



October 27, 2006
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**PUBLIC SERVICE
COMMISSION**

210 N. Park Ave.
Winter Park, FL
32789

Mr. Brent Kirtley, Tariff Branch Manager
Kentucky Public Service Commission
211 Sower Blvd.
Frankfort, KY 40602-0615

P.O. Drawer 200
Winter Park, FL
32790-0200

RE: Transfer of Control for **Intrado Communications Inc.**

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Dear Mr. Kirtley:

Enclosed for filing please find the original and three (3) copies of the Notice of Transfer of Control submitted on behalf of Intrado Communications Inc. ("Intrado"). Intrado is a Communications Inc. ("Intrado") is a certificated telecommunications carrier in the State of Kentucky. The stock of Intrado's ultimate parent, West Corporation ("West") has been acquired by private equity funds sponsored by Thomas H. Lee Partners, L.P. The transaction contemplates that there are no material management changes at West or any of its subsidiaries (including Intrado), and that Intrado will continue to report in Kentucky under the name of Intrado Communications Inc. Intrado does not currently have any customers and does not provide service in Kentucky. Details of this transaction, which closed October 24, 2006, are attached for the Commission's files.

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Any questions you may have pertaining to this transaction should be directed to my attention at (407) 740-3008 or via email to cneeld@tminc.com. Thank you for your assistance.

Sincerely,

Craig Neeld
Consultant to Intrado Communications Inc.

CN/ks

cc: Craig Donaldson - Intrado
file: Intrado - KY
tms: KYx0602

NOTICE OF TRANSFER OF CONTROL

BY

INTRADO COMMUNICATIONS INC.

Intrado Communications Inc. hereby provides notice relating to the transfer of controlling interest in the stock of its ultimate parent, West Corporation. ("West"), in connection with a recapitalization of West, to private equity funds sponsored by Thomas H. Lee Partners, L.P. ("THL Partners").

Intrado Communications Inc. will continue to report in Kentucky under the name of Intrado Communications Inc. Intrado Communications Inc. was authorized to provide competitive telecommunications services in the State of Kentucky under the name Intrado Communications Inc. granted on July 20, 2001. Intrado Communications Inc. does not currently have any customers and does not provide service in Kentucky.

I. THE ENTITIES ACQUIRING CONTROLLING INTEREST IN THE PARENT OF INTRADO COMMUNICATIONS INC.

As a result of the recapitalization of West, private equity funds sponsored by THL Partners are expected to control West through equity ownership in West and the right to designate a majority of West's board of directors. THL Partners is a limited partnership organized under the laws of Delaware.

II. THE AGREEMENT

On May 31, 2006 West Corporation and Omaha Acquisition Corp. ("Newco"), a Delaware corporation created solely for the purpose of the West recapitalization (and of which a private equity fund sponsored by THL Partners currently owns a greater than 50% equity interest), entered into an Agreement and Plan of Merger. As a net result of the transaction, Newco will be merged with and into West, and West will be the surviving corporation. As noted above, private equity funds sponsored by THL Partners are expected to control West through equity ownership in West and the right to designate a majority of West's board of directors. Applicant will remain a wholly-owned subsidiary of Intrado Communications Inc, which will remain a wholly-owned subsidiary of Intrado Inc., which will remain a wholly-owned subsidiary of West. It is expected that there will be no material changes in the day-to-day management of West, Intrado, Intrado Communications Inc., and there currently is no Kentucky customer base to be impacted by this transaction. No Kentucky-specific studies were conducted in connection with the transaction. The Agreement and Plan of Merger does not contemplate that the recapitalized West will operate directly in Kentucky as a telecommunications services provider. A copy of the press release announcing the execution of the Agreement is included as Exhibit 2.

III. CUSTOMER IMPACT

Intrado Communications Inc. does not currently have any customers and does not provide service in Kentucky. Therefore there is no customer impact associated with this transaction. The proposed transfer will have no effect on Intrado Communications Inc.'s name, address, contact information, services, rates or terms and conditions of service. Neither the management team of Intrado or Intrado Communications Inc. is anticipated to be dramatically affected by the transfer of control. The toll free telephone number for customer service will remain the same: 1-877-856-7504.

