

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
Olympus Holdings II, LLC)	File Nos.
(FRN 0026535260),)	
Transferor)	WC Docket No. _____
)	
and)	
)	ITC-T/C-2017 _____
AP VIII Olympus VoteCo, LLC)	
(FRN 0028046555),)	
Transferee)	ITC-T/C-2017 _____
)	
and)	
)	
West Telecom Services, LLC)	
(FRN 0024938268), and)	
West IP Communications, Inc.)	
(FRN 0015480288),)	
Licensees)	
)	
Joint Application for Consent to Transfer)	
Control of Domestic and International)	
Authorizations Pursuant to Section 214 of)	
the Communications Act of 1934, As Amended)	

JOINT APPLICATION

Olympus Holdings II, LLC (“Olympus Holdings” or “Transferor”), which indirectly controls Section 214 authorization holders West IP Communications, Inc. (“WIPC”) and West Telecom Services, LLC (formerly known as KMC Data LLC and then Hypercube Telecom, LLC) (“West Telecom”) (WIPC and West Telecom, collectively “West Licensees”),¹ through undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as

¹ On July 6, 2017, the Commission approved the transfer of control of WIPC and West Telecom to Transferor. *See International Authorizations Granted*, Public Notice, 32 FCC Rcd 5490 at 4-9 (IB 2017).

amended (the “Act”),² and Sections 63.04 and 63.24 of the rules of the Federal Communications Commission (“Commission” or “FCC”),³ hereby requests approval from the Commission for the transfer of indirect control of the West Licensees to AP VIII Olympus VoteCo, LLC (“Olympus VoteCo” or “Transferee”) (Transferor, the West Licensees, and Olympus VoteCo, collectively “Applicants”). The West Licensees are each wholly owned and controlled operating subsidiaries of communications company West Corporation (“West”), which is a direct wholly owned and controlled subsidiary of Transferor. Olympus VoteCo, in turn, indirectly holds a 100 percent indirect voting interest in Transferor.⁴

To accomplish the proposed transfer of control, Joshua J. Harris, who currently holds a 51 percent voting interest in Olympus VoteCo, will assign his interest to the current sole officers and managers of Olympus VoteCo, Matthew Nord and Robert Kalsow-Ramos (collectively, “Managers”), and to Mount Olympus Parent, L.P. (“Mount Olympus”).⁵ As a result of this transaction, Transferee will hold indirect control of West and the West Licensees (the “Transaction”).

² 47 U.S.C. § 214.

³ 47 C.F.R. §§ 63.03 and 63.24.

⁴ Organizational diagrams depicting the current and post-consummation ownership structure of West and the West Licensee are attached hereto as Exhibit A.

⁵ Mount Olympus is a holding company through which certain investment funds managed by affiliates of Apollo Global Management, LLC (“Apollo”) hold non-attributable indirect equity interests in West.

West Telecom holds domestic blanket authority and international and Section 214 authority, FCC File No. ITC-214-20050203-00058 and WIPC holds international Section 214 authority, FCC File No. ITC-214-20110309-00066.⁶

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 rules⁷ for the reasons described below. Consummation of the Transaction will serve the public interest by ensuring continuity and consistency at the managerial level for the West Licensees, thereby maintaining their ability to operate and improve their networks and services and facilitating their continued competition in the telecommunications marketplace.

I. DESCRIPTION OF THE APPLICANTS

A. West and the West Licensees

West Corporation. The West Licensees are wholly owned direct and indirect operating subsidiaries of West, which is a Delaware corporation headquartered at 11808 Miracle Hills

⁶ On August 16, 2018, the Commission approved the transfer of control of Flowroute Inc. (“Flowroute”) to West Corporation, which is an indirect subsidiary of Transferor and the parent company of WIPC and West Telecom. *See International Authorizations Granted*, Public Notice, DA 18-855, Report No. TEL-01921 (rel. Aug. 16, 2018). Flowroute operates a software-centric cloud-based network and provides an array of non-facilities-based Internet protocol communications products to enterprise-level customers and carriers, including VoIP service, fax service over IP-based networks, local and toll-free voice and message-enabled telephone numbers, long-code and toll-free short message service (SMS) texting service, and multi-media messaging service (MMS). Flowroute also held an international Section 214 authorization, FCC File No. ITC-214-20090123-00027, to operate as a global or limited global facilities-based and resale carrier. However, Flowroute did not utilize its international Section 214 authority because it exclusively provides VoIP and related services, as well as various information services, and does not provide interstate or international telecommunications services. On December 19, 2018, Flowroute filed a notice with the International Bureau surrendering its international Section 214 application effective immediately. As a result, the Applicants are not seeking Commission consent to transfer control of Flowroute.

