

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

|   |   |                            |
|---|---|----------------------------|
| <b>In the Matter of</b>                           | ) |                            |
|   | ) |                            |
| <b>WEST CORPORATION</b>                           | ) | <b>File Nos.</b>           |
| <b>(FRN 0020792628),</b>                          | ) |                            |
| <b>Transferor</b>                                 | ) | <b>WC Docket No.</b> _____ |
|   | ) |                            |
| <b>and</b>  | ) |                            |
|   | ) | <b>ITC-T/C-2017</b> _____  |
| <b>OLYMPUS HOLDINGS II, LLC</b>                   | ) |                            |
| <b>(FRN 0026535260),</b>                          | ) |                            |
| <b>Transferee</b>                                 | ) | <b>ITC-T/C-2017</b> _____  |
|   | ) |                            |
| <b>and</b>  | ) |                            |
|   | ) |                            |
| <b>WEST TELECOM SERVICES, LLC</b>                 | ) |                            |
| <b>(FRN 00024938268), and</b>                     | ) |                            |
| <b>WEST IP COMMUNICATIONS, INC.</b>               | ) |                            |
| <b>(FRN 0015480288),</b>                          | ) |                            |
| <b>Licensees</b>                                  | ) |                            |
|   | ) |                            |
| <b>Joint Application for Consent to Transfer</b>  | ) |                            |
| <b>Control of Domestic and International</b>      | ) |                            |
| <b>Authorizations Pursuant to Section 214 of</b>  | ) |                            |
| <b>the Communications Act of 1934, As Amended</b> | ) |                            |

**JOINT APPLICATION**

West Corporation (“Transferor” or “West”), Olympus Holdings II, LLC (“Olympus” or “Transferee”), West IP Communications, Inc. (“WIPC”), and West Telecom Services, LLC (formerly known as HyperCube Telecom, LLC) (“West Telecom”) (Transferor, Transferee, WIPC, and West Telecom, collectively, the “Applicants”), through their undersigned counsel and 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 of the rules of the Federal Communications Commission (“Commission” or “FCC”), 47 C.F.R. §§ 63.03 and 63.24, hereby request approval

from the Commission to transfer control of West’s wholly owned subsidiaries WIPC and West Telecom (collectively, “Licensees”) from the Transferor to Olympus. West Telecom holds international and domestic Section 214 authority, and WIPC holds international Section 214 authority.

Applicants respectfully request streamlined treatment of the captioned application (the “Application”) pursuant to Sections 63.03(b) and 63.12(b)-(c) of the Commission’s rules, 47 C.F.R. § 63.03(b), 63.12(b)-(c), for the reasons described below. Consummation of the Transaction (defined below) will serve the public interest by providing additional capital and managerial resources to West, which will in turn enhance its ability to maintain and improve its network and services and to better compete in the telecommunications marketplace.

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

### **A. Transferor and the Licensees**

West is a publicly traded (Nasdaq: WSTC) Delaware corporation headquartered at 11808 Miracle Hills Drive, Omaha, Nebraska 68154. Two of its shareholders include funds managed by Thomas H. Lee Partners, L.P. (the “THL Funds”), which currently hold approximately 22 percent of West, and funds affiliated with Quadrangle Group LLC (“Quadrangle Funds”), which currently hold approximately 5 percent of West. The THL Funds and Quadrangle Funds have agreed to act together on certain matters with respect to West and its subsidiaries, including with respect to the election of West’s board of directors. The THL Funds and the Quadrangle Funds, through their combined shares and control of board seats, exercise *de facto* control of West and the Licensees.<sup>1</sup>

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<sup>1</sup> On June 29, 2015, West and the Licensees jointly filed an application with the Commission seeking Commission approval for the THL Funds and the Quadrangle Funds to relinquish *de facto* control of the Licensees. See IBFS File No. ITC-T/C-20150702-00167; *Streamlined*

West is the direct or indirect parent company of several subsidiary companies, including West Telecom and WIPC. Through its subsidiaries, West is a global provider of communications and network infrastructure services primarily to business customers throughout the United States and internationally. These services include emergency communications services, wholesale local and national tandem switching and transport services, conferencing and other meeting replacement services, alert and notification services, automated call processing, unified communications services, health advocacy, and cost recovery services. The voice and data solutions of West's subsidiaries are deployed by customers in a variety of industries, including telecommunications, banking, retail, financial services, technology, and healthcare. Neither West nor any of its subsidiaries other than WIPC and West Telecom hold any other domestic or international Section 214 authority.

