

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

In the Matter of)
) WC Docket No. _____
HyperCube Telecom, LLC,)
) IB File No. _____
West IP Communications, Inc.,)
)
and)
)
West Corporation)
)
Application for Consent to the Elimination)
of a Controlling Interest in Companies)
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

HyperCube Telecom, LLC (“HyperCube”), West IP Communications, Inc. (“West IP”) and West Corporation (“West” and, together with HyperCube and West IP, 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 63.04 and 63.24(e) of the Commission’s Rules, 47 CFR §§ 63.04, 63.24(e) to undertake one or more stock transactions that may result in the elimination of a controlling interest in Applicants. The transaction will not result in any loss or impairment of service for any customers.

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 change of control of HyperCube and West IP. The Applicants provide below the information required by

Sections 63.04(a)(6) through (a)(12) and 63.24(e)(2) of the Commission's Rules, 47 C.F.R. §§ 63.04(a)(6) through (a)(12), 63.24(e)(2).

The Applicants request streamlined treatment for this Application. Consistent with Section 63.03(b)(1)(ii), 47 C.F.R. §63.03(b)(1)(ii), new stockholders in West resulting from the proposed stock sales will be members of the public and are not expected to include telecommunications providers. Moreover, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2), 47 C.F.R. 63.03(b)(2), because (i) immediately following the transaction, Applicants (and their Affiliates, as that term is defined in Section 3(1) of the Act, 47 U.S.C. § 153(1) ("Affiliates")) will have a market share in the interstate, interexchange market of less than 10%; and (ii) Applicants (and their Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction.

Applicants similarly submit that this Application qualifies for streamlined treatment pursuant to Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), because although HyperCube holds a recently granted license from Canada and both HyperCube and West IP are affiliated with foreign carriers, all West-affiliated foreign carrier operations are located in World Trade Organization ("WTO") member countries and none of the foreign carriers holds market power. Further, Applicants are not affiliated with any dominant U.S. carrier whose international switched or private line services HyperCube or West IP seek authority to resell, nor will Applicants be so affiliated post-close; and, furthermore, 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. HyperCube

HyperCube is a Delaware limited liability company located at 3200 W. Pleasant Run Road, Suite 300, Lancaster, TX 75146. HyperCube 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 CLECs and IXC, cable telephony providers, and VoIP providers. HyperCube's customers are telecommunications and information service providers, including wireless carriers, wireline CLECs and IXC, cable telephony providers, and Voice over Internet Protocol ("VoIP") providers.

HyperCube provides service to its customers using its nationwide optical backbone network that is both IP- and TDM-based. While HyperCube owns and operates its own network equipment, it leases transmission lines (including access circuits) from other carriers. HyperCube's services are currently available in 47 states¹ and the District of Columbia.

HyperCube holds blanket domestic Section 214 authority as well as international Section 214 authority, granted in FCC File No. ITC-214-20050203-00058, to operate as a global or limited global facilities-based and resale carrier. HyperCube has recently been

¹ Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming.

granted a Basic International Telecommunications Services (BITS) license from Canada.

B. West IP

West IP is a Delaware corporation located at 401 S. 4th St., Louisville, KY 40202. West IP primarily provides interconnected VoIP services to business customers in all 50 states plus the District of Columbia.

West IP 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.

C. West

West is a publically traded (Nasdaq: WSTC) Delaware corporation headquartered at 11808 Miracle Hills Dr, Omaha, NE 68154. West is the direct or indirect parent company of several subsidiary companies, including HyperCube and West IP. Through its subsidiaries, West provides a broad range of communications and network infrastructure solutions to business customers throughout the United States and globally. These services include emergency communications services, wholesale local and national tandem switching and transport services, conferencing and other meeting replacement services, alerts and notification services, automated call processing, and unified communications services. The voice and data solutions of West's subsidiaries are deployed in a variety of industries, including telecommunications, banking, retail, financial services, technology and healthcare. West does not directly hold Section 214 authority or any other telecommunications authority.

In addition to HyperCube and West IP, West operates through the following subsidiaries, as relevant to this Application.