⁷ 47 C.F.R. §§ 63.03(b), 63.12(b)-(c).

Drive, Omaha, Nebraska 68154. 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 the West Licensees hold any other domestic or international Section 214 authority.

West IP Communications, Inc. WIPC, a wholly owned direct subsidiary of West, is a Delaware corporation, and its principal place of business is located at 401 S. 4th Street, Louisville, Kentucky 40202. WIPC primarily provides interconnected Voice over Internet Protocol ("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.

West Telecom Services, LLC. 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 (“CLECs”) and interexchange carriers, cable telephony providers, and VoIP providers. West Telecom owns and operates its own network equipment, but it leases transmission lines (including access circuits) from other carriers. West Telecom’s services are currently available in 47 states⁸ 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.

B. Olympus Holdings and Olympus VoteCo

Olympus Holdings II, LLC. West is a direct, wholly owned subsidiary of Transferor, Olympus Holdings, a Delaware limited liability company with a principal place of business located at 9 West 57th Street, 43rd Floor, New York, New York 10019. As set forth in Exhibit A, all of the voting interests in Olympus Holdings are indirectly held by Olympus VoteCo, and all of the equity interests in Olympus Holdings are indirectly owned by certain investment funds that are managed by affiliates of Apollo Global Management, LLC (“Apollo”).

AP VIII Olympus VoteCo, LLC. Olympus VoteCo is a special purpose Delaware limited liability company with a principal place of business located at 9 West 57th Street, 43rd Floor, New York, New York 10019. Currently, Mr. Harris holds 51 percent of the voting membership interests and 33.3 percent of the equity membership interests in Olympus VoteCo. Mr. Nord and Mr. Kalsow-Ramos, who are both officers and managers of Olympus VoteCo, each currently

⁸ 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.

hold 24.5 percent of the voting membership interests and 33.3 percent of the equity membership interests in Olympus VoteCo. Mr. Harris, Mr. Nord, and Mr. Kalsow-Ramos are all U.S. citizens and investment professionals with the Apollo funds group.

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. Apollo has a strong history of partnering with management teams to grow the companies in which it invests. It is also an experienced investor in FCC-regulated communications companies. Indeed, over the years, investment funds managed by affiliates of Apollo have 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.⁹

II. DESCRIPTION OF THE TRANSACTION

Mr. Harris will enter into a unit purchase agreement pursuant to which he will assign his 51 percent voting interest and 33.3 percent equity interest in Olympus VoteCo to its current Managers, Mr. Nord and Mr. Kalsow-Ramos, each of whom will receive an additional 20.55 percent voting and 11.75 percent equity interest in Olympus VoteCo, and to Mount Olympus, which will receive a nonattributable 9.9 percent voting and equity interest in Olympus VoteCo. Following the Transaction, and taking in to account their existing interests in Olympus VoteCo,

⁹ The investment funds managed by affiliates of Apollo no longer hold an ownership interest in any of these FCC-regulated companies. Olympus Holdings, Olympus VoteCo, investment funds managed by affiliates of Apollo, and their respective affiliates do not hold a ten percent or greater direct or indirect equity interest in any U.S. domestic telecommunications provider.

Mr. Nord and Mr. Kalsow-Ramos each will hold a 45.05 percent voting interest and a 45.05 percent equity interest in Olympus VoteCo, and Olympus VoteCo will indirectly control all of the voting interests in West and the West Licensees. In addition, other than Olympus VoteCo and the intermediate holding companies between Olympus VoteCo and West set forth in Exhibit A, no individual or entity will directly or indirectly hold ten percent or more of the voting interests of West or the West Licensees. Exhibit A includes pre-closing and post-closing organizational diagrams illustrating the current and proposed post-Transaction voting and equity ownership of West and the West Licensees.

III. PUBLIC INTEREST STATEMENT

The proposed transfer of control will occur at the parent level, will not affect the day-to-day management of West and the West Licensees, and does not involve an assignment of operating authority, assets, or customers. The management and technical teams of West and the West Licensees will remain in place and will continue to manage the day-to-day operations and businesses of the companies following consummation of the Transaction. Thus, the companies will continue to be operated by highly experienced, well-qualified management and technical personnel.