West Telecom is a Delaware limited liability company, and its principal place of business is located at 3200 W. Pleasant Run Road, Suite 300, Lancaster, Texas 75146. It is a wholly owned, direct subsidiary of West Telecom Services Holdings, LLC, a Delaware limited liability company, which in turn is a wholly owned, direct subsidiary of West. 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 and interexchange carriers, cable telephony providers, and voice over Internet protocol ("VoIP") providers.

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*International Applications Accepted for Filing*, Public Notice, Report No. TEL-01745S (IB rel. July 31, 2015). The Commission granted this application on August 20, 2015. *See International Authorizations Granted*, Public Notice, Report No. TEL-01749 (IB rel. Aug. 20, 2015); *Notice of Domestic Section 214 Authorization Granted*, Public Notice, 30 FCC Rcd 8464 (2015). However, the joint applicants did not consummate the approved transaction.

West Telecom provides service to its customers using its nationwide optical backbone network, which is both IP- and TDM-based. While West Telecom owns and operates its own network equipment, it leases transmission lines (including access circuits) from other carriers. West Telecom's services are currently available in 47 states<sup>2</sup> and the District of Columbia. West Telecom holds blanket domestic Section 214 authority, as well as international Section 214 authority (FCC File No. ITC-214-20050203-00058) to operate as a global or limited global facilities-based and resale carrier.

WIPC is a Delaware corporation, and its principal place of business is located at 401 S. 4th Street, Louisville, Kentucky 40202. WIPC primarily provides interconnected VoIP services to business customers in all 50 states plus the District of Columbia. WIPC holds international Section 214 authority (FCC File No. ITC-214-20110309-00066) to operate as a global or limited global facilities-based and resale carrier.

**B. Olympus Holdings II, LLC**

Olympus is a Delaware limited liability company, and its principal place of business is located at 9 West 57<sup>th</sup> Street, 43<sup>rd</sup> Floor, New York, New York 10019. Olympus was formed on May 5, 2017 for the purpose of consummating this Transaction and acquiring control of West and the Licensees. Olympus is a holding company and will be ultimately controlled by a principal of Apollo Global Management, LLC ("Apollo"), Joshua J. Harris, who is a U.S. citizen. The equity of Olympus is ultimately owned by certain investment funds set forth in Exhibit A that are managed by affiliates of Apollo.

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<sup>2</sup> 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.

Apollo, which was founded in 1990, is a leading global alternative investment manager. Apollo raises, invests, and manages 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. The members of Apollo's management team have worked together for over 30 years and lead a team of 989 employees, including 371 investment professionals as of March 31, 2017.

Olympus is well-qualified managerially, technically and financially to own and control West and the Licensees. Apollo is an experienced investor in FCC-regulated communications companies. Indeed, over the years Apollo has made numerous minority and controlling investments in businesses regulated by the FCC, including Hughes Network Systems, Inc., SkyTerra Communications, Inc. (formerly American Mobile Satellite Ventures), TerreStar Corporation, XM Satellite Radio Holdings, Inc., Intelsat, Telemundo Group, and Charter Communications, Inc.<sup>3</sup>

## **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 (the "Transaction") 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

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<sup>3</sup> Apollo no longer holds an ownership interest in any of these FCC-regulated companies.

regulatory approvals. The parties intend to consummate the Transaction as promptly as practicable after such approvals have been received and the other closing conditions are satisfied or 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 charts illustrating the current and post-Transaction corporate structure are provided as Exhibit A hereto.

### **III. PUBLIC INTEREST STATEMENT**

The proposed Transaction will serve the public interest. The change in ultimate control will occur at the parent level and does not involve an assignment of operating authority, assets, or customers. The management and technical teams of West and the Licensees will continue to manage the day-to-day operations and businesses of the companies following completion of the Transaction, thus the companies will continue to be operated by highly experienced, well-qualified management and technical personnel. In addition, West and Licensees will be able to draw upon the decades of experience of the Transferee's management team as a result of the Transaction.

The Licensees will continue to provide competitive and innovative service to existing customers at the same rates, terms and conditions and in the same geographic areas as currently provided. Any future changes in the rates, terms, or conditions of service will be undertaken pursuant to customer contracts and any applicable federal and state notice and tariff requirements. Applicants emphasize that the Transaction will be transparent to West's customers and is not expected to result in the discontinuance, reduction, loss or impairment of service to any customer.