- *Intrado Communications Inc.* (“Intrado”) and its wholly-owned subsidiary, *Intrado Communications of Virginia Inc.*, currently provide telecommunications services in Florida, Louisiana, Nevada, North Carolina, Ohio, Pennsylvania, South Carolina, Texas, Vermont, and Virginia. Intrado or one of its subsidiaries holds certificates or registrations to provide local, intrastate toll, or emergency services in all U.S. states except for Alaska, Iowa, Maine and New Hampshire.
- *InterCall, Inc.* is a U.S. entity and a private services provider that delivers advanced audio, event, web and video conferencing solutions throughout the U.S. and outside of the U.S. as well.
- *InterCall Conferencing Services Limited* is a United Kingdom (“UK”) entity with authority to provide voice and/or data services in Belgium, France, and the UK.²
- *InterCall Canada, Inc.* is a Canadian entity licensed to provide resold voice and/or data services in Canada as well as international services to and from Canada.
- *Preferred One Stop Technologies Limited* is a UK entity licensed to provide non-conferencing voice and/or data services in the UK.

No other West subsidiaries hold regulatory authority to provide telecommunications services in the United States.

West is not a foreign carrier. Certain West subsidiaries, as noted above, are licensed for telecommunications operations in foreign countries; however, these subsidiaries operate in WTO countries and do not hold market power.

² InterCall UK as well as other foreign affiliated companies also provide conferencing services worldwide.

II. OWNERSHIP OF WEST AND ITS SUBSIDIARIES

As noted above, West is a publicly-held corporation. West's primary shareholders are:

The THL Funds. Funds managed by Thomas H. Lee Partners, L.P. (the "THL Funds")³ currently hold approximately 22% of West. The THL Funds are limited partnerships and limited liability companies formed under the laws of Delaware. Thomas H. Lee Partners, L.P. is a private equity firm headquartered at 100 Federal St., 35th Floor, Boston, MA 02110. All THL entities discussed in this Application are U.S. entities.

The Quadrangle Funds. Funds affiliated with Quadrangle Group LLC (the "Quadrangle Funds")⁴ currently hold approximately 5% of West. The Quadrangle Funds are limited partnerships formed under the laws of Delaware. Quadrangle Group LLC is a private investment firm located at 1065 Avenue of the Americas, New York, NY 10018. All Quadrangle entities discussed in the Application are U.S. entities. Quadrangle's current telecommunications investments include the Hargray Group, providing services in South Carolina and Georgia, the nTelos companies, authorized to provide services in Virginia and West Virginia, and Access Spectrum, a broker of spectrum in the 700 MHz

³ The THL Funds specifically include Thomas H. Lee Equity Fund VI, L.P., Thomas H. Lee Parallel Fund VI, L.P., Thomas H. Lee Parallel (DT) Fund VI, L.P., THL Coinvestment Partners, L.P., THL Equity Fund VI Investors (West), L.P., THL Equity Fund VI Investors (West) HL, L.P., Putnam Investment Holdings, LLC, and Putnam Investments Employees' Securities Company III LLC.

⁴ The Quadrangle Funds specifically include Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP, and Quadrangle Capital Partners II-A LP. The general partner of the Quadrangle Funds is Quadrangle GP Investors II LP, and its general partner is QCP GP Investors II LLC. The Quadrangle Funds, Quadrangle GP Investors II LP and QCP GP Investors II LLC are affiliated entities of Quadrangle Group LLC.

band. Details of these entities are provided as **Exhibit A**.

The THL Funds and the Quadrangle Funds have agreed to act together on certain matters with respect to West and its subsidiaries, including with respect to the election of directors to West's Board of Directors.

The Wests. Gary L. West and Mary E. West (together, the "West Family") each hold less than 10% of West. Mr. West and Mrs. West are U.S. citizens; the principal business of the West Family is investment in publicly traded and privately held companies. The address of the West Family is 9746 Ascot Drive, Omaha, NE 68114.

No other entity or individual holds a 10% or greater ownership interest in West. A diagram showing the current corporate structure of Applicants is provided in **Exhibit B**.

