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October 7, 2022

BY ELECTRONIC FILING

Sallie Tanner
Executive Secretary
Georgia Public Service Commission
244 Washington Street, SW
Atlanta, GA 30334-9052

Re: *Joint Application of Intrado Corporation and Guardian US Holdco LLC for Authority to Transfer Indirect Control of Intrado Safety Communications, Inc.*

Dear Ms. Tanner:

On behalf of Intrado Corporation ("Intrado"), the transferor and indirect parent of licensee Intrado Safety Communications, Inc. ("Intrado Safety"); Guardian US Holdco LLC, the proposed transferee; and Intrado Safety, please find enclosed for filing the Joint Application for Authority to Transfer Indirect Control of Intrado Safety from Intrado Corporation to Guardian.

Exhibit B (financial statements for Intrado), Exhibit C (financial statements for Guardian's indirect parent companies), and Exhibit D (the stock purchase agreement) are considered Trade Secret Information by Applicants and are, therefore, filed under seal with requests for confidential treatment.

Please direct any questions you might have to the undersigned.

Respectfully submitted,

/s/*Phillip R. Marchesiello*
Phillip R. Marchesiello

Counsel for Intrado Corporation and Intrado Safety Communications, Inc.

BEFORE THE
GEORGIA PUBLIC SERVICE COMMISSION

Joint Application of	)	
	)	
Intrado Corporation,	)	
Transferor	)	
	)	
and	)	Docket No. 31688
	)	
Guardian US Holdco LLC,	)	
Transferee	)	
	)	
For Authority to Transfer Indirect Control of	)	
	)	
Intrado Safety Communications, Inc.,	)	
Licensee	)	

JOINT APPLICATION

Consistent with O.C.G.A. §§ 46-5-41, 46-5-168, and Chapter 515-6 of the Rules of the Georgia Public Service Commission, Intrado Corporation ("Intrado" or "Transferor"), together with Intrado's wholly owned indirect subsidiary Intrado Safety Communications, Inc. ("Intrado Safety" or "Licensee"), and Guardian US Holdco LLC ("Guardian" or "Transferee," and collectively with the Transferor and Licensee, the "Applicants"), hereby respectfully request the approval of the Commission to consummate a stock purchase transaction whereby Guardian will acquire ultimate control of the Licensee (the "Transaction").

Consummation of the Transaction proposed by this Application will serve the public interest by providing additional sources of capital and managerial resources to Intrado Safety, which will enhance Intrado Safety's ability to maintain and improve its network and services and to better compete in the telecommunications marketplace. The proposed Transaction will occur at the parent level and only will result in a change in the ultimate ownership of the Licensee. No

assignment of licenses, assets, or customers will occur as a consequence of the proposed Transaction. Upon consummation of the Transaction, the Licensee will continue to provide service to its existing customers subject to the same rates, terms, and conditions as currently offered.[1] Accordingly, this Transaction will be, for all practical purposes, imperceptible to the customers of the Licensee. The proposed Transaction will benefit and not adversely affect competition in Georgia because it will not result in a reduction of competitors, it will result in additional sources of capital and managerial resources being made available to Intrado Safety, and customers in the market will continue to have access to the same competitive alternatives they have today.

In support of this Joint Application, the Applicants respectfully submit the following information:

I. DESCRIPTION OF THE APPLICANTS

A. Transferor: Intrado

Intrado (formerly known as West Corporation) is a Delaware corporation headquartered at 11808 Miracle Hills Drive, Omaha, Nebraska 68154. Voting control of Intrado is indirectly held by U.S. citizens Matthew Nord and Robert Kalsow-Ramos, who collectively hold an indirect voting interest of over 90 percent. The equity of Intrado is indirectly held by certain investment funds that are managed by affiliates of Apollo Global Management, Inc. ("Apollo"). An organizational chart illustrating the current corporate structure of Intrado (and Intrado Safety) is provided in Exhibit A hereto. Apollo, which was founded in 1990, is a leading global alternative

[1] The parties have no present intention to change the rates, terms, or conditions of services offered to customers post-closing. Any changes to the rates, terms, or conditions offered to customers that may occur in the ordinary course of business in the future will be implemented in conformance with applicable law, including obtaining any required regulatory approvals, tariffing, or other applicable legal requirements. In addition, the Transaction does not involve a proposed name change. Intrado Safety does not currently serve any customers in Georgia.

investment manager and an experienced investor in, and manager of, regulated telecommunications companies. Apollo raises, invests, and manages investment funds on behalf of some of the world's most prominent pension and endowment funds as well as other institutional and individual investors.