The West 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. Accordingly, the Transaction will be transparent to all customers of the West Licensees and will not 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 the West Licensees, which hold domestic and international Section 214 authority, to Current Managers:

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
Olympus Holdings II, LLC
c/o West Corporation
1601 Dry Creek Dr.
Longmont, CO 80503
Tel: (720) 864-5510
Fax: (720) 494-6600
sward@west.com

with a copy to:

Phillip R. Marchesiello
Wilkinson Barker Knauer, LLP
1800 M. Street, NW, Suite 800N
Washington, DC 20036
Tel: (202) 783-4141
Fax: (202) 783-5851
pmarchesiello@wbklaw.com

For West Licensees:

Sean Ward
Associate Counsel
West Corporation
1601 Dry Creek Dr.
Longmont, CO 80503
Tel: (720) 864-5510
Fax: (720) 494-6600
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1800 M. Street, NW, Suite 800N
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Tel: (202) 783-4141
Fax: (202) 783-5851
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For Transferee:

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

with a copy to:

Phillip R. Marchesiello
Wilkinson Barker Knauer, LLP
1800 M. Street, NW, Suite 800N
Washington, DC 20036
Tel: (202) 783-4141
Fax: (202) 783-5851
pmarchesiello@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 57th Street, 43rd Floor New York, NY 10019
Citizenship:	Delaware, US
Interest Held:	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 Holdings II, LLC:

Name:	Olympus Holdings I, LLC
Address:	9 West 57th Street, 43rd Floor New York, NY 10019
Citizenship:	Delaware, US
Interest Held:	100% voting and equity
Principal Business:	Sole member and manager of Olympus Holdings II, LLC

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 57th Street, 43rd Floor New York, NY 10019

Citizenship: Delaware, US
Interest Held: 100% voting and equity
Principal Business: Sole member and manager of Olympus Holdings I, LLC

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

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

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

The following individuals or entities will hold a ten percent or greater direct voting or equity interest in Olympus VoteCo:¹⁰

Name: Matthew Nord
Address: 9 West 57th Street, 43rd Floor
New York, NY 10019
Citizenship: US
Interest: 45.05% voting and equity interest in, and manager and member of, Olympus VoteCo
Principal Business: Investment management

¹⁰ Although these individuals hold an equity interest in Olympus VoteCo, Olympus VoteCo does not hold a direct or indirect equity interest in Mount Olympus Holdings, Inc.; Olympus Holdings I, LLC; Olympus Holdings; West; WIPC; or West Telecom.

Name: Robert Kalsow-Ramos
Address: 9 West 57th Street, 43rd Floor
New York, NY 10019
Citizenship: US
Interest: 45.05% voting and equity interest in, and manager and member of, Olympus VoteCo
Principal Business: Investment management

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

Parent, L.P.:

Name AP VIII Olympus Holdings, L.P.
Address: 9 West 57th Street, 43rd Floor
New York, NY 10019
Citizenship: Delaware, US
Interest: 73% equity¹¹
Principal Business: Limited partner in AP VIII Olympus Holdings II, L.P.

The following individuals or entities will hold a ten percent or greater direct equity interest in AP

VIII Olympus Holdings, L.P.:¹²

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

Name: AOP VIII (AIV), L.P.
Address: 9 West 57th Street, 43rd Floor
York, NY 10019
Citizenship: Delaware, US
Interest: 14.67% equity

¹¹ The equity interest in Mount Olympus Parent, L.P. that is not held by AP VIII Olympus Holdings, L.P. is held by co-investors (through AP Olympus Co-Invest, L.P.) and members of the West management team. None of these investors individually hold a direct or indirect equity interest in AP VIII Olympus Holdings II, L.P. or West or its subsidiaries of 10 percent or more.

¹² No limited partner in Apollo Investment Fund VIII, L.P., AOP VIII (AIV), L.P., or Apollo Overseas Partners (Delaware 892) VIII, L.P. holds a ten percent or greater direct or indirect aggregate limited partnership interest in AP VIII Olympus Holdings, L.P. or a ten percent or greater direct or indirect equity or voting interest in Mount Olympus Parent, L.P.; Mount Olympus Holdings, Inc.; Olympus Holdings I, LLC; Olympus Holdings; West; WIPC; or West Telecom.

Principal Business: Investment in AP VIII Olympus Holdings, L.P.

Name: Apollo Overseas Partners (Delaware 892) VIII, L.P.
Address: 9 West 57th Street, 43rd Floor
New York, NY 10019

Citizenship: Delaware, US
Interest: 30.07% equity
Principal Business: Investment in AP VIII Olympus Holdings, L.P.