Recent Changes to Ownership

West conducted an initial public offering of shares in early 2013 and the primary shareholders have released shares into the public markets on subsequent occasions. As a result of those offerings, the holdings in West of the THL Funds, the Quadrangle Funds and the West Family have each been reduced; however, ***at all times, through their combined shares and control of board seats, the THL Funds and the Quadrangle Funds have continued to exercise de facto control of West and its subsidiaries.***⁵ Currently, the THL Funds and the Quadrangle Funds together hold approximately 27% of West and appoint 4

⁵ Because the THL Funds and the Quadrangle Funds have reached an agreement to act in concert on key matters concerning West and its subsidiaries, including the exercise of influence over Board of Directors' seats, we reference their combined *de facto* control in this filing.

board members.⁶ No other entity or individual holds a 10% or greater ownership interest in West.

Upcoming Changes to West's Board of Directors

Because West no longer qualifies as a “controlled company” within the meaning of the corporate governance standards contained in the listing standards of NASDAQ, West is required to have a Board of Directors consisting of a majority of independent directors on or before March 16, 2016. As a result, the influence over West’s Board currently held by the THL Funds and the Quadrangle Funds will be significantly diminished independently from the reduction of their equity due to stock sales discussed in this Application.

III. DESCRIPTION OF THE TRANSACTION

Subject to regulatory approvals and market conditions, the THL Funds and the Quadrangle Funds are proposing to further reduce their shares of common stock. The stock transactions may occur in a variety of ways, including, but not limited to, a series of secondary market offerings on the open market or through underwriters, dealers or agents or privately negotiated sales to one or more third parties⁷; repurchase of shares of common stock by West⁸; in-kind distributions; or, other dispositions as may be deemed appropriate. These stock transactions may (i) materially reduce the total holdings of the

⁶ The THL Funds have the right to appoint 1 additional board member.

⁷ Shelf Registration Statement (Including Prospectus) dated March 9, 2015 available at <http://investor.shareholder.com/west/secfiling.cfm?filingID=1193125-15-83406&CIK=1024657>.

⁸ From time to time, West may repurchase shares of common stock held by the THL Funds and the Quadrangle Funds.

THL Funds and the Quadrangle Funds to below 10% of the outstanding voting shares of West and (ii) eliminate the THL Funds' and the Quadrangle Funds' ability to exercise substantial influence over the policies and actions of West and its subsidiaries through the appointment of directors to the West Board of Directors. Moreover, in the event West were to issue shares to third parties other than the THL Funds and the Quadrangle Funds, the percentage ownership of West held by the THL Funds and the Quadrangle Funds could drop below 10%. Thus, as a result of a single or a series of transactions, in addition to the change in Board required by NASDAQ, the THL Funds and the Quadrangle Funds may no longer have *de facto* control of West and its subsidiaries. Indeed, it is the expectation of the THL Funds, the Quadrangle Funds, West and the other Applicants that following the stock offerings, no single person or entity will hold *de jure* or *de facto* control of West and its subsidiaries.

While the disposition of additional shares of West common stock are subject to market conditions, and may or may not be completed during any particular time period, for purposes of this Application, the Commission may assume that controlling interests will be disposed of through transactions that will occur within the next 18 to 24 months.

This Application contemplates that the THL Funds and the Quadrangle Funds would not sell or allow the sale of their common stock in a coordinated manner so as to transfer "control" to another entity. Consequently, as contemplated hereby, there is no expectation that any owner (or owners acting in concert) of West will have indirect control of the West operating subsidiaries after consummation of the proposed transactions.

The proposed elimination of a controlling interest in Applicants will have no impact on the rates or services of HyperCube or West IP. The Companies will maintain the same rates, terms and conditions of their services following any such transaction and there will be no adverse effect upon the quality of those services. Both companies will continue to operate pursuant to their respective Section 214 authority. Indeed, the transaction will be entirely transparent to the customers of HyperCube and West IP. At the same time, West believes that it will be in a stronger financial position following the transactions resulting from the increased availability of West's common stock for trade in the public market. This improvement in financial resources should inure to the benefit of the West operating subsidiaries and, ultimately, to the benefit of their customers.