Through Intrado Safety and its other subsidiaries,[2] Intrado is a global provider of communications and network infrastructure services primarily to business customers throughout the United States and internationally. These services include the emergency communications services provided by Intrado Safety, which are further described below, as well as wholesale transport and numbering services, conferencing and other meeting replacement services, virtual assistant and notification services, and unified communications services. The voice and data solutions of Intrado's subsidiaries are deployed by customers in a variety of industries, including telecommunications, banking, retail, financial services, technology, and healthcare.

An audited consolidated balance sheet and statement of cash flow for Intrado, each dated December 31, 2021, are attached as Exhibit B and filed under seal with a request for confidential treatment.[3]

B. Licensee: Intrado Safety

Intrado Safety (formerly known as West Safety Communications, Inc. and before that

[2] In addition to Intrado Safety, Intrado also wholly owns and controls Intrado Communications, LLC ("Intrado Communications"), which holds a Certificate of Authority to provide competitive local exchange services in Georgia. *See Intrado Communications, LLC,* Amendment to Interim Certificate of Authority to Provide Competitive Local Exchange Telecommunications Services, Docket No. 14733, Certificate No. L-0335, Order (Apr. 7, 2022) (license issued to Intrado Communications' predecessor-in-interest). Instead, Intrado will continue to own and control Intrado Communications post-consummation.

[3] Intrado maintains its books on a consolidated basis. Therefore, Intrado Safety does not prepare separate financial statements that cover its operations. In any event, Intrado Safety does not currently serve any customers in Georgia.

Intrado Communications Inc.) is a wholly owned, indirect subsidiary of Intrado. Intrado Safety is a Delaware corporation, and its principal place of business is located at 1601 Dry Creek Drive, Longmont, Colorado 80503. Intrado Safety provides emergency communications services and systems to public safety organizations and service providers. Intrado Safety's services are currently available in 46 states[4] and the District of Columbia. On November 10, 2010, Intrado Safety (then Intrado Communications Inc.) was granted a Certificate of Authority to resell and provide facilities-based competitive local exchange telecommunications services in Georgia in Docket No. 31688 (Certificate No. L-0492). Intrado Communications Inc. changed its name to West Safety Communications Inc. ("West Safety") in 2016.[5] In 2020, West Safety changed its name to Intrado Safety.[6]

C. Transferee: Guardian US Holdco LLC

Transferee is a Delaware limited liability company affiliated with funds managed by Stonepeak ("Stonepeak"), a leading alternative investment firm specializing in infrastructure and real assets that invests in strategically important infrastructure assets within the communications, energy, power, water, renewables, and transportation sectors. Founded in 2011 and headquartered

[4] Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming. In addition, Intrado Safety's affiliate Intrado Safety Communications of Texas, LLC provides similar services in Texas.

[5] *Intrado Safety Communications, Inc.*, Request of Intrado Communications Inc. to Amend the Name on its Certificate of Authority to Provide Competitive Local Exchange Services to West Safety Communications Inc., Docket No. 31688, Order (Apr. 5, 2016).

[6] *Intrado Safety Communications, Inc.*, Request of West Safety Communications Inc. to Amend the Name on its Certificate of Authority to Provide Competitive Local Exchange Services to Intrado Safety Communications, Inc., Docket No. 31688, Order (Mar. 18, 2020).

in New York, Stonepeak has considerable experience in the digital infrastructure sector with select investments across residential broadband, data centers, enterprise fiber, towers, and small cells that give it visibility and expertise across the broader communications sector. Stonepeak is ultimately controlled by Michael Dorrell, who is a citizen of, and who resides in, the United States.[7] Mr. Dorrell has been involved in all phases of Stonepeak's development since 2011 and has 20 years of experience investing in infrastructure. Exhibit A includes a post-consummation corporate structure diagram depicting Guardian's ownership and control.

Upon consummation of the Proposed Transaction, Intrado Safety will be the indirect, wholly owned subsidiary of Transferee, and Transferee will control Intrado Safety. Transferee and the Stonepeak funds and managed vehicles that will indirectly own Intrado Safety are controlled by Mr. Dorrell.

