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April 28, 2011

Marlene Dortch
Secretary
Federal Communications Commission
445-12th Street SW
Washington, DC 20554

VIA ECFS

Re: Smoothstone IP Communications Corporation Application for Consent to Transfer Control of a Company Holding International Section 214 Authority and Blanket Domestic Section 214 Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended; **Supplemental Filing #1**
WC Docket No. 11-73

Dear Ms. Dortch,

On April 19, 2011, West Corporation (“West”) and Smoothstone IP Communications Corporation (“Smoothstone” and, together with West, the “Parties”) filed the above-referenced joint domestic and international application for consent to a transfer of Smoothstone to West.¹ Pursuant to discussions with Staff, the Parties provide additional information concerning Smoothstone’s operations and post-close ownership of Smoothstone by Quadrangle and the Thomas H. Lee Funds.

Smoothstone

As discussed in the application, Smoothstone’s primary business at this time is the provision of interconnected Voice-over-Internet-Protocol (“VoIP”) services. Smoothstone also provides a very limited (*de minimis*) amount of ancillary telecommunications services used for

¹ The international application is being considered as File No. ITC-T/C-20110420-00108.

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fax line or alarm monitoring purposes.² A list of the states in which Smoothstone provides services is appended.

Quadrangle

Quadrangle's interest in West is held through three entities: Quadrangle Capital Partners II LP, Quadrangle Select Partners II LP, and Quadrangle Capital Partners II-A LP (collectively, the "Quadrangle Funds"). The Quadrangle Funds hold an aggregate indirect interest of approximately 12.5% in West Corporation. (11.4% Class A shares; 12.5% Class L shares). Voting or investment control over securities that the Quadrangle Funds own are acted upon by the investment committee of QCP GP Investors II LLC as general partner of Quadrangle GP Investors II LP, the common general partner of the Quadrangle Funds. The current members of the investment committee of QCP GP Investors II LLC are Michael A. Huber, Peter R. Ezersky and Steven G. Felsher. Of the three Quadrangle Funds, only Quadrangle Capital Partners II LP holds more than 10% of West Corporation. A chart outlining this information is appended.

Affiliations through Quadrangle ownership interest

As noted in the Parties initial filing, Quadrangle's investments are focused in the media and communications sectors. As a result of current investments held by Quadrangle, for purposes of this application, West Corporation and its subsidiaries are affiliated with the following domestic telecommunications providers:

- **Hargray Communications Group ("Hargray")** is an integrated telecommunications provider serving southeastern South Carolina and northeastern Georgia both directly and through its subsidiaries. Hargray subsidiaries include two incumbent local exchange providers, Hargray Telephone Company, Inc. and Bluffton Tel. Co. Inc., both of which operate in South Carolina. Additional Hargray subsidiaries include Hargray of Georgia, Inc. and Hargray, Inc., competitive access providers/local exchange carriers operating, respectively, in Georgia and South Carolina. Low Country Carriers, Inc. (Hargray Long Distance) is a toll reseller operating in Georgia and South Carolina. Hargray and a subsidiary, Hargray Wireless, provide cellular, PCS, SMR and wireless services in South Carolina and Georgia.
- **NTELOS** is a leading provider of wireline and wireless communications and information services to consumers and businesses primarily in Virginia and West Virginia.³

² The parties are clarifying this point to explain the basis for requesting domestic approval of the transaction. As explained below, however, Smoothstone does not – and will not – provide telecommunications services in any markets served by ILEC affiliates.

³ NTELOS entities also provide a limited amount of service in Maryland, Ohio and Pennsylvania.

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NTELOS subsidiaries include two incumbent local exchange carriers, NTELOS Telephone Inc. and Roanoke and Botetourt Telephone Company. Both of these companies operate in Virginia. Additional NTELOS subsidiaries – NTELOS Network Inc., NA Communications, R&B Network, Inc., NTELOS of West Virginia, FiberNet, L.L.C., FiberNet of Ohio, LLC, FiberNet of Virginia, Inc., and FiberNet Telecommunications of Pennsylvania, LLC are competitive local exchange carriers operating within the collective NTELOS service territory.² NTELOS also operates as a regional wireless operator providing retail and wholesale services in Virginia and West Virginia.