IV. PUBLIC INTEREST STATEMENT

Pursuant to Section 214 of the Act, control of HyperCube and West IP may not be transferred unless the Commission finds that "the public interest, convenience and necessity will be served thereby." 47 U.S.C. § 214. As discussed below, the transaction will serve the public interest, as it will yield tangible benefits for the public without harming customers or competition in any market.

A. Public Interest Benefits of the Transaction

The proposed change to Applicants' ownership will serve the public interest. As the Commission has recognized, allowing carriers flexibility to organize and revise their financial structures is beneficial to consumers. In this case, West anticipates that the increased availability of its stock in the public market will strengthen its financial condition and thus provide enhanced financial resources to the West operating subsidiaries, including HyperCube and West IP. That, in turn, will enable both

HyperCube and West IP to better serve customers in their respective markets.

B. The Transaction Will Have No Adverse Impact on Customers

The proposed transaction will have no adverse impact on HyperCube's and West IP's current 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 applicable Commission requirements. The only significant change following the closing of the transaction from the customers' perspective will be that the THL Funds and the Quadrangle Funds will no longer exercise *de facto* control over HyperCube and West IP and that change will be transparent.

C. The Transaction Poses No Competitive Risks for Domestic Telecommunications Markets

Interstate interexchange markets. The proposed elimination of a controlling interest in Applicants will pose no threat to competition in the domestic interstate interexchange telecommunications market. HyperCube, West IP and West's other operating subsidiaries (as well as any domestic telecommunications affiliates through Quadrangle) each have a miniscule share of this market. Furthermore, all of the West subsidiaries and affiliates that provide domestic interstate telecommunications service – including the nTelos entities and the Hargray incumbent local exchange carrier subsidiaries – are regulated as nondominant.⁹ The proposed transaction will not make

⁹ See *Regulatory Treatment Of LEC Provision Of Interexchange Services Originating In The LEC's Local Exchange Area and Policy And Rules Concerning The Interstate, Interexchange Marketplace*, 12 FCC Rcd. 15756, ¶ 163 (1997) (establishing criteria for independent ILECs to be eligible for nondominant regulatory treatment).

any change to the Applicants' market position or influence.

Local exchange markets. The Commission approved the current West operations in 2012 when West acquired Hypercube, recognizing that the combined companies did not present a threat to local exchange competition. The relinquishment by the THL Funds and the Quadrangle Funds of their *de facto* control of West will not reconfigure the West subsidiary operations nor will it expand their market presence. Consequently, the proposed transaction will have no adverse effect upon competition in the local exchange market.

D. The Transaction Poses No Competitive Risks for the International Market

Finally, the transaction poses no risk of anticompetitive impact on the U.S. international telecommunications marketplace. HyperCube and the other West subsidiaries each have a very small share of the international telecommunications market, and provide international services only on a resale basis. Although certain West subsidiaries operate as foreign carriers and HyperCube has just been granted a license to operate in Canada, the countries involved (Belgium, Canada, France and the United Kingdom) are all WTO countries and the West subsidiaries operating there do not hold market power. Aside from these subsidiaries, Applicants are not affiliated with a foreign carrier in any market. This will not change as a result of the proposed transaction. Consequently, the diminishment of the THL Funds' and the Quadrangle Funds' interests in West will have no adverse effect upon competition in the international telecommunications market.

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, 47 C.F.R. § 63.04(b), the Applicants provide the following information.

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

The proposed transaction is described in Section III 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

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. §63.03. Consistent with Section 63.03(b)(1)(ii), 47 C.F.R. §63.03(b)(1)(ii), new shareholders in West resulting from the proposed stock sales are not expected to include telecommunications providers but instead will be members of the public who acquire shares in West through the open market. Moreover, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2), 47 C.F.R. 63.03(b)(2), because (i) following the transaction, Applicants and their Affiliates will have a market share in the interstate, interexchange market of less than 10%; and (ii) Applicants will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. As noted above, Applicants and their Affiliates are all regulated as nondominant.