Pre-closing and post-closing organizational diagrams illustrating the current and proposed post-Transaction corporate structure of West are provided in 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 or the West Licensees.

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

Neither Transferee nor Transferor have any interlocking directorates with foreign carriers. As set forth below, certain executives of West have interlocking directorates with foreign carriers, all of which are subsidiaries of West as set forth in Section IV(E) below.

- Robert Wechsler is President for West; Executive Vice President for West Telecom; Executive Vice President and Director for WIPC and West UC Limited; Senior Vice President and Director for West Unified Communications Services Canada, Inc.; and Director for West Canada Holdings ULC, West UC Singapore Private Limited, West UC Japan K.K., and West Cloud Contact Solutions Limited.
- Nancy Disman is Chief Administrative Officer for West, West Safety Services, Inc. (“West Safety”) and West Telecom; Chief Administrative Officer and Director for WIPC, West Unified Communications Services Canada, Inc., and West UC Limited; and Director for WIPC, West Safety, West Telecom, West Canada Holdings ULC, West UC Singapore Private Limited, West UC Japan K.K., and West Cloud Contact Solutions Limited.
- Louis Brucculeri is Secretary of West, WIPC, West Safety, West Telecom, and West UC Limited, and Director of West UC Limited.
- Eric Frazier is President of West Unified Communication Services, Inc. and WIPC and Director of West UC Limited.

- Robert Mannix is Chief Accounting Officer of West and Director of West UC Limited.
- Christopher Wikoff is Secretary of West, WIPC, West Safety, West Telecom, and West UC Limited; and Director of West UC 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 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:

Affiliate Name	Country
West Unified Communications Services Canada, Inc.	Canada (World Trade Organization (“WTO”) Member)
West Canada Holdings ULC	Canada (WTO Member)
West UC Limited	Belgium, Denmark, Finland, France, Ireland, Luxembourg, Netherlands, Spain, Sweden, U.K. (WTO Members)
West UC Japan K.K.	Japan (WTO Member)
West UC Singapore Private Limited	Singapore (WTO Member)
West Cloud Contact Solutions Limited	Ireland, U.K. (WTO Members)

Transferor and Transferee are affiliated with the above-identified foreign carriers through their ownership interests in West, and they will maintain this affiliation following the consummation of the proposed transaction. Transferor and Transferee are not themselves foreign carriers and are 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), Transferor is a holding company and Transferee is a special purpose operating company. Neither is a carrier and neither will not seek to provide international telecommunications services to any destination countries post-closing. West Telecom is a foreign carrier in Canada, and the West Licensees currently are, and post-closing will continue to be, controlled by an entity, West, that controls a foreign carrier in the countries listed in Section IV(E) above. Upon consummation of the Transaction, the West Licensees will not be authorized to provide service to any other destination country 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 West Licensees, or that controls the West Licensees, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the West 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.

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. No other entity

identified in this Application as holding an interest in West and its operating subsidiaries provides telecommunications services.

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

As explained in Section IV(G) above, West and the West Licensees, all qualify for a presumption of non-dominance under Section 63.10(a)(3) of the Commission’s rules.¹³ In addition, Applicants do not have an affiliation with any dominant U.S. carrier.¹⁴ Post-closing, Transferee, the West Licensees, and their affiliates identified in this Application (“Affiliates”) 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, 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.

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 the Transferee.¹⁵

¹³ See 47 C.F.R. § 63.12(c)(1)(ii) (applicant affiliated with foreign carriers qualifies for streamlined processing where “applicant qualifies for a presumption of non-dominance under §63.10(a)(3)”).

¹⁴ See *id.* § 63.12(c)(2).

¹⁵ 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). *Id.* §§ 63.04(a)(6)-(12), 63.04(b).

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. Neither Transferor or Transferee nor their Affiliates 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.¹⁶ Moreover, Transferee (solely through West Telecom) holds a market share in the interstate, interexchange market of less than ten percent; 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; and Transferor, Transferee, and West Telecom are not dominant with respect to any services.¹⁷

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 Transferor to the Transferee. One license is currently directly held by West

¹⁶ See *id.* § 63.03(b)(1)(ii).

¹⁷ See *id.* § 63.03(b)(2)(i).

(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 submit that the public interest, convenience, and necessity would be furthered by a streamlined grant of this Application for the above-described Transaction.