Because Guardian was newly formed for the purpose of this Transaction and is a holding company that will not be capitalized, no audited or unaudited financial statements are available for Guardian. Financial statements for the Stonepeak funds that are Guardian's indirect parent companies that have executed equity commitment letters to fund the purchase of Intrado Safety are attached as Exhibit C.

II. DESCRIPTION OF THE TRANSACTION

On September 16, 2022, Guardian and certain of Intrado's parent companies entered into a Stock Purchase Agreement (the "Agreement") pursuant to which Guardian will acquire Intrado Safety and certain other Intrado subsidiaries via a multi-step transaction in exchange for a cash payment. The completion of the Transaction is conditioned on, among other things, obtaining

[7] Mr. Dorrell also holds Australian citizenship.

required state regulatory approvals. The parties intend to consummate the Transaction as promptly as practicable after such approvals have been received and the other closing conditions set forth in the Agreement are satisfied or waived. As a result of the Transaction, Intrado Safety will become a wholly owned, indirect subsidiary of Guardian. For the Commission's reference, pre- and post-Transaction organization charts illustrating the current and post-Transaction corporate structure of Intrado Safety are provided as Exhibit A hereto. A copy of the Agreement is attached as Exhibit D and filed under seal with a request for confidential treatment.

III. PUBLIC INTEREST CONSIDERATIONS

The proposed Transaction will serve the public interest by providing additional sources of capital and managerial resources to Intrado Safety, which will enhance Intrado Safety's ability to maintain and improve its networks and services to better compete in the telecommunications marketplace. The change in ultimate control of Intrado Safety will occur at the parent level and does not involve any assignment of operating authority, assets, or customers. Moreover, the Transaction will not result in any loss of competitors in the Georgia market.

Intrado Safety is managed by an experienced management and technical team, who will continue to manage its day-to-day operations and businesses following completion of the Transaction. Thus, Intrado Safety will continue to be operated by highly experienced, well-qualified management and technical personnel. In addition, Intrado Safety also will be able to draw upon the decades of experience of Stonepeak's management team as a result of the Transaction.

Further, Intrado Safety will continue to provide competitive and innovative service to its existing customers at the same rates, terms, and conditions, and in the same geographic area, as

currently provided.[8] Any future changes in the rates, terms, or conditions of service will be undertaken pursuant to customer contracts and any applicable Georgia notice and tariff requirements. The Transaction will not result in the discontinuance, reduction, loss, or impairment of service to any customer.

The Transaction will benefit and not adversely affect competition in Georgia because it will not result in a reduction of competitors, additional sources of capital will be available to Intrado Safety as a result of the Transaction, and customers will continue to have access to the same competitive alternatives they have today.

IV. DESIGNATED CONTACTS

All correspondence and communications with respect to this Joint Application should be addressed or directed to as follows:

For Intrado and Intrado Safety:

Sean Ward
Vice President, Deputy General Counsel
Intrado Corporation
1601 Dry Creek Dr.
Longmont, CO 80503
Tel: (720) 864-5510
Fax: (720) 494-6600
sward@intrado.com

With a copy to:

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

[8] As noted above, Intrado Safety does not currently serve any customers in Georgia.

For Guardian:

Guardian US Holdco LLC
c/o Stonepeak Infrastructure Partners
Attn: General Counsel
55 Hudson Yards, 48th Floor
New York, NY 10001
Tel: (212) 907-5100
legalandcompliance@stonepeak.com

With a copy to:

William Wiltshire
HWG LLP
1919 M Street NW, Eighth Floor
Washington DC 20036
Tel: (202) 730-1350
Fax: (202) 730-1301
wwiltshire@hwglaw.com

V. CONCLUSION

For the foregoing reasons, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by the expeditious grant of this Joint Application for the transfer of indirect ownership and control of Intrado Safety to Guardian.

Respectfully submitted,

/s/*William Wiltshire*
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1919 M Street, N.W.
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Counsel for Guardian US Holdco LLC

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Counsel for Intrado Corporation and Intrado Safety Communications, Inc.