IV. CONTACT INFORMATION

The name and address of the individual to contact regarding this notification is:

Craig Neeld
Technologies Management, Inc.
210 Park Avenue North
Winter Park, Florida 32789

Telephone: (407) 740-3008
Facsimile: (407) 740-0613
email: cneeld@tminc.com

The name and address of the individual who handles regulatory affairs on behalf of Intrado Communications Inc. will continue to be:

Manager, Regulatory Compliance
Intrado Communications Inc.
1601 Dry Creek Drive
Longmont, Colorado 80503

Telephone: (720) 494-5800
Facsimile: (720) 494-6600
email: regulatory@intrado.com

A complete listing of officers and directors for both companies is attached as Exhibit 1.

EXHIBIT 1

LISTING OF OFFICERS AND DIRECTORS

Intrado Communications Inc. Officers and Directors

| | |
|------------------|---|
| Gary L. West | Director and Chairman of the Board |
| George Heinrichs | President |
| Jon R. Hanson | Chief Administrative Officer |
| Mary E. West | Director, Secretary, Vice Chairman of the Board |
| Nancee R. Berger | Chief Operating Officer |
| Paul M. Mendlik | Chief Financial Officer and Treasurer |
| Steven M Stangl | Chief Executive Officer |
| Thomas B. Barker | Director |

Intrado Inc. Officers and Directors

| | |
|------------------|---|
| Gary L. West | Director and Chairman of the Board |
| George Heinrichs | President |
| Jon R. Hanson | Chief Administrative Officer |
| Mary E. West | Director, Secretary, Vice Chairman of the Board |
| Nancee R. Berger | Chief Operating Officer |
| Paul M. Mendlik | Chief Financial Officer and Treasurer |
| Steven M Stangl | Chief Executive Officer |
| Thomas B. Barker | Director |

West Corporation Officers and Directors

| | |
|-------------------|---|
| Gary L. West | Director and Chairman of the Board |
| Jon R. Hanson | Chief Administrative Officer |
| Mary E. West | Director, Secretary, Vice Chairman of the Board |
| Nancee R. Berger | Chief Operating Officer and President |
| Paul M. Mendlik | Chief Financial Officer and Treasurer |
| Thomas B. Barker | Chief Executive Officer and Director |
| William E. Fisher | Director |
| Greg T. Sloma | Director |
| George H. Krauss | Director |

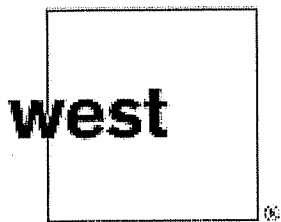
Thomas H. Lee Partners, L.P. Management

| | |
|-------------------|--|
| Anthony J. DiNovi | Co-President of THL Partners, Manager of Thomas H. Lee Advisors, LLC* |
| Scott A Schoen | Co-President of THL Partners, Manager of Thomas H. Lee Advisors, LLC* |
| Scott M. Sperling | Co-President of THL Partners, Manager of Thomas H. Lee Advisors, LLC* |
| Thomas M. Hagerty | Managing Director of THL Partners, Manager of Thomas H. Lee Advisors, LLC* |

*The four individuals listed are the managers of Thomas H. Lee Advisors, LLC, which is the sole general partner of THL Partners.

EXHIBIT 2

PRESS RELEASE



Recapitalization of West Corporation by an Investor Group Led by Thomas H. Lee Partners and Quadrangle Group

OMAHA, Neb., May 31, 2006 /PRNewswire-FirstCall via COMTEX News Network/ -- West Corporation (Nasdaq: WSTC), a leading provider of outsourced communication solutions, announced today that it has entered into a definitive agreement to recapitalize the Company in a transaction sponsored by an investor group led by Thomas H. Lee Partners and Quadrangle Group LLC.

The board of directors of West Corporation, on the recommendation of a special committee of independent directors, has approved the merger agreement and recommends that West's stockholders adopt the agreement.

Under the terms of the agreement, all stockholders except Gary and Mary West, the founders of the Company and Chairman and Vice Chairman of the board, respectively, will receive \$48.75 per share in cash. At the request of the special committee, and as required by the equity sponsors in order to deliver a higher cash price per share to the public stockholders, Gary and Mary West have agreed to convert their holdings as follows: approximately 85% of their current ownership into \$42.83 per share in cash; and approximately 15% of their current ownership into shares of the corporation surviving the merger. Gary and Mary West, who own approximately 56% of the outstanding shares of the Company's common stock, have agreed under certain circumstances to vote their shares in favor of the transaction.