**IV. INFORMATION REQUIRED BY 47 C.F.R. §§ 63.18 AND THE IBFS SECTION 214 MAIN FORM**

The Applicants submit the following information, pursuant to 47 C.F.R. § 63.18 and the IBFS Section 214 Main Form, in support of their request for consent to transfer control of WIPC and West Telecom, which hold international Section 214 authority, to Olympus:

**A. Contact Information (47 C.F.R. § 63.18(c), (d), Answer to IBFS Main Form Question 10)**

Correspondence concerning the Transaction should be directed to:

*For Transferor:*

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

*with a copy to:*

Steven A. Augustino  
Denise N. Smith  
Kelley Drye & Warren LLP  
3050 K Street, NW, Suite 400  
Washington, DC 20007  
Tel: (202) 342-8614  
Fax: (202) 342-8451  
saugustino@kelleydrye.com  
dsmith@kelleydrye.com

*For the Licensees:*

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

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Suite 400  
Washington, DC 20007  
Tel: (202) 342-8614  
Fax: (202) 342-8451  
saugustino@kelleydrye.com  
dsmith@kelleydrye.com

*For Transferee:*

*with a copy to:*

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

Paige Fronabarger  
Jennifer L. Kostyu  
Wilkinson Barker Knauer, LLP  
1800 M. Street, N.W., Suite 800N  
Washington, DC 20036  
Tel: (202) 783-4141  
Fax: (202) 783-5851  
PFronabarger@wbklaw.com  
JKostyu@wbklaw.com

West Telecom 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. WIPC 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 any of its subsidiaries other than WIPC and West Telecom hold any other domestic or international Section 214 authority.

**B. Post-Consummation Ownership (47 C.F.R. § 63.18(h), Answer to IBFS Main Form Question 11)**

Upon consummation of the Transaction, West will continue to be the direct parent company of WIPC and the indirect parent company of West Telecom as described above. Post-closing, the following entity will hold a ten percent or greater direct voting or equity interest in West:

|                     |  |
|---------------------|--|
| Name:               | Olympus Holdings II, LLC   |
| Address:            | 9 West 57 <sup>th</sup> Street, 43 <sup>rd</sup> Floor<br>New York, New York 10019 |
| Citizenship:        | Delaware, U.S.   |
| Interest:           | 100% voting and equity   |
| Principal Business: | Sole Shareholder of West   |

The following entity will hold a ten percent or greater direct voting or equity interest in Olympus:



Name: Olympus Holdings I, LLC  
Address: 9 West 57<sup>th</sup> Street, 43<sup>rd</sup> Floor  
New York, New York 10019  
Citizenship: Delaware, U.S.  
Interest: 100% voting and equity  
Principal Business: Sole Member and Manager of Olympus

The following entity will hold a ten percent or greater direct voting or equity interest in Olympus Holdings I, LLC:

Name: Mount Olympus Holdings, Inc.  
Address: 9 West 57<sup>th</sup> Street, 43<sup>rd</sup> Floor  
New York, New York 10019  
Citizenship: Delaware, U.S.  
Interest: 100% voting and equity  
Principal Business: Sole Member and Manager of Olympus Holdings I, LLC

The following entities will hold a ten percent or greater direct voting or equity interest in Mount Olympus Holdings, Inc.:

Name: Mount Olympus Parent, L.P.  
Address: 9 West 57<sup>th</sup> Street, 43<sup>rd</sup> Floor  
New York, New York 10019  
Citizenship: Delaware, U.S.  
Interest: 100% equity (non-voting)  
Principal Business: Sole Class B non-voting shareholder of Mount Olympus Holdings, Inc.

Name: AP VIII Olympus VoteCo, LLC  
Address: 9 West 57<sup>th</sup> Street, 43<sup>rd</sup> Floor  
New York, New York 10019  
Citizenship: Delaware, U.S.  
Interest: 100% voting (no equity)  
Principal Business: Sole Class A voting shareholder of Mount Olympus Holdings, Inc.