October 7, 2022

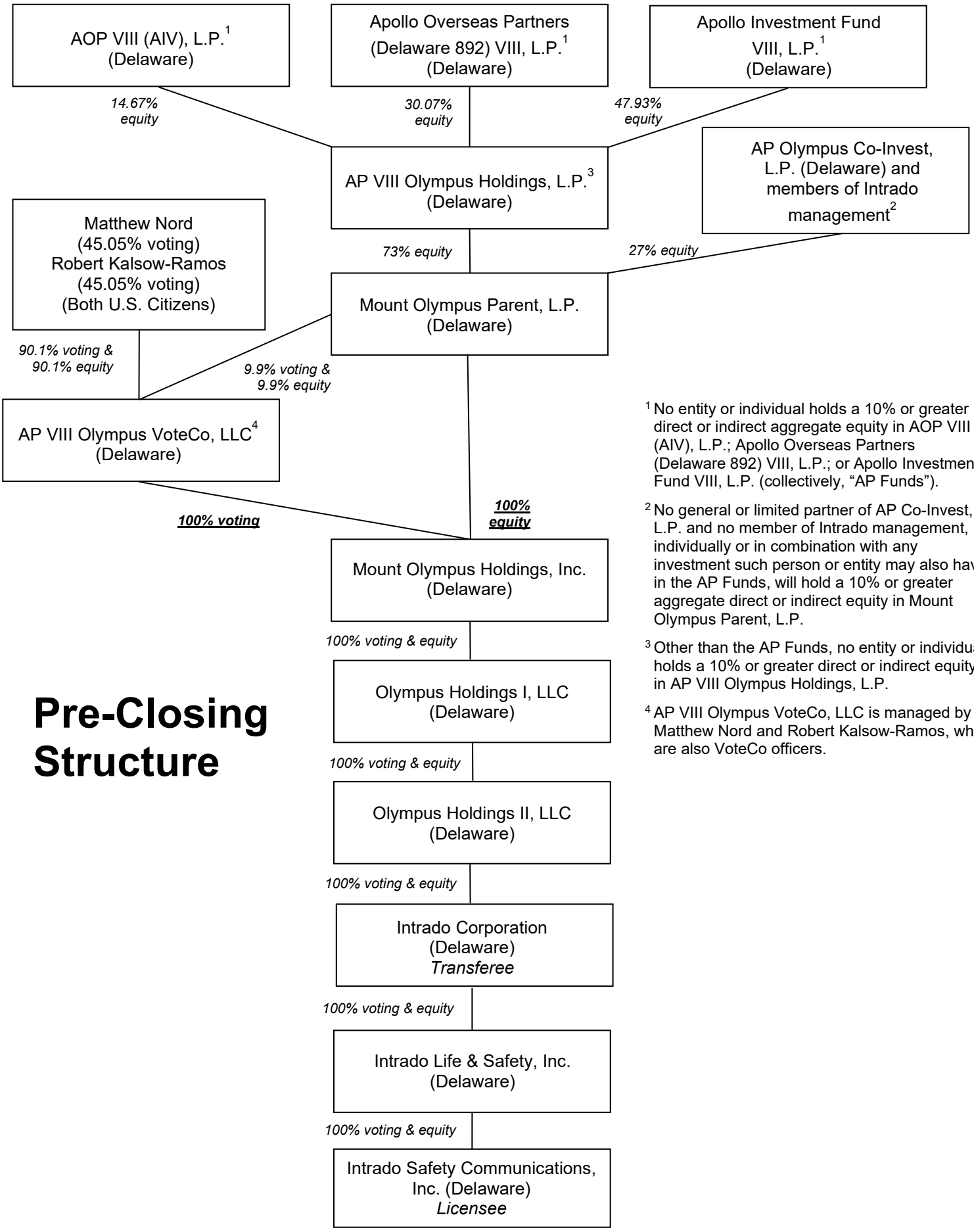
TABLE OF EXHIBITS

EXHIBIT A	PRE- AND POST-CLOSING ORGANIZATIONAL DIAGRAMS
EXHIBIT B	AUDITED FINANCIAL STATEMENTS OF INTRADO **CONFIDENTIAL – FILED UNDER SEAL**
EXHIBIT C	FINANCIAL STATEMENTS FOR GUARDIAN'S INDIRECT PARENT COMPANIES **CONFIDENTIAL – FILED UNDER SEAL**
EXHIBIT D	STOCK PURCHASE AGREEMENT **CONFIDENTIAL – FILED UNDER SEAL**