Finally, and most pragmatically, streamlined treatment of this Application is appropriate because the proposed stock sales will not result in a new combination of carrier operations, will not create new affiliations and will not in any other respect affect the competitive position of the Applicants and their Affiliates. Post-close, the West operating subsidiaries and their Affiliates will remain just as before, except that the sale of the Quadrangle Funds' stock may actually eliminate current affiliations, which is entirely pro-competitive.

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.

VI. 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, 47 C.F.R. § 63.24(e), including the information requested in Section 63.18:

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

HyperCube Telecom, LLC -- Licensee
3200 W. Pleasant Run Rd, #300
Lancaster, TX 75146-1086
Tel: (469) 727-1510
FRN: 0014485163

West IP Communications, Inc. -- Licensee
401 S 4th St.
Louisville, KY 40202
Tel: (469) 727-1510
FRN: 0015480288

West Corporation
11808 Miracle Hills Dr.
Omaha, NE 68154
Tel: (720) 494-6136
FRN: 0020792628

- (b) HyperCube is a Delaware limited liability company. West IP and West are Delaware corporations.
- (c) Correspondence concerning this Application should be sent to:

Lynn A. Stang
Vice President, Deputy General Counsel
West Corporation
1601 Dry Creek Drive
Longmont, CO 80503
Tel: (720) 494-6136
lynn.stang@intrado.com

with a copy to:

Stephen A. Augustino
Winafred R. Brantl
Kelley Drye & Warren LLP
3050 K Street, NW
Washington, DC 20007
Tel: (202) 342-8400
saugustino@kelleydrye.com
wbrantl@kelleydrye.com

- (d) HyperCube holds international Section 214 authority, granted in FCC File No. ITC-214-20050203-00058, to operate as a global or limited global facilities-based and resale carrier. West IP 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. West does not hold any Section 214 authority.
- (h) Post-close, HyperCube and West IP will remain wholly-owned subsidiaries of West, located at 11808 Miracle Hills Dr, Omaha, NE 68154. West is a U.S. company with a principal business of communications.

Following the transaction described herein, Applicants do not expect that there will be any individuals or entities holding a 10% or greater interest in West and thus a 10% or greater interest in HyperCube and West IP. In the event that such an aggregate holding should emerge, Applicants will promptly notify the Commission.

Applicants have interlocking directorates with foreign carriers as follows:

Nancee R. Berger is Chief Operating Officer and a Director for HyperCube and West IP as well as for InterCall Canada, Inc., InterCall Conferencing Services Limited and Preferred One Stop Technologies Limited.

Rodney Kempkes is Chief Administrative Officer for HyperCube and West IP as well as for InterCall Canada, Inc., InterCall Conferencing Services Limited and Preferred One Stop Technologies Limited

Jan D. Madsen is Chief Financial Officer, Treasurer and a Director for HyperCube and West IP as well as for InterCall Canada, Inc., InterCall Conferencing Services Limited and Preferred One Stop Technologies Limited.

David C. Mussman is Secretary for HyperCube and West IP as well as for InterCall Canada, Inc., InterCall Conferencing Services Limited and Preferred One Stop Technologies Limited.

Tom Barker is Chief Executive Officer for HyperCube and West IP as well as for InterCall Canada, Inc. He is also a Director for HyperCube and West IP as well as for InterCall Canada, Inc., InterCall Conferencing Services Limited and Preferred One Stop Technologies Limited.

- (i) Applicants certify that with the exception of HyperCube, which holds a license to operate in Canada, they are not foreign carriers. Post-close, Applicants will continue to be affiliated with foreign carriers operating in Belgium, Canada, France, and the United Kingdom.