The following entities will hold a ten percent or greater direct voting or equity interest in AP VIII Olympus VoteCo, LLC (“VoteCo”):<sup>4</sup>

Name: Joshua J. Harris  
Address: 9 West 57<sup>th</sup> Street, 43<sup>rd</sup> Floor  
New York, New York 10019  
Citizenship: U.S.  
Interest: 51% voting and 33.3% equity as a member<sup>5</sup>  
Principal Business: Investment Management

Name: Matthew Nord  
Address: 9 West 57<sup>th</sup> Street, 43<sup>rd</sup> Floor  
New York, New York 10019  
Citizenship: U.S.  
Interest: 24.5% voting and 33.3% equity as a manager and member  
Principal Business: Investment Management

Name: Robert Kalsow-Ramos  
Address: 9 West 57<sup>th</sup> Street, 43<sup>rd</sup> Floor  
New York, New York 10019  
Citizenship: U.S.  
Interest: 24.5% voting and 33.3% equity as a manager and member  
Principal Business: Investment Management

The following entities will (or may) hold a ten percent or greater direct equity interest in Mount Olympus Parent, L.P.:

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<sup>4</sup> Although these individuals hold an equity interest in VoteCo, VoteCo does not hold a direct or indirect equity interest in Mt. Olympus Holdings, Inc., Olympus Holdings I, LLC, Olympus, West, West Telecom, or WIPC.

<sup>5</sup> VoteCo will be managed by a two-person board of managers. The managers will be appointed by Joshua Harris. VoteCo’s initial two managers will be Matthew Nord and Robert Kalsow-Ramos, who are also VoteCo officers.

Name AP VIII Olympus Holdings, L.P.  
Address: 9 West 57<sup>th</sup> Street, 43<sup>rd</sup> Floor  
New York, New York 10019  
Citizenship: Delaware, U.S.  
Interest: 75-85 percent equity<sup>6</sup>  
Principal Business: Limited partner in Mount Olympus Parent, L.P.

Name AP Olympus Co-Invest, L.P.  
Address: 9 West 57<sup>th</sup> Street, 43<sup>rd</sup> Floor  
New York, New York 10019  
Citizenship: Delaware, U.S.  
Interest: Potentially greater than 10 percent equity<sup>7</sup>  
Principal Business: Limited partner in Mount Olympus Parent, L.P.

The following entities will hold a ten percent or greater direct equity interest in AP VIII Olympus Holdings, L.P.:<sup>8</sup>

Name: Apollo Investment Fund VIII, L.P.  
Address: 9 West 57<sup>th</sup> Street, 43<sup>rd</sup> Floor  
New York, New York 10019  
Citizenship: Delaware, U.S.  
Interest: 47.93% equity  
Principal Business: Investment in AP VIII Olympus Holdings, L.P.

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<sup>6</sup> The equity interest in Mount Olympus Parent, L.P. that is not held by AP VIII Olympus Holdings, L.P. will be held by co-investors (through AP Olympus Co-Invest, L.P.) and certain members of West management whose identities and equity interests will not be determined until closing. *See infra* note 7.

<sup>7</sup> AP Olympus Co-Invest, L.P. and members of West management collectively are expected to hold a 15-25 percent equity interest in Mount Olympus Parent, L.P., but their respective equity interests will not be known until closing. Although AP Olympus Co-Invest, L.P. may hold a 10 percent or greater interest in Mount Olympus Parent, L.P., no general or limited partner of AP Olympus Co-Invest, L.P. and no member of West management, individually or in combination with any investment such person or entity also may have in the Apollo Funds (as defined below), or AP VIII Olympus Holdings, L.P., will hold a 10 percent or greater aggregate direct or indirect equity interest in Mount Olympus Parent, L.P., Mt. Olympus Holdings, Inc., Olympus Holdings I, LLC, Olympus, West, West Telecom, or WIPC.

<sup>8</sup> No limited partner in Apollo Investment Fund VIII, L.P., AOP VIII (AIV), L.P., or Apollo Overseas Partners (Delaware 892) VIII, L.P. (collectively, "Apollo Funds") holds a direct or indirect aggregate ten percent or greater limited partnership interest in the foregoing entities or will hold a direct or indirect aggregate ten percent or greater equity or voting interest in AP VIII Olympus Holdings, L.P., Mount Olympus Parent, L.P., Mt. Olympus Holdings, Inc., Olympus Holdings I, LLC, Olympus, West, WIPC, or WTS, following the close of the Transaction.

Name: AOP VIII (AIV), L.P.  
Address: 9 West 57<sup>th</sup> Street, 43<sup>rd</sup> Floor  
York, New York 10019  
Citizenship: Delaware, U.S.  
Interest: 14.67% equity  
Principal Business: Investment in AP VIII Olympus Holdings, L.P.