- **Cequel Communications** which, under the name Suddenlink Communications, offers a variety of services that include cable TV, high-speed Internet access and telephone. Cequel recently acquired control of Mercury Voice and Data Company, a competitive telecommunications carrier operating in Arizona and Missouri. The associated FCC application stated that Cequel Communications is an indirect, wholly owned subsidiary of Cequel Holdings, a U.S. entity and, moreover, that “Cequel Holdings indirectly controls the following entities that provide competitive telecommunications services: Cebridge Telecom CA, LLC (“Cebridge-CA”), Cebridge Telecom LA, LLC (“Cebridge-LA”), Cebridge Telecom MO, LLC (“Cebridge-MO”), Cebridge Telecom NC, LLC (“Cebridge-NC”), Cebridge Telecom OK, LLC (“Cebridge-OK”), Cebridge Telecom TX, LLC (“Cebridge-TX”), and Cebridge Telecom WV, LLC (“Cebridge-WV”). Cequel [Holdings] also indirectly controls TCA Communications, LLC, which provides interexchange services.”⁴

Thomas H. Lee Funds

Thomas H. Lee (THL) is a private equity firm, with principal offices in Boston, MA. THL’s investment strategy is to acquire substantial ownership positions in large growth-oriented companies where THL can contribute managerial and strategic expertise to create value. Established in 1974, THL has raised in the neighborhood of \$22 billion of equity capital and has invested in over 100 businesses with an aggregate purchase price of more than \$125 billion.

⁴ *In the Matter of the Application of News-Press & Gazette Company, Transferor, Mercury Voice and Data Company, Licensee, and Cequel Communications, LLC, Transferee, For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.04 of the Commission's Rules to Complete a Transfer of Control of Mercury Voice and Data Company, an Authorized Domestic Section 214 Carrier, to Cequel Communications, LLC, WC Docket No. 11-17 at p. 3.*

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THL's interest in West is primarily held through six subsidiary funds (the "THL Funds").⁵ These funds hold an aggregate interest of approximately 55-60 % in West. (54.4% of Class A shares and 59.9% of Class L shares). THL Equity Advisors VI, LLC is general partner of five of the six THL Funds. Thomas H. Lee Partners, L.P. is the sole member of THL Equity Advisors VI, LLC and general partner of the sixth THL Fund. Thomas H. Lee Advisors, LLC ("Advisors") is the general partner of Thomas H. Lee Partners, L.P.⁶ Voting or investment control over securities that the THL Funds own are acted upon by majority vote of the members of a ten-member committee, whose current members are Todd M. Abbrecht, Charles A. Brizius, Anthony J. DiNovi, Thomas M. Hagerty, Scott L. Jaeckel, Seth W. Lawry, Soren L. Oberg, Scott A. Schoen, Scott M. Sperling and Kent R. Weldon. Only Thomas H. Lee Equity Fund VI, L.P., Thomas H. Lee Parallel Fund VI, L.P. and THL Equity Fund VI Investors (West), L.P. individually hold more than 10% of West Corporation and post-close, will hold more than 10% of Smoothstone. A chart outlining THL's ownership interest is appended.

THL does not hold a 10% or greater interest in any domestic telecommunications providers and, consequently, THL's interest does not raise any affiliation issues.

Request for Streamlined Treatment

By this filing, the Parties clarify that the application is eligible for streamlined processing pursuant to § 63.03(b)(2)(ii). Specifically, the Parties note the following:

- The proposed transaction will result in Applicants (including their affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent. (§63.03(b)(2))
- The Applicants (including their affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. (§63.03(b)(2))
- The Applicants include a dominant carrier and a nondominant carrier that provides its telecommunications services outside the operating territory of the dominant carrier.

West and its current subsidiaries are not dominant carriers. Through the Quadrangle ownership interest, however, West is affiliated with several incumbent local exchange ("ILEC") providers. Smoothstone primarily operates as a provider of interconnected Voice-Over-Internet-

⁵ An insignificant percentage of the complete THL interest in West is held through two entities formed as a coinvestment vehicle with Putnam Investment Holdings. These funds hold approximately 0.2% interest in West and are noted here solely to provide a complete statement of the THL interest.

⁶ Shares held by the THL Funds may be deemed to be beneficially owned by Advisors. Advisors disclaims any beneficial ownership of any shares held by the THL Funds.

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Protocol services and at this time only provides a *de minimis* amount of ancillary domestic telecommunications services. Smoothstone does not provide any telecommunications services in the operating territories of ILEC entities in which Quadrangle has an ownership interest.