- (j) HyperCube holds a license to operate in Canada. West and West IP are not foreign carriers. West controls — and HyperCube and West IP are thereby affiliated with — the foreign carriers listed below:

Country	Carrier
Belgium	InterCall Conferencing Services Limited
Canada	InterCall Canada, Inc.
Canada	HyperCube Telecom, LLC
France	InterCall Conferencing Services Limited
United Kingdom	InterCall Conferencing Services Limited
United Kingdom	Preferred One Stop Technologies Limited

- (k) All of the countries listed in response to 63.18(j) above are members of the World Trade Organization.
- (l) Not applicable.
- (m) Post-close, HyperCube and West IP continue to qualify for non-dominant carrier status on all international routes. HyperCube and each of the other foreign carrier affiliates lacks 50% market share in the fixed local access and international transport markets on the foreign end of the routes.
- (n) Applicants certify that they have 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 they will not enter into such agreements in the future.
- (o) Applicants certify that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Applicants request streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. Post-close, Applicants will continue to be affiliated with the foreign carriers identified in the response to (j) above. HyperCube will continue to hold a license to operate in Canada. Neither HyperCube nor any of the other foreign carrier affiliates possesses 50% market share in the international transport or local access markets in their respective countries. Accordingly, HyperCube and West IP qualify for non-dominant treatment on all international routes.

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,

**HYPERCUBE TELECOM, LLC,
WEST IP COMMUNICATIONS, INC.
WEST CORPORATION**

Date: 6/29/15



David C. Mussman
Executive Vice President, Secretary and
General Counsel of West Corporation
11808 Miracle Hills Dr.
Omaha, NE 68154
Tel: (402) 963-1487
dcmussman@west.com

Stephen A. Augustino
Winafred R. Brantl
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Tel: (202) 342-8400
saugustino@kelleydrye.com
wbrantl@kelleydrye.com

Their Attorney

LIST OF EXHIBITS

EXHIBIT A – List of Quadrangle’s Telecommunications Investments
EXHIBIT B – Pre- and Post-Transaction Corporate Structure of Applicants
Verifications

