florida, North Carolina, Pennsylvania and Virginia. To the extent that Smoothstone, as an interconnected VoIP provider, provides services to customers in these states, there is no overlap in services. Intrado delivers 911 services and support while

Smoothstone offers cloud-based unified communications systems to enterprise customers. As a result, the proposed merger will be complementary, enabling the expanded West companies to provide a broader range of services to customers.

In addition, the proposed transaction poses no risk of anticompetitive impact on the U.S. international telecommunications marketplace. West does not provide international telecommunications services and Smoothstone has only recently been granted international authority. Smoothstone is not a foreign carrier, nor is it affiliated with a foreign carrier in any market. Smoothstone will not become a foreign carrier or be affiliated with a foreign carrier as a result of the proposed transaction. Consequently, there is no anticompetitive overlap of international services or markets.

Finally, the proposed transaction does not raise any national security or law enforcement concerns. All of Smoothstone's new shareholders will be U.S. citizens or organized under U.S. law.

IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

The Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

(a) Name, address and telephone number of the Applicants:

Smoothstone IP Communications Corporation (*Licensee, Transferor*)
200 Smoothstone Center
401 S. Fourth Street
Louisville, KY 40202
800-773-3037

West Corporation (*Transferee*)
11808 Miracle Hills Drive
Omaha, NE 68154
(402) 963-1200

- (b) Smoothstone and West are each Delaware corporations.
- (c) Correspondence concerning this Application should be sent to:

For Smoothstone:

Brad Estes
Vice President of Finance
Smoothstone IP Communications Corporation
200 Smoothstone Center
401 S. Fourth Street
Louisville, KY 40202

For West:

David C. Mussman
Executive Vice President – General Counsel
West Corporation
11808 Miracle Hills Drive
Omaha, NE 68154

with copy to:

Steven A. Augustino
Winafred Brantl
KELLEY DRYE & WARREN LLP
3050 K Street, N.W.
Washington, D.C. 20007
Tel: (202) 342-8819
saugustino@kelleydrye.com
wbrantl@kelleydrye.com

- (d) Smoothstone holds international Section 214 authority, granted in FCC File No. ITC-214-20110309-00066, to operate as a global or limited global facilities-based and resale carrier. Neither West nor its current subsidiaries holds international FCC authority.

- (h) Post-close, Smoothstone will be a wholly-owned subsidiary of West, a Delaware corporation. The following individuals or entities hold a 10% or greater interest in West and thus will hold a 10% or greater interest in Smoothstone post close:

Gary L. West
9746 Ascot Drive
Omaha, NE 68114
Citizenship: US
Principle Business: Communications
Percent interest held:¹
 11.8% Class A shares
 12.5% Class L shares

Mary E. West
9746 Ascot Drive
Omaha, NE 68114
Citizenship: US
Principle Business: Communications
Percent interest held:
 10.9% Class A shares
 12.5% Class L shares

Quadrangle Group Funds
375 Park Avenue, 14th Floor
New York, NY 10152
Citizenship: US
Principle Business: Investment
Percent interest held:
 11.4% Class A shares
 12.5% Class L shares

The Thomas H. Lee (THL) Funds
Total percentage interest held:
 54.6% Class A shares
 60.1% Class L shares

¹ This includes 750,000 Class A shares of common stock owned by the Gary and Mary West Wireless Health Institute (the "Institute"), a nonprofit organization which has appointed Mr. West as sole representative and proxy with respect to its shares. Mr. West disclaims any beneficial ownership of any shares held by the Institute.