The Parties believe that this letter responds to Staff's questions; however, if there are any additional questions or concerns, please contact me at (202) 342-8819 or via email at wbrantl@kelleydrye.com. Thank you for your assistance with this matter.

Sincerely,



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attachments

Attachments:

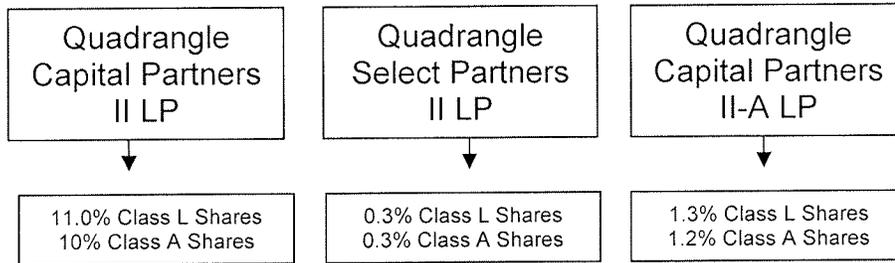
**List of States in Which Smoothstone Provides Service
Quadrangle Group Fund Ownership Chart
Thomas H. Lee Fund Ownership Chart**

List of States in Which Smoothstone Provides Service

Alabama	Missouri
Arkansas	Mississippi
Arizona	North Carolina
California	New Hampshire
Colorado	New Jersey
Connecticut	New Mexico
District of Columbia	Nevada
Delaware	New York
Florida	Ohio
Georgia	Oklahoma
Iowa	Oregon
Illinois	Pennsylvania
Indiana	South Carolina
Kansas	Tennessee
Kentucky	Texas
Louisiana	Utah
Massachusetts	Virginia
Maryland	Vermont
Maine	Washington
Michigan	Wisconsin
Minnesota	West Virginia

The Quadrangle Funds
Post-Close Interest in West Corporation and its Subsidiaries
(Including Smoothstone)

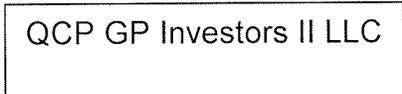
Quadrangle Funds:



Common General Partner of the Quadrangle Funds:

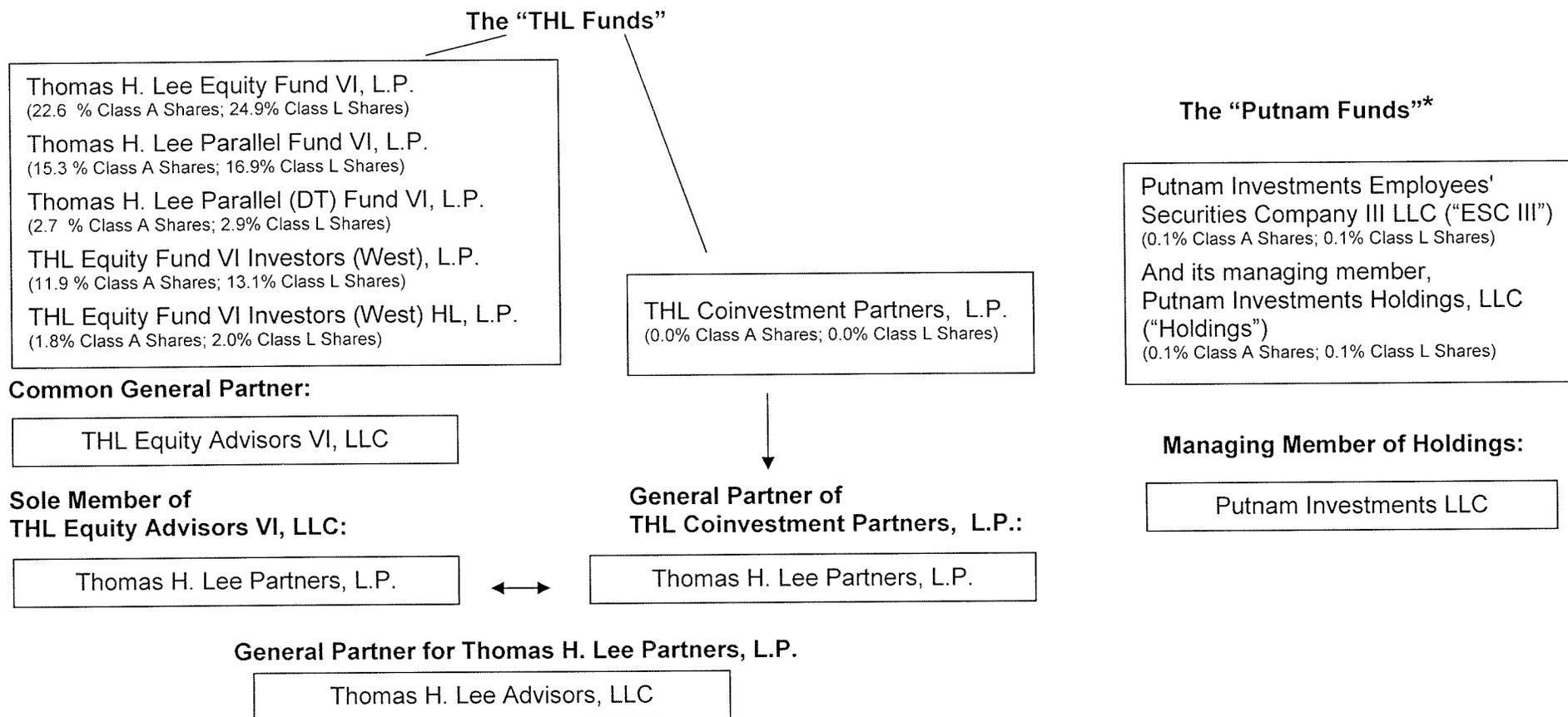


General Partner of Quadrangle GP Investors II LP:



Shares held by the Quadrangle Funds may be deemed to be beneficially owned by Quadrangle GP Investors II LP (and its parent QCP GP Investors II LLC) (collectively, "Quadrangle GP"). Quadrangle GP disclaims beneficial ownership of any shares held by the Quadrangle Funds. The Quadrangle Funds hold an aggregate indirect interest of approximately 12.5% in West Corporation. (11.4% Class A shares; 12.5% Class L shares) Voting or investment control over securities that the Quadrangle Funds own are acted upon by the investment committee of QCP GP Investors II LLC as general partner of Quadrangle GP Investors II LP, the common general partner of the Quadrangle Funds. The current members of the investment committee of QCP GP Investors II LLC are Michael A. Huber, Peter R. Ezersky and Steven G. Felsher. Of the three Quadrangle Funds, only Quadrangle Capital Partners II LP holds more than 10% of West Corporation.

The Thomas H. Lee Funds
Post-Close Interest in West Corporation and its Subsidiaries (Including Smoothstone)



Shares held by the THL Funds may be deemed to be beneficially owned by Thomas H. Lee Advisors, LLC ("Advisors"). Advisors disclaims any beneficial ownership of any shares held by the THL Funds. The THL Funds hold an aggregate interest of approximately 55-60% in West. (54.4% of Class A shares and 59.9% of Class L shares). THL Equity Advisors VI, LLC is general partner of five of the six THL Funds. Thomas H. Lee Partners, L.P. is the sole member of THL Equity Advisors VI, LLC and general partner of the sixth THL Fund. Advisors is the general partner of Thomas H. Lee Partners, L.P. Voting or investment control over securities that the THL Funds own are acted upon by majority vote of the members of a ten-member committee, whose current members are Todd M. Abbrecht, Charles A. Brizius, Anthony J. DiNovi, Thomas M. Hagerty, Scott L. Jaeckel, Seth W. Lawry, Soren L. Oberg, Scott A. Schoen, Scott M. Sperling and Kent R. Weldon. Only Thomas H. Lee Equity Fund VI, L.P., Thomas H. Lee Parallel Fund VI, L.P. and THL Equity Fund VI Investors (West), L.P. individually hold more than 10% of West Corporation and post-close, will hold more than 10% of Smoothstone.

*An insignificant percentage of the complete THL interest in West is held through two entities formed as a coinvestment vehicle with Putnam Investment Holdings. These funds hold approximately 0.2% interest in West and are noted here solely to provide a complete statement of the THL interest. Putnam Investments Holdings, LLC disclaims any beneficial ownership of any shares held by Putnam Investments Employees' Securities Company III LLC and Putnam Investments LLC disclaims any beneficial ownership of any shares held by the Putnam Funds.