Exhibit A

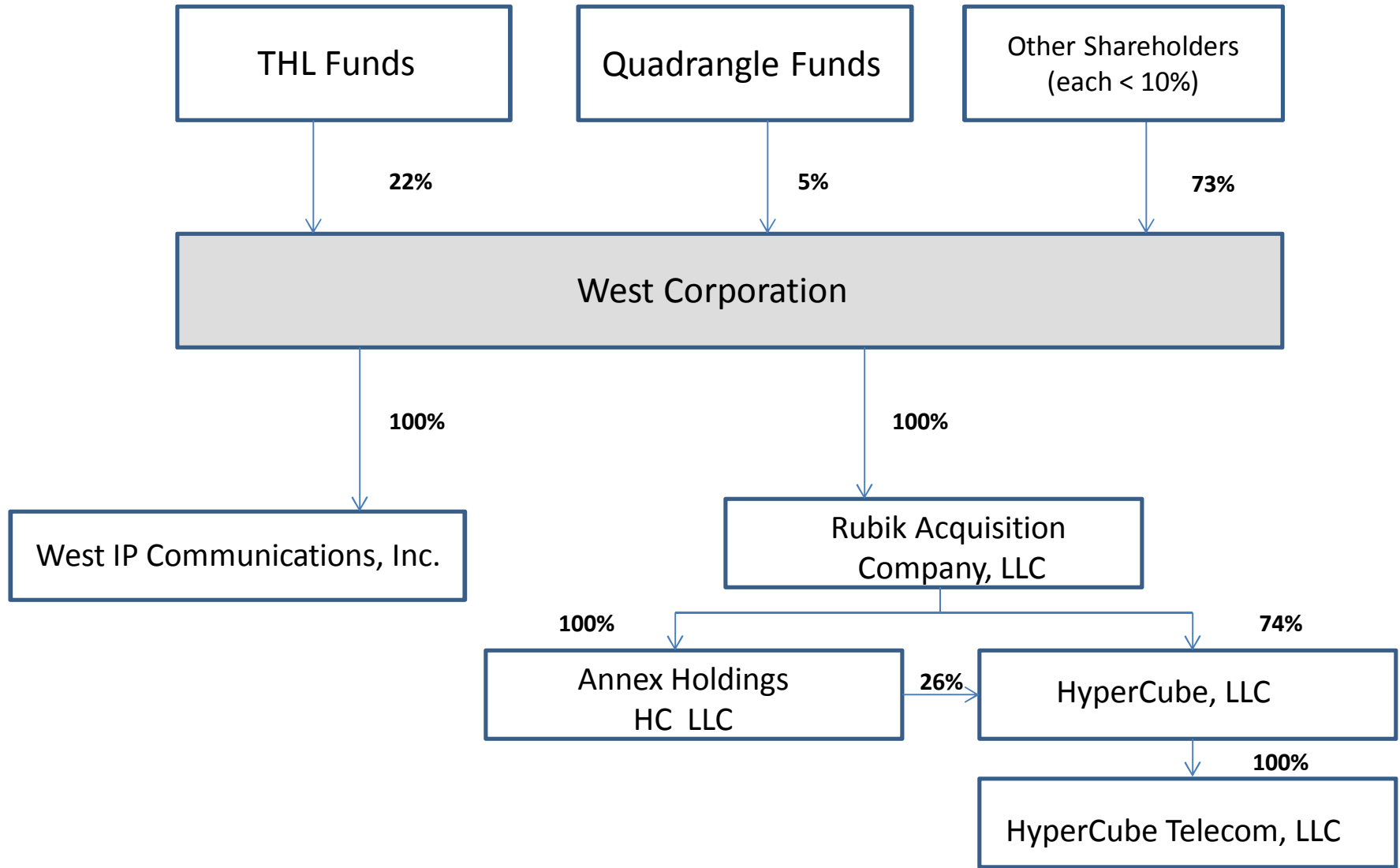
LIST OF QUADRANGLE'S TELECOMMUNICATIONS INVESTMENTS

Quadrangle holds a 10% or greater interest or otherwise holds effective control over the domestic telecommunications entities listed below. As discussed in the Application, these holdings do not present any risk to market competition.

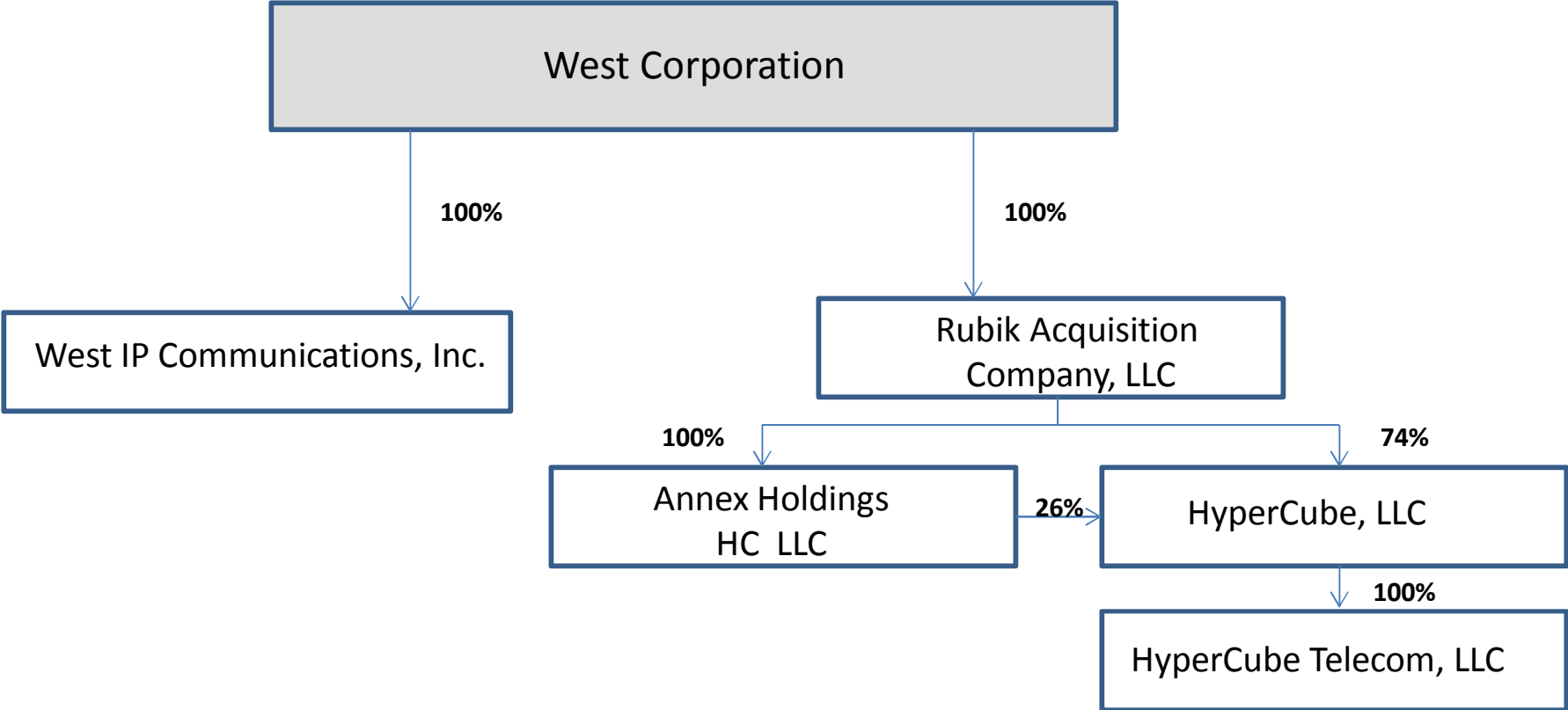
- *Hargray*. Hargray Communications Group, Inc. (“Hargray”) is an integrated telecommunications provider serving southeastern South Carolina and southeastern Georgia both directly and through its subsidiaries. All Hargray entities are U.S. entities. Hargray’s telecommunications subsidiaries include:
 - Hargray Telephone Company, Inc., a rural ILEC operating in Hilton Head, Hardeeville, and Jasper, South Carolina;
 - Bluffton Tel. Co. Inc., a rural ILEC operating in Bluffton, South Carolina;
 - Hargray of Georgia, Inc., a CLEC in Georgia;
 - Hargray, Inc., a CLEC in South Carolina; and
 - Low Country Carriers, Inc. (d/b/a Hargray Long Distance), a toll reseller operating in Georgia and South Carolina.
- *NTELOS*. NTELOS provides wireless communications services through its subsidiaries to consumers and businesses in Virginia and West Virginia. All NTELOS entities are U.S. entities.
- *Access Spectrum, LLC*. Access Spectrum holds undeployed spectrum assets in the 700 MHz band.