The THL funds beneficial ownership of West is currently as follows:

Shareholder	% L Ownership	% A Ownership
Thomas H. Lee Equity Fund VI, L.P.	24.9%	22.6%
Thomas H. Lee Parallel Fund VI, L.P.	16.9%	15.3%
Thomas H. Lee Parallel (DT) Fund VI, L.P.	2.9%	2.7%
THL Coinvestment Partners, L.P.	0.0%	0.0%
THL Equity Fund VI Investors (West), L.P.	13.1%	11.9%
Putnam Investments Holdings, LLC	0.1%	0.1%
Putnam Investments Employees' Securities Company III LLC	0.1%	0.1%
THL Equity Fund VI Investors (West) HL, L.P.	2.0%	1.8%

The THL Funds general partner is THL Equity Advisors VI, LLC whose sole member is Thomas H. Lee Partners, L.P. The general partner of Thomas H. Lee Partners, L.P is Thomas H. Lee Advisors, LLC. Each of the THL Funds entities listed above is a US citizen, has a principle business of investment and is located at 100 Federal Street, 35th Floor, Boston, MA 02110.

The Putnam Funds are co-investment entities of the THL Funds. Putnam Holdings is the managing member of Putnam Investments Employees Securities Company III LLC. Putnam Investments LLC is the managing member of Putnam Holdings. Each of the Putnam Funds entities listed above is a US citizen, has principal business of investment and is located c/o Putnam Investment, Inc., 1 Post Office Square, Boston, MA 02109.

No limited partner in the Thomas H. Lee fund holds a ten percent or greater interest in West and, by extension, in Smoothstone.

There will be no interlocking directorates with any foreign carrier following consummation of the proposed transaction.

The address of Smoothstone post-close is
200 Smoothstone Center
401 S. Fourth Street
Louisville, KY 40202

The address of West post-close is
11808 Miracle Hills Drive
Omaha, NE 68154.

- (i) As evidenced by the signature of West's representative to this Application, West certifies that (a) West is not a foreign carrier and is not affiliated with a foreign carrier, and (b) West will not become a foreign carrier or become affiliated with a foreign carrier post-close.
- (j) As evidenced by the signature of West's representative to this Application, West certifies that it does not seek to provide international telecommunications services to any destination country where, post-close, (i) West is a foreign carrier; (ii) West controls a foreign carrier; (iii) any entity that owns more than 25 percent of West, or that controls West, controls a foreign carrier; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of West and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) As evidenced by the signature of West's representative to this Application, West certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and that it will not enter into such agreements in the future.
- (o) As evidenced by the signatures of West's and Smoothstone's representatives to this Application, West and Smoothstone each certify that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) West requests streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment under Section 63.12(c) of the Commission's Rules because (i) West is not affiliated with a foreign carrier and will not become affiliated with any foreign carrier as a result of the proposed transaction; (ii) West is not affiliated with any dominant U.S. carrier whose international switched or private line services West seeks authority to resell, nor will West become so affiliated post-close; and (iii) none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in Exhibit A.

VI. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

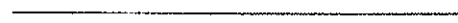
Respectfully submitted,

West Corporation

**Smoothstone IP
Communications Corporation**



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Executive Vice President - Corporate
Development and Planning
West Corporation
11808 Miracle Hills Drive
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Its Attorneys

Date: 4/19/11

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Respectfully submitted,

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Its Attorneys

Date: April 19, 2011

LIST OF EXHIBITS

EXHIBIT A – Information Required by 47 C.F.R. §63.04
EXHIBIT B – Corporate Structure Diagram(s)

EXHIBIT A

INFORMATION REQUIRED BY 47 C.F.R. §63.04

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of its request.

63.04(b)(6): Description of the Transactions

The proposed transaction is described in Section II of the Application.

63.04(b)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is included in Section I of the Application.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules because (1) the proposed transaction will result in the Applicants (including their affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) the Applicants (including their affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(b)(10): Special Considerations

None.

63.04(b)(11): Waiver Requests (If Any)

None.