EXHIBIT A

PRE- AND POST-CLOSING ORGANIZATIONAL DIAGRAMS

Pre-Closing Structure



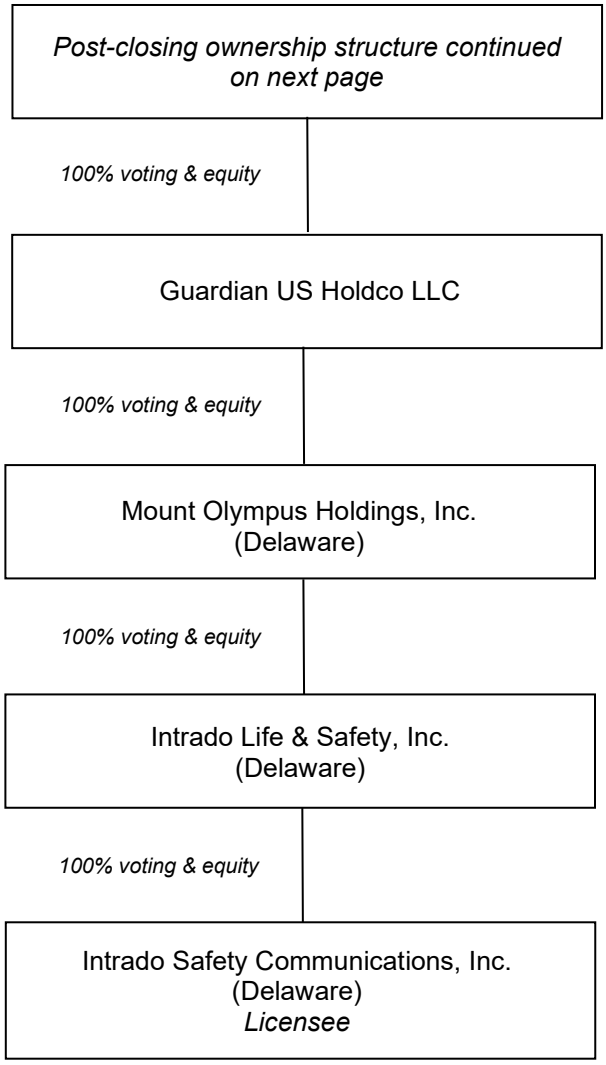
[1] No entity or individual holds a 10% or greater direct or indirect aggregate equity in AOP VIII (AIV), L.P.; Apollo Overseas Partners (Delaware 892) VIII, L.P.; or Apollo Investment Fund VIII, L.P. (collectively, "AP Funds").

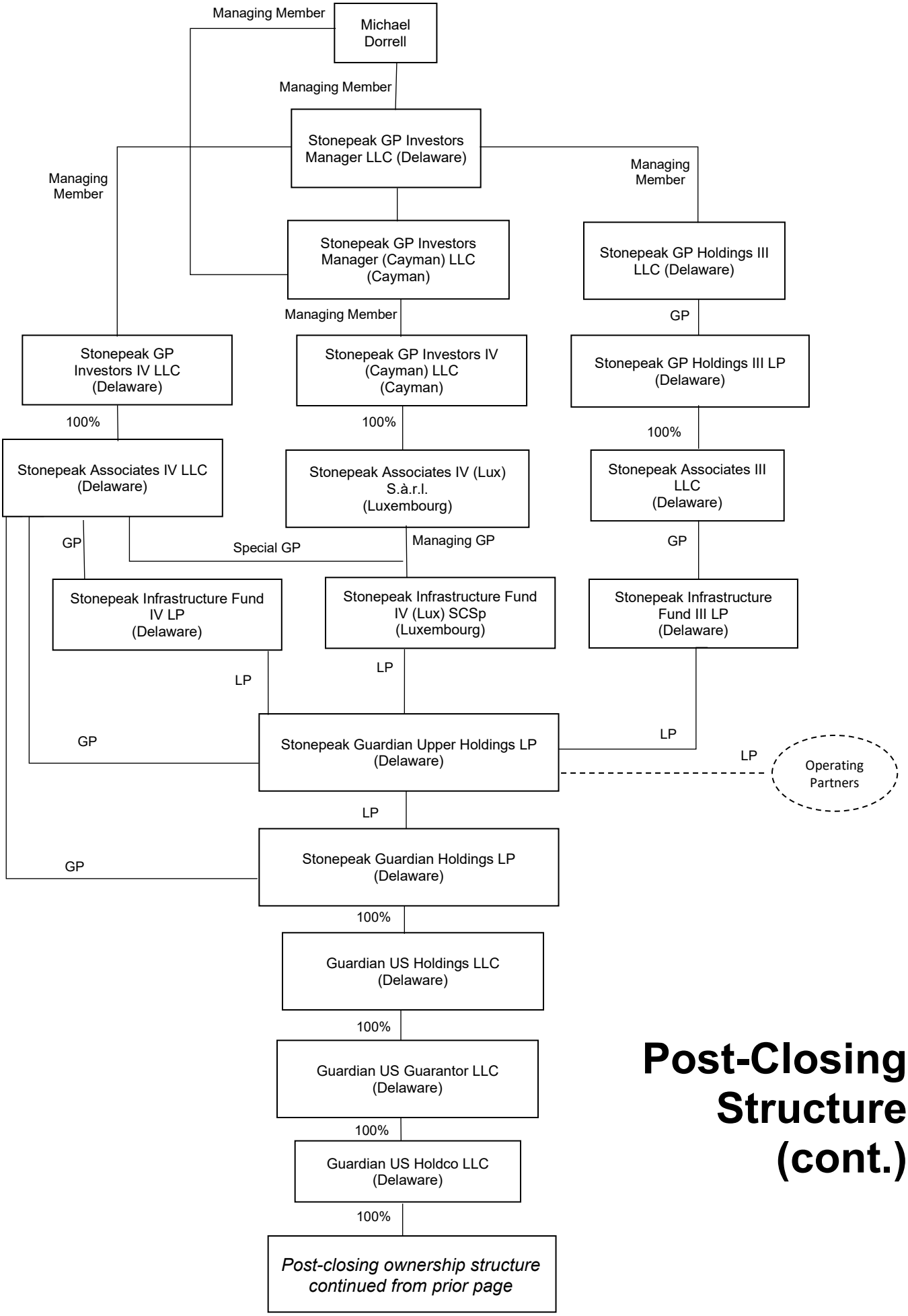
[2] No general or limited partner of AP Co-Invest, L.P. and no member of Intrado management, individually or in combination with any investment such person or entity may also have in the AP Funds, will hold a 10% or greater aggregate direct or indirect equity in Mount Olympus Parent, L.P.