Respectfully submitted,

**OLYMPUS HOLDINGS II, LLC,
Transferor**

/s/ Louis Brucculeri
Louis Brucculeri
Secretary, and General Counsel
Olympus Holdings II, LLC
c/o Apollo Management VIII, L.P.
9 West 57th Street, 43rd Floor
New York, New York 10019

**AP VIII OLYMPUS VOTECO, LLC,
Transferee**

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

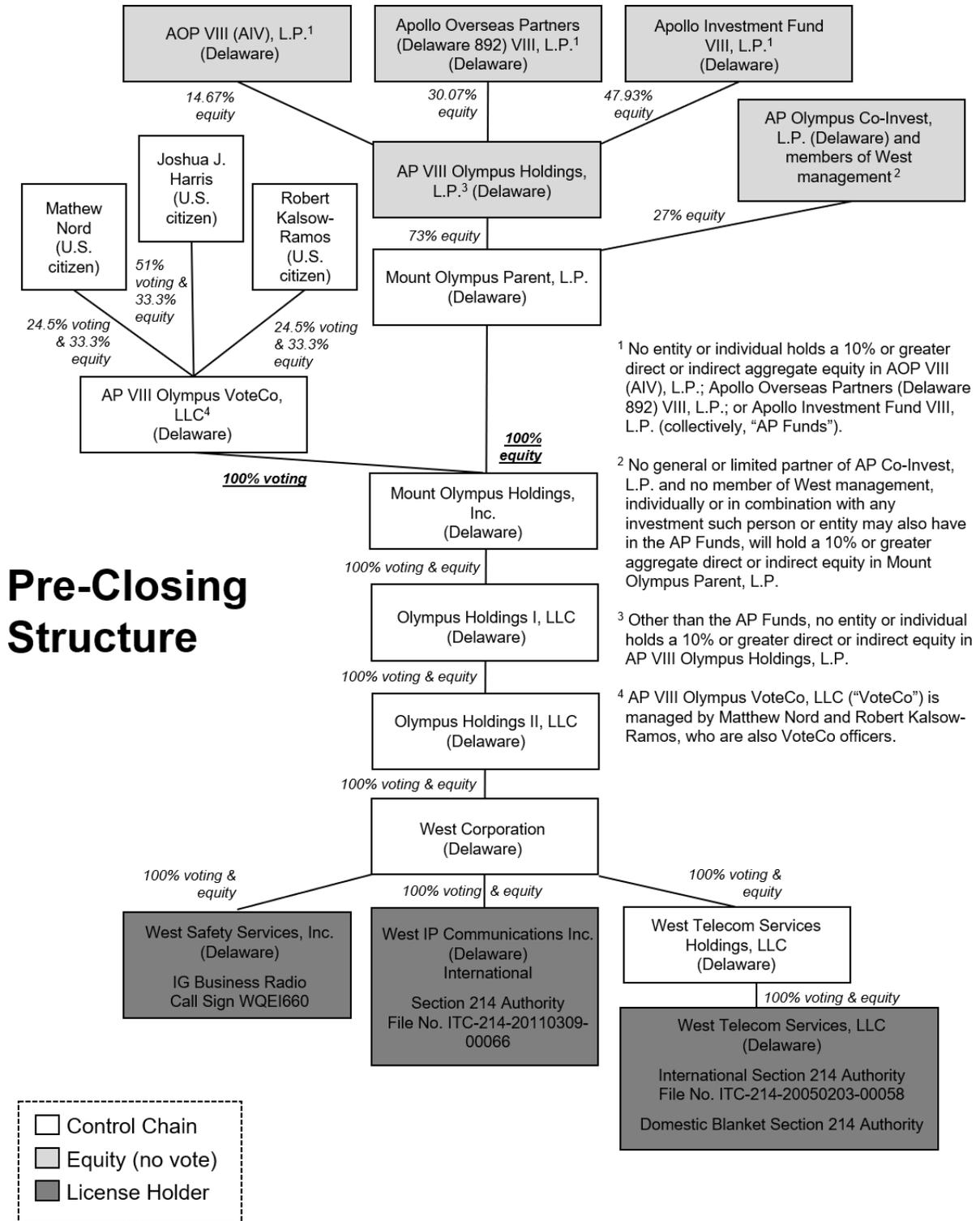
**WEST CORPORATION,
WEST TELECOM SERVICES, LLC,
WEST IP COMMUNICATION, INC.,
West and the West Licensees**

/s/ Louis Brucculeri
Louis Brucculeri
Executive Vice President and General
Counsel
West Corporation
11808 Miracle Hills Drive
Omaha, NE 68154P