The transaction values the Company at approximately \$4.1 billion, including debt as of the date of the definitive agreement. The purchase price per share to the public stockholders represents an approximate 13% premium over West's closing stock price on May 30, 2006 and an approximate 16% premium over the trailing five day average.

Pursuant to the merger agreement, the Company may solicit other acquisition proposals during the 21 day period ending June 20, 2006. If another party makes a proposal recommended by the Board as superior prior to the time a meeting of the stockholders is held to vote on the merger, Gary and Mary West will be released from their voting obligation. In the event the merger agreement is terminated in order for the Company to pursue a superior transaction, the Company would be required to pay the investor group a breakup fee of \$93 million plus related expenses.

The transaction is currently expected to close in the fourth quarter of 2006 and is subject to customary closing conditions including the approval of West Corporation's stockholders.

William E. Fisher, speaking on behalf of the special committee said, "The independent special committee carefully considered this offer with the counsel of independent legal and financial advisors and, after extensive negotiations, unanimously concluded that this transaction is in the best interest of our public stockholders."

"In addition to providing West's public stockholders a premium for their shares, we believe this transaction is also in the best interest of the Company's employees and customers," said Thomas B. Barker, Chief Executive Officer of West Corporation.

Barker continued, "Further, we are pleased to be partnering with an experienced group of investors who understand our business and are committed to working with management. These investors have an excellent reputation of building value at their portfolio companies by providing strong financial resources and strategic skills. We are proud of the significant value we have created over the past 20 years and look forward to continuing to serve our clients and growing the Company."

"West Corporation benefits from leading market positions in strong growth industries. We look forward to building on the Company's track record of profitable growth in partnership with its extraordinary management team and employees," said Anthony J. DiNovi, Co-President of Thomas H. Lee Partners.

"The West management team has done a remarkable job growing the Company organically and through strategic acquisitions. It's a great set of assets and an even better management team. We look forward to partnering with them," said Joshua L. Steiner, a Managing Principal of Quadrangle Group.

Goldman Sachs is acting as financial advisor and Sidley Austin LLP is acting as legal advisor for West Corporation. Morgan Stanley is acting as financial advisor and Potter Anderson & Corroon LLP is acting as legal advisor for the

special committee of West's board of directors. Lehman Brothers and Deutsche Bank are acting as financial advisors and Ropes and Gray LLP is acting as legal advisor to Thomas H. Lee Partners and Quadrangle Group. Lehman Brothers, Deutsche Bank and Bank of America have provided commitments on an exclusive basis for the debt portion of the financing for the transaction, which are subject to customary conditions.

Conference Call

The Company will hold a conference call to discuss the transaction on Wednesday, May 31, 2006 at 12:00 PM Eastern Time (11:00 AM Central Time). Investors may access the call by visiting the Investor section of the West Corporation website at <http://www.west.com> and clicking on the Webcast link or by calling 800-374-0457. A replay of the call will also be available on the website.

About West Corporation

West Corporation is a leading provider of outsourced communication solutions to many of the world's largest companies, organizations and government agencies. West helps its clients communicate effectively, maximize the value of their customer relationships and drive greater profitability from every interaction. The Company's integrated suite of customized solutions includes customer acquisition, customer care, automated voice services, emergency communications, conferencing and accounts receivable management services.

Founded in 1986 and headquartered in Omaha, Nebraska, West has a team of 29,000 employees based in North America, Europe and Asia. For more information, please visit <http://www.west.com>.

About Thomas H. Lee Partners, L.P.

Thomas H. Lee Partners, L.P., or THL, is a leading private equity firm based in Boston, Massachusetts that has raised committed capital of over \$16 billion over its 30 year history. Founded in 1974, THL is focused on identifying and acquiring substantial ownership stakes in mid to large cap growth companies. THL invests in companies with leading market positions, proven and experienced management teams, recognized brand names and well-defined business plans, which include opportunities for growth and expansion in their core and related businesses. Notable transactions sponsored by the firm include Cott Corporation, Cumulus Media Partners, Dunkin' Brands, Inc., Fidelity National Information Services, Inc., Fisher Scientific International Inc., Grupo Ono, Houghton Mifflin Company, Michael Foods, Inc., National Waterworks, Inc., Nortek Inc., ProSiebenSat.1 Media AG, Simmons Company, Warner Chilcott Corporation and Warner Music Group.