Name: Apollo Overseas Partners (Delaware 892) VIII, L.P.  
Address: 9 West 57<sup>th</sup> Street, 43<sup>rd</sup> Floor  
New York, New York 10019  
Citizenship: Delaware, U.S.  
Interest: 30.07% equity  
Principal Business: Investment in AP VIII Olympus Holdings, L.P.

Pre- and post-Transaction organization charts illustrating the current and post-Transaction corporate structure are provided as Exhibit A hereto. Other than as set forth above, following consummation of the Transaction, no other entity or individual will own a ten percent or greater aggregate direct or indirect equity or voting interest in West, West Telecom, and WIPC.

**C. Interlocking Directorates (47 C.F.R. § 63.18(h), Answer to IBFS Main Form Question 12)**

The Transferee has no interlocking directorates. The Transferor and Licensees have the following interlocking directorates, which will continue following the consummation of the Transaction:

- Nancee R. Berger is President and Chief Operating Officer for West, Chief Operating Officer for West Telecom, Chief Operator Officer and a Director for WIPC and West Unified Communications Services Canada, Inc. (fka InterCall Canada, Inc.), and a Director for West UC Limited (fka InterCall Conferencing Services Limited), West UC Singapore Private Limited (fka InterCall Singapore Pte. Ltd.), and West Cloud Contact Solutions Limited (fka Magnetic North Software Limited).
- Rodney Kempkes is Chief Administrative Officer for West, West Telecom, WIPC, West Unified Communications Services Canada, Inc., West UC Limited, and West

UC Singapore Private Limited.

- Jan D. Madsen is Chief Financial Officer and Treasurer for West and West Telecom, Chief Financial Officer, Treasurer, and a Director for WIPC, West Unified Communications Services Canada, Inc., and West UC Limited, and a Director for West UC Singapore Private Limited and West Cloud Contact Solutions Limited.
- David C. Mussman is Executive Vice President, Secretary, and General Counsel for West and Secretary for West Telecom, WIPC, West Unified Communications Services Canada, Inc., and West UC Limited.
- Tom Barker is Chairman of the Board and Chief Executive Officer for West and Chief Executive Officer for West Telecom, WIPC, and West Unified Communications Services Canada, Inc. He is also a Director for West, WIPC, West Unified Communications Services Canada, Inc., West UC Limited, West UC Singapore Private Limited, and West Cloud Contact Solutions Limited.

**D. Narrative of Transfer of Control and Public Interest Statement (47 C.F.R. § 63.24(e), Answer to Main IBFS Form Question 13)**

The Applicants describe the Transaction and its public interest benefits in Sections II and III of this Application above.

**E. Foreign Carrier Affiliates (47 C.F.R. § 63.18(i), Answer to IBFS Main Form Question 14)**

West Telecom is a foreign carrier by virtue of its Basic International Telecommunications Services (BITS) license to operate in Canada. In addition, West, West Telecom, and WIPC are affiliated with the following foreign carriers and such affiliations will continue following the consummation of the Transaction:

| <b>Affiliate Name<sup>9</sup></b>                 | <b>Country</b>  |
|---|---|
| West Unified Communications Services Canada, Inc. | Canada (World Trade Organization (“WTO”) Member)                    |
| West UC Limited                                   | Belgium, Finland, France, Ireland, Luxembourg, Netherlands, Sweden, |

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<sup>9</sup> West anticipates seeking foreign carrier authorizations in a few additional countries, all of which are WTO-member countries. These foreign carrier affiliates will be non-dominant on the routes, and the Commission will be notified of any new affiliations in accordance with FCC rules.

|                                      |                             |
|--------------------------------------|-----------------------------|
|                                      | U.K.(WTO Members)           |
| West UC Singapore Private Limited    | Singapore (WTO Member)      |
| West Cloud Contact Solutions Limited | Ireland, U.K. (WTO Members) |

Olympus will become affiliated with the above identified foreign carriers upon consummation of the Transaction. As set forth in Section I(B), Olympus is a holding company and is not a foreign carrier. Olympus is not affiliated with any other foreign carriers.