Pre-and Post-Transaction Corporate Structure of Applicants

Current West Corporate Structure



West Corporate Structure After Proposed Transaction



Verifications

VERIFICATION

Being first duly sworn the undersigned, Charles P. Holden, deposes and states that he is Managing Director of THL Holdco, LLC; that he is authorized to make this verification on behalf of Thomas H. Lee Equity Fund VI, L.P., Thomas H. Lee Parallel Fund VI, L.P., Thomas H. Lee Parallel (DT) Fund VI, L.P., THL Equity Fund VI Investors (West), L.P., THL Equity Fund VI Investors (West) HL, L.P., Putnam Investment Holdings, LLC, and Putnam Investments Employees' Securities Company III LLC; that he has read the foregoing Application and knows the contents thereof; and that to the best of his information and knowledge, the facts stated in the Application with respect to the above-listed entities are true and correct.



Charles P. Holden

State of Massachusetts

City/County of Boston / Suffolk

Sworn and subscribed to before me this 1st day of July 2015.

Notarized By: Christine M. Donald

My Commission expires: April 29, 2016



VERIFICATION

Being first duly sworn the undersigned, Michael A. Huber, deposes and states that he is President and Managing Principal of QCP GP Investors II LLC; that he is authorized to make this verification on behalf of Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP and Quadrangle Capital Partners II-A LP; that he has read the foregoing Application and knows the contents thereof; and that to the best of his information and knowledge, the facts stated in the Application with respect to the above-listed entities are true and correct.



Michael A. Huber

State of New York

City/County of New York

Sworn and subscribed to before me this 1 day of July 2015.

Notarized By: 

My Commission expires: April 6, 2019

JESSICA FRANCES OLAH
NOTARY PUBLIC-STATE OF NEW YORK
No. 010L6322553
Qualified In Kings County
My Commission Expires April 06, 2019