About Quadrangle Group LLC

Quadrangle Group LLC is a private investment firm based in New York City, with approximately \$5 billion in assets under management. Quadrangle invests in media and communications companies through separate private and public investment strategies, and in the securities of financially troubled companies across all industries through a distressed debt investment program. All investment strategies seek to maximize value by leveraging the investment teams' extensive experience, knowledge and industry relationships. For more information, please visit <http://www.quadranglegroup.com>.

Forward-Looking Statements

This news release contains forward-looking statements within the meaning of the Federal securities laws. You can identify these and other forward looking statements by the use of such words as "will," "expect," "plans," "believes," "estimates," "intend," "continue," or the negative of such terms, or other comparable terminology. Forward-looking statements also include the assumptions underlying or relating to any of the foregoing statements.

Actual results could differ materially from the expectations expressed in these statements. Factors that could cause actual results to differ include risks related to the acquisition being consummated; the risk that required regulatory approvals or financing might not be obtained in a timely manner, without conditions, or at all; the ability to satisfy all closing conditions in the definitive agreement; difficulties in retaining employees as a result of the merger agreement; risks of unforeseen material adverse changes to our business or operations; risks that the proposed transaction disrupts current plans, operations, and technology and product development efforts; and other factors described in West's SEC reports, including its annual report on Form 10-K for the year ended December 31, 2005 and quarterly report on Form 10-Q for the quarter ended March 31, 2006. West Corporation assumes no obligation to update any forecast or the forward-looking statements included in this document, except as required by law.

Additional Information and Where to Find It

In connection with the proposed transaction, West Corporation intends to file a proxy statement and other relevant materials with the Securities and Exchange Commission ("SEC"), and will furnish to stockholders of West Corporation, such proxy statement. **BEFORE MAKING ANY VOTING DECISION WITH RESPECT TO THE PROPOSED TRANSACTION, STOCKHOLDERS OF WEST CORPORATION ARE URGED TO READ THE PROXY STATEMENT AND OTHER RELEVANT MATERIALS BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** The proxy statement and other relevant materials, and any other documents filed by West Corporation with the SEC, may be obtained (when available) free of charge at the

SEC's website at <http://www.sec.gov> . In addition, stockholders of West Corporation may obtain free copies of the documents filed with the SEC by directing a request through the Investors Relations portion of West Corporation's website at <http://www.west.com> or by mail to West Corporation, 11808 Miracle Hills Drive, Omaha, NE, 68154, attention: Investor Relations, telephone: (402) 963-1500. You may also read and copy any reports, statements and other information filed by West Corporation with the SEC at the SEC public reference room at 450 Fifth Street, N.W. Room 1200, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 or visit the SEC's website for further information on its public reference room.

Participants in the Solicitation

West Corporation and certain of its executive officers and directors may, under the rules of the SEC, be deemed to be "participants" in the solicitation of proxies from West Corporation stockholders in favor of the proposed transaction. Certain executive officers and directors of West Corporation have interests in the transaction that may differ from the interests of stockholders generally, including the participation with the investor group in the acquisition of the Company, the acceleration of vesting of stock options and/or restricted stock awards and the payment of cash bonuses in connection with a change in control transaction. Information regarding the persons who may be considered "participants" in the solicitation of proxies will be set forth in West Corporation's proxy statement when it is filed with the SEC. Information regarding certain of these persons and their beneficial ownership of West Corporation common stock is also set forth in its proxy statement filed on April 17, 2006 with the SEC.

SOURCE West Corporation

David Pleiss of West Corporation, +1-402-963-1500, dmpleiss@west.com , or, Matt Benson, +1-415-618-8750, mbenson@sardverb.com , Robin Weinberg, +1-212-687-8080, rweinberg@sardverb.com , both of Citigate Sard Verbinnen, both for Thomas H. Lee Partners, or, Adam Miller of Abernathy MacGregor Group Inc., for Quadrangle Group LLC, +1-212-371-5999, alm@abmac.com

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