



State of Utah  
Department of Commerce  
Division of Public Utilities

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**MEMORANDUM**

**To:** Public Service Commission

**From:** Division of Public Utilities  
Chris Parker, Director  
Bill Duncan, Telecommunications / Water Manager  
Ron Slusher, Utility Technical Consultant

**Date:** June 29, 2017

**Re:** In the Matter of the Notice of Transfer of Indirect Control of West Safety Communications Inc. to Olympus Holdings, Docket No. 17-2366-01.

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**RECOMMENDATION (Allow):**

The Division of Public Utilities (“Division”) has reviewed the joint application between West Corporation and Olympus Holdings II, LLC and believes that the public interest will be promoted by recommending that the Public Service Commission (“Commission”) allow the this Transfer of Indirect Control.

The Division expects that based on history that a filing of this type and with the information submitted by the company there will be no objections or opposition to this recommendation. Therefore, the Division request that this docket be adjudicated informally in accordance with R746-110-1.

**EXPLANATION:**

On or about June 09, 2017, West Safety Communications, Inc. (“West Safety”) and Olympus Holdings II, LLC (“Olympus Holdings”)(and together the “Applicants”) notified the Commission of a transaction, which will result in an indirect transfer of control of West Safety to Olympus Holdings.

West Safety Communications, Inc. is a Delaware corporation headquartered at 11808 Miracle Hills Drive, Omaha, Nebraska, 68154. They are a wholly-owned subsidiary of West

Corporation. West Safety is authorized to provide public telecommunications services in the State of Utah by the Commission on June 18, 2002, Docket Number 01-2366-01.

Olympus Holding II, LLC is a Delaware limited liability company headquartered at 9 West 57th Street, 43rd 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 Corporation and its subsidiaries, including West Safety. Olympus is a holding company and will be ultimately controlled by a principal of Apollo Global Management, LLC.

On May 09, 2017, The Applicants entered into a merger agreement whereby, Olympus Holdings will merge with West Corporation, the parent of West Safety. At the completion of the merger, West Safety will become a wholly-own direct subsidiary of Olympus Holdings.

The Applicants submit that the transaction described herein will serve the public interest. The Applicants expect that the merger will enable the combined entities to better meet the needs of enterprises, wholesale buyers, and other customers. The transaction will bring together two successful carrier organizations that have proven themselves in a highly competitive marketplace. The transaction will help create a stronger competitor by bringing together each organization's respective strengths. Operating as an integrated company will allow each of the operating companies to be more competitive and to deliver greater value and variety of services to their customers than they do individually.

The Applicants further submit that the transaction will be conducted in a manner that will be largely transparent their customers. The transaction will not result in a change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

Cc. William J. Evans, Counsel for Companies, Parsons Behle & Latimer  
Sean Ward, Counsel for West Corporations  
Matthew Nord, Counsel for Olympus Holdings II, LLC  
Justin Jetter, Assistant Attorney General, State of Utah  
Office of Consumer Services, State of Utah