**F. Certifications Regarding Destination Markets (47 C.F.R. § 63.18(j), Answer to IBFS Main Form Question 15)**

As set forth above in Section I(B), Olympus is a holding company, not a carrier, and post-closing will not seek to provide international telecommunications services to any destination countries. West Telecom is a foreign carrier in Canada, and the Licensees are currently, and post-closing will continue to be, controlled by an entity that controls a foreign carrier in the countries listed in Section IV(E) above. Upon consummation of the Transaction, the Licensees will not be authorized to provide service to any other destination country<sup>10</sup> where: (1) they are a foreign carrier in that country; (2) they control a foreign carrier in that country; (3) an entity that owns more than 25 percent of the Licensees, or that controls the Licensees, controls a foreign carrier in that country; and (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Licensees and are parties to, or the beneficiaries of, a contractual relation (*e.g.*, a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

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<sup>10</sup> As noted in note 9, *supra*, West is in the process of obtaining foreign carrier authorizations in a few additional WTO member countries.

**G. Non-Dominant Status (47 C.F.R. § 63.18(m), Answer to IBFS Main Form Question 16)**

The Applicants qualify for non-dominant status under Section 63.10 of the Commission's rules on each U.S.-destination route listed in Section IV(E) above where they would be a foreign carrier or affiliated with a foreign carrier. Specifically, none of the foreign carrier affiliates listed above has a market share of 50 percent or more in the respective international transport or local access markets in any of the identified jurisdictions, all of which are WTO member countries. Moreover, none of the identified foreign carriers appears on the Commission's list of foreign carriers presumed to have market power in a foreign telecommunications market.

**H. Eligibility for Streamlined Processing (47 C.F.R. §§ 63.12, 63.18(p), Answer to IBFS Main Form Question 20)**

The transfers of control of the international Section 214 authority held by WIPC and West Telecom qualify for streamlined processing pursuant to Section 63.12(b)-(c) of the Commission's rules. Post-closing, Olympus, West Telecom, and WIPC only will be affiliated with the foreign carriers identified in Section IV(E) above, none of which possess 50 percent market share in the international transport or local access markets in their respective countries. Moreover, all of the foreign carriers' countries are members of the WTO. Accordingly, Olympus, West Telecom, and WIPC qualify for non-dominant treatment on all U.S. international routes.

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

The Applicants submit the following information, pursuant to 47 C.F.R. § 63.04, in support of their request for consent to transfer control of West Telecom, which holds domestic Section 214 authority, to Olympus.<sup>11</sup>

**A. Description of the Proposed Transaction (47 C.F.R. § 63.04(a)(6))**

The Applicants provide a description of the Transaction in Section II of this Application above.

**B. Description of Geographic Service Areas (47 C.F.R. § 63.04(a)(7))**

A description of the geographic service areas of, and services provided by, West Telecom is provided in Section I(A) of this Application above. Olympus does not provide domestic telecommunications services, nor does it have any affiliates that provide domestic telecommunications services in the United States.

**C. Eligibility for Streamlining (47 C.F.R. § 63.04(a)(8))**

The transfer of control of the domestic Section 214 authority held by West Telecom qualifies for streamlined treatment under Section 63.03(b) of the Commission's rules because the Transferee is not a telecommunications provider and does not hold a ten percent or greater interest in a telecommunications provider. Moreover, West Telecom, holds a market share in the interstate, interexchange market of less than ten percent, and it 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. Neither West Telecom nor the Transferee is dominant with respect to any services.

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<sup>11</sup> Section 63.04(b) of the Commission's rules provides that applicants submitting a joint domestic/international Section 214 application should include the information requested in Sections 63.04(a)(6) through (a)(12). 47 C.F.R. §§ 63.04(a)(6)-(12), 63.04(b).



**D. Related Applications (47 C.F.R. § 63.04(a)(9))**

The Applicants are concurrently filing FCC Form 603 applications seeking Commission consent to transfer control of two private Industrial/Business Pool, Conventional wireless licenses from the Transferor to Olympus. One license is currently held by West (WQZA586), and the other is held by West's wholly owned, direct subsidiary West Safety Services, Inc. (WQEI660).

**E. Special Consideration (47 C.F.R. § 63.04(a)(10))**

The Applicants do not request any special consideration of this Application pursuant to Section 63.04(a)(10).

**F. Waiver Requests (47 C.F.R. § 63.04(a)(11))**

The Applicants do not seek any waivers in connection with this Application.

**G. Public Interest Statement (47 C.F.R. § 63.04(a)(12))**

The Applicants provide a description of how the Transaction will serve the public interest, convenience, and necessity in Section III of the Application above.

**VI. CONCLUSION**

For the forgoing reasons, Applicants respectfully request that the Commission act expeditiously to approve the transfer of control of West Telecom and WIPC from West to Olympus.