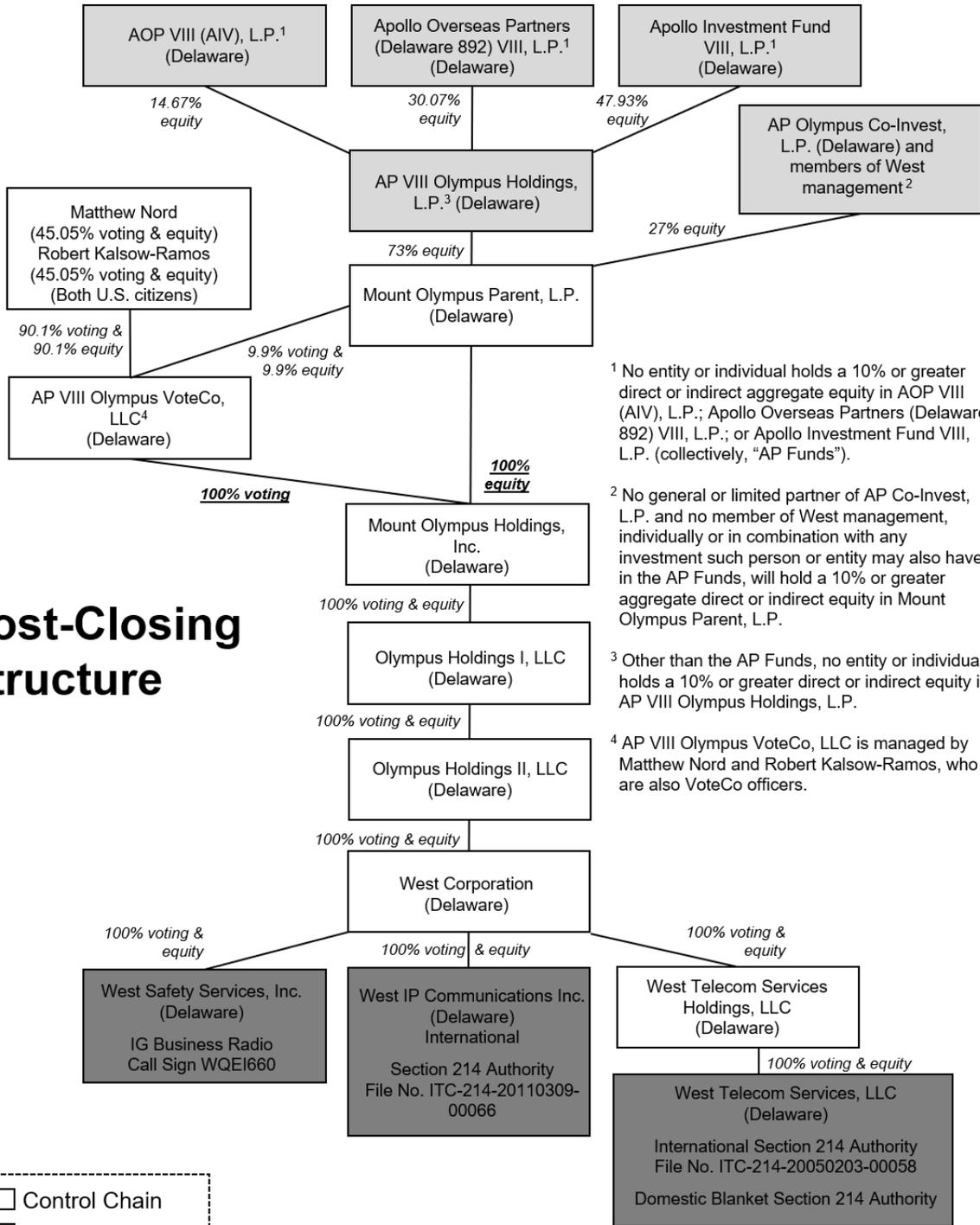
Dated: February 1, 2019

EXHIBIT A

PRE- AND POST-CLOSING ORGANIZATIONAL DIAGRAMS



Post-Closing Structure



¹ No entity or individual holds a 10% or greater direct or indirect aggregate equity 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 No general or limited partner of AP Co-Invest, L.P. and no member of West management, individually or in combination with any investment such person or entity may also have in the AP Funds, will hold a 10% or greater aggregate direct or indirect equity in Mount Olympus Parent, L.P.

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

⁴ AP VIII Olympus VoteCo, LLC is managed by Matthew Nord and Robert Kalsow-Ramos, who are also VoteCo officers.