63.04(b)(12): Public Interest Statement

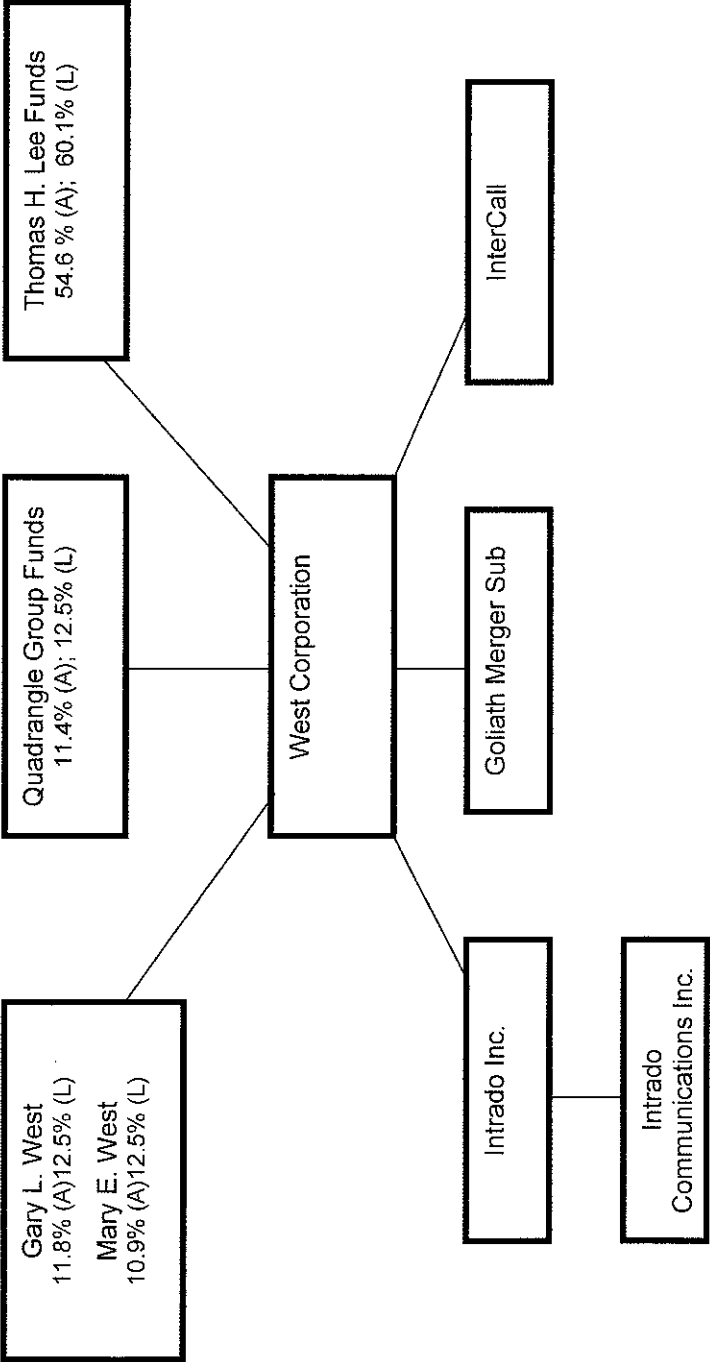
Consummation of the proposed transaction will serve the public interest for the reasons detailed in Section IV of the Application.

EXHIBIT B

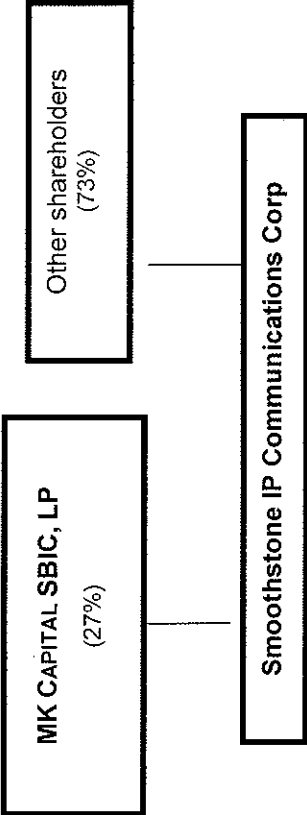
Pre- and Post-Merger Organizational Charts

**WEST CORPORATION
PRE-MERGER**

(including referenced subsidiaries only)



**SMOOTHSTONE IP COMMUNICATIONS CORPORATION
PRE-MERGER**



WEST CORPORATION
POST-MERGER
(including referenced subsidiaries only)