**WEST CORPORATION  
WEST TELECOM SERVICES, LLC  
WEST IP COMMUNICATION, INC.**

/s/ David C. Mussman  
David C. Mussman  
Executive Vice President, Secretary and  
General Counsel  
11808 Miracle Hills Drive  
Omaha, NE 68154

Respectfully submitted,

**OLYMPUS HOLDINGS II, LLC**

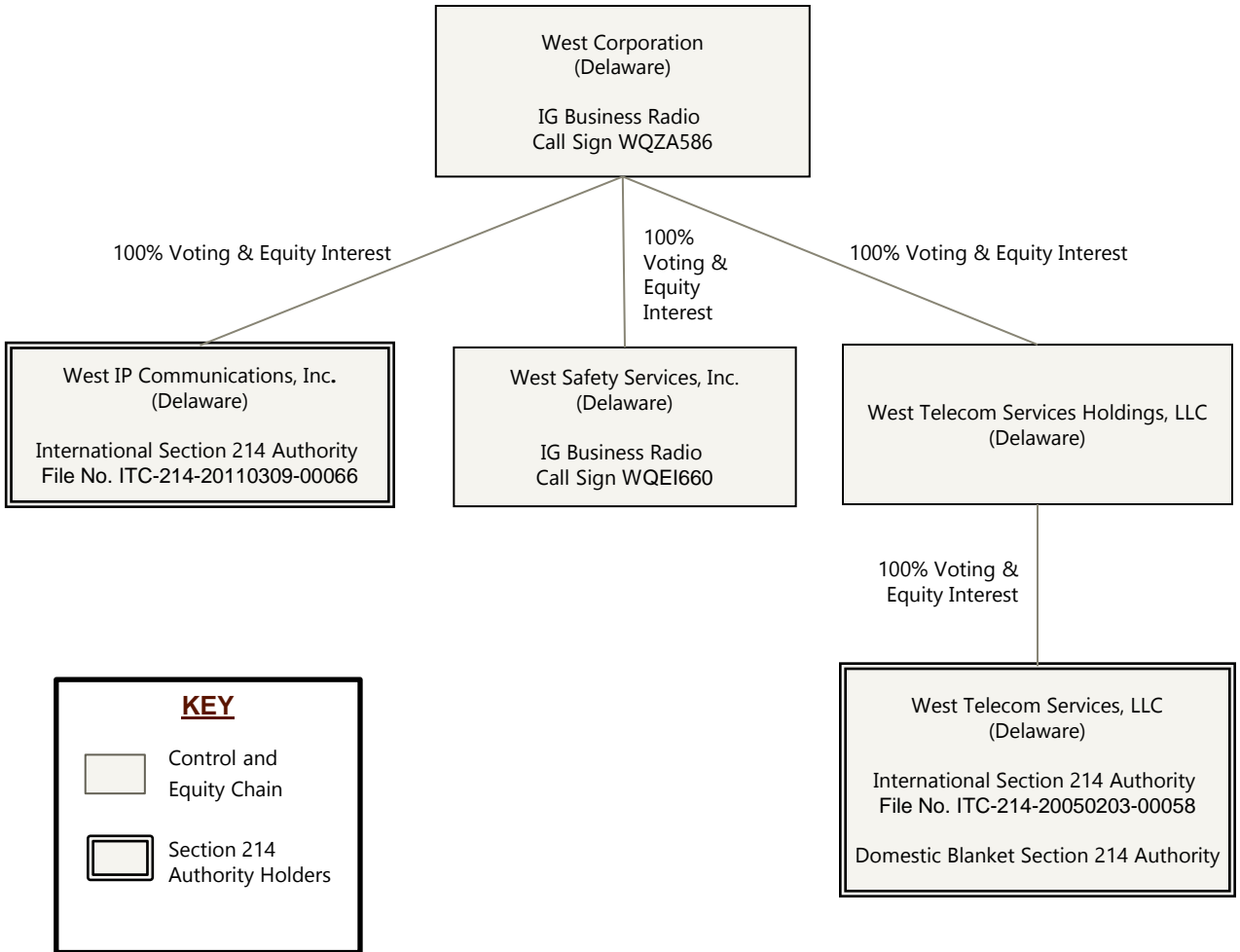
/s/ Robert Kalsow-Ramos  
Robert Kalsow-Ramos  
Vice President, Secretary and Treasurer  
Olympus Holdings II, LLC  
c/o Apollo Management VIII, L.P.  
9 West 57th Street, 43rd Floor  
New York, New York 10019