[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.

Post-Closing Structure





Post-Closing Structure (cont.)

EXHIBIT B

AUDITED FINANCIAL STATEMENTS OF INTRADO

TRADE SECRET INFORMATION FILED UNDER SEAL WITH A REQUEST FOR CONFIDENTIAL TREATMENT

EXHIBIT C

FINANCIAL STATEMENTS FOR GUARDIAN'S INDIRECT PARENT COMPANIES

TRADE SECRET INFORMATION FILED UNDER SEAL WITH A REQUEST FOR CONFIDENTIAL TREATMENT

EXHIBIT D

STOCK PURCHASE AGREEMENT

TRADE SECRET INFORMATION FILED UNDER SEAL WITH A REQUEST FOR CONFIDENTIAL TREATMENT

STATE OF NEW YORK)
)
COUNTY OF SUFFOLK)

VERIFICATION

I, Christopher Wikoff, hereby declare that:

(1) I am Christopher Wikoff, Treasurer of Intrado Corporation, and Treasurer of Intrado Safety Communications, Inc.;

(2) I am authorized to make this verification on behalf of Intrado Corporation and Intrado Safety Communications, Inc.; and

(3) The statements in the foregoing Application relating to Intrado Corporation and Intrado Safety Communications, Inc. are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 28th day of September, 2022.

Christopher Wikoff
Treasurer, Intrado Corporation
Treasurer, Intrado Safety Communications, Inc.

SWORN TO AND SUBSCRIBED before me on the 28th day of September, 2022.

Notary Public

My commission expires: 12/19/2023

LISA A. BAUER
Notary Public - State of New York
No. 01BA6253193
Qualified in Suffolk County
My Commission Expires Dec. 19, 2023

GA

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

VERIFICATION

I, James Wyper, hereby declare that:

(1) I am James Wyper, Senior Managing Director & Authorized Signatory of Guardian US Holdco LLC;

(2) I am authorized to make this verification on behalf of Guardian US Holdco LLC; and

(3) The statements in the foregoing Application relating to Guardian US Holdco LLC are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 6 day of October, 2022.

James Wyper
Senior Managing Director & Authorized Signatory,
Guardian US Holdco LLC

SWORN TO AND SUBSCRIBED before me on the 6 day of October, 2022.

Notary Public

My commission expires: 01/17/2024

MALGORZATA T LESZCZYNSKA
Notary Public - State of New York
NO. 01LE6254612
Qualified in Kings County
My Commission Expires Jan 17, 2024