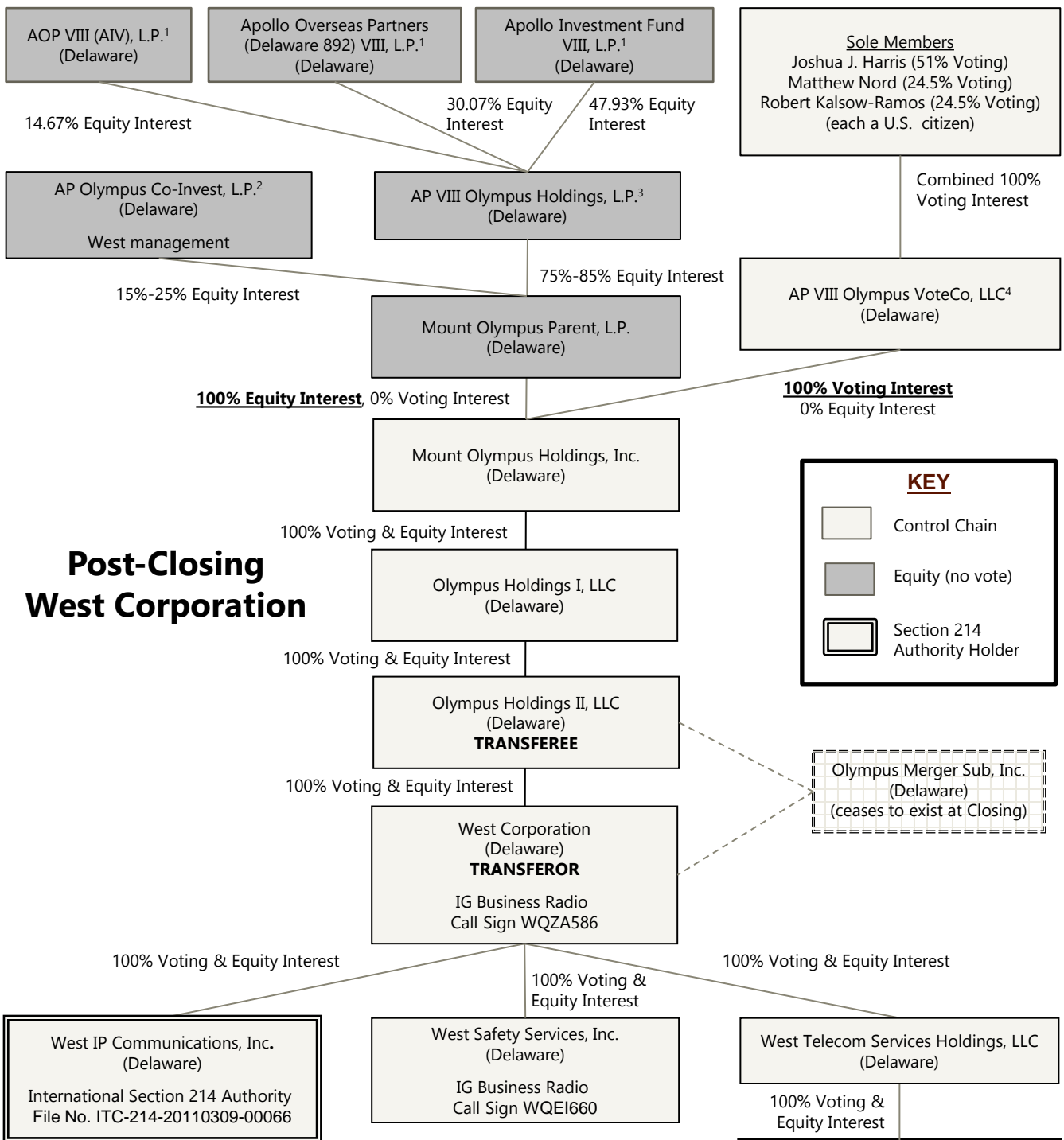
Dated: May 24, 2017

**EXHIBIT A**

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

# Pre-Closing West Corporation





<sup>1</sup> No entity or person 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").

<sup>2</sup> 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 entity or person also may have in the AP Funds, will hold a 10% or greater aggregate direct or indirect equity interest in Mount Olympus.

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

<sup>4</sup> 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.