



## **Second Quarter 2017 Reconciliation of Non-GAAP Financial Measures**

### Adjusted Operating Income Reconciliation

Adjusted operating income is not a measure of financial performance under generally accepted accounting principles ("GAAP"). The Company believes adjusted operating income provides a relevant measure of operating profitability and a useful basis for evaluating the ongoing operations of the Company. Adjusted operating income is used by the Company to assess operating income before the impact of acquisitions and acquisition-related costs and certain non-cash items. Adjusted operating income is used by the Company as a benchmark for performance and compensation by certain executives. Adjusted operating income should not be considered in isolation or as a substitute for operating income or other profitability data prepared in accordance with GAAP. Adjusted operating income, as presented, may not be comparable to similarly titled measures of other companies. Set forth below is a reconciliation of adjusted operating income from operating income.

<b>Reconciliation of Adjusted Operating Income from Operating Income</b>			
<i>Unaudited, in thousands</i>			
	<b>Three Months Ended June 30,</b>		
<b>Consolidated:</b>	<b>2017</b>	<b>2016</b>	<b>% Change</b>
Operating income	\$ 102,602	\$ 123,101	-16.7%
Amortization of acquired intangible assets	14,454	16,871	-14.3%
Share-based compensation	6,107	6,175	-1.1%
Gain on sale of real estate	-	(12,848)	NM
M&A and acquisition-related costs	5,765	1,401	311.5%
Adjusted operating income	<u>\$ 128,928</u>	<u>\$ 134,700</u>	<u>-4.3%</u>
Adjusted operating income margin	22.4%	23.1%	
<b>Unified Communications Services:</b>			
Operating income	\$ 72,020	\$ 88,762	-18.9%
Amortization of acquired intangible assets	2,252	3,378	-33.3%
Share-based compensation	3,399	3,493	-2.7%
M&A and acquisition-related costs	349	387	-9.8%
Adjusted operating income	<u>\$ 78,020</u>	<u>\$ 96,020</u>	<u>-18.7%</u>
Adjusted operating income margin	22.4%	25.9%	
<b>Safety Services:</b>			
Operating income	\$ 20,897	\$ 11,871	76.0%
Amortization of acquired intangible assets	3,041	3,572	-14.9%
Share-based compensation	989	993	-0.4%
M&A and acquisition-related costs	55	-	NM
Adjusted operating income	<u>\$ 24,982</u>	<u>\$ 16,436</u>	<u>52.0%</u>
Adjusted operating income margin	31.1%	22.1%	
<b>Interactive Services:</b>			
Operating income	\$ 7,828	\$ 5,958	31.4%
Amortization of acquired intangible assets	4,975	5,327	-6.6%
Share-based compensation	602	620	-2.9%
M&A and acquisition-related costs	1,036	1,059	-2.2%
Adjusted operating income	<u>\$ 14,441</u>	<u>\$ 12,964</u>	<u>11.4%</u>
Adjusted operating income margin	18.2%	17.7%	
<b>Specialized Agent Services:</b>			
Operating income	\$ 4,531	\$ 2,906	55.9%
Amortization of acquired intangible assets	4,186	4,594	-8.9%
Share-based compensation	1,117	1,069	4.5%
Adjusted operating income	<u>\$ 9,834</u>	<u>\$ 8,569</u>	<u>14.8%</u>
Adjusted operating income margin	14.2%	12.7%	
<b>Corporate Other:</b>			
Operating income (loss)	\$ (2,674)	\$ 13,604	
Gain on sale of real estate	-	(12,848)	
M&A and acquisition-related costs	4,325	(45)	
Adjusted operating income	<u>\$ 1,651</u>	<u>\$ 711</u>	

<b>Reconciliation of Adjusted Operating Income from Operating Income</b>			
<i>Unaudited, in thousands</i>			
	<b>Six Months Ended June 30,</b>		
<b>Consolidated:</b>	<b>2017</b>	<b>2016</b>	<b>% Change</b>
Operating income	\$ 210,825	\$ 232,025	-9.1%
Amortization of acquired intangible assets	28,744	33,296	-13.7%
Share-based compensation	11,532	13,841	-16.7%
Gain on sale of real estate	-	(12,848)	NM
M&A and acquisition-related costs	7,100	2,489	185.3%
Adjusted operating income	<u>\$ 258,201</u>	<u>\$ 268,803</u>	<u>-3.9%</u>
Adjusted operating income margin	22.5%	23.3%	
<b>Unified Communications Services:</b>			
Operating income	\$ 153,410	\$ 177,830	-13.7%
Amortization of acquired intangible assets	4,539	6,771	-33.0%
Share-based compensation	6,423	7,821	-17.9%
M&A and acquisition-related costs	694	878	NM
Adjusted operating income	<u>\$ 165,066</u>	<u>\$ 193,300</u>	<u>-14.6%</u>
Adjusted operating income margin	23.6%	26.4%	
<b>Safety Services:</b>			
Operating income	\$ 40,183	\$ 20,844	92.8%
Amortization of acquired intangible assets	5,851	6,955	-15.9%
Share-based compensation	1,854	2,220	-16.5%
M&A and acquisition-related costs	183	-	NM
Adjusted operating income	<u>\$ 48,071</u>	<u>\$ 30,019</u>	<u>60.1%</u>
Adjusted operating income margin	30.7%	20.6%	
<b>Interactive Services:</b>			
Operating income	\$ 16,183	\$ 11,766	37.5%
Amortization of acquired intangible assets	9,828	10,382	-5.3%
Share-based compensation	1,147	1,381	-16.9%
M&A and acquisition-related costs	1,353	1,611	-16.0%
Adjusted operating income	<u>\$ 28,511</u>	<u>\$ 25,140</u>	<u>13.4%</u>
Adjusted operating income margin	18.2%	17.3%	
<b>Specialized Agent Services:</b>			
Operating income	\$ 8,089	\$ 7,424	9.0%
Amortization of acquired intangible assets	8,526	9,188	-7.2%
Share-based compensation	2,108	2,419	-12.9%
Adjusted operating income	<u>\$ 18,723</u>	<u>\$ 19,031</u>	<u>-1.6%</u>
Adjusted operating income margin	13.3%	14.0%	
<b>Corporate Other:</b>			
Operating income (loss)	\$ (7,040)	\$ 14,161	
Gain on sale of real estate	-	(12,848)	
M&A and acquisition-related costs	4,870	-	
Adjusted operating income (loss)	<u>\$ (2,170)</u>	<u>\$ 1,313</u>	

### Adjusted Net Income and Adjusted Earnings per Share Reconciliation

Adjusted net income and adjusted earnings per share (EPS) are non-GAAP measures. The Company believes these measures provide a useful indication of profitability and basis for assessing the operations of the Company without the impact of bond redemption premiums, acquisitions and acquisition-related costs, significant restructuring costs and certain non-cash items. Adjusted net income should not be considered in isolation or as a substitute for net income or other profitability metrics prepared in accordance with GAAP. Adjusted net income, as presented, may not be comparable to similarly titled measures of other companies. The Company utilizes these non-GAAP measures to make decisions about the use of resources, analyze performance, measure management's performance with stated objectives and compensate management relative to the achievement of such objectives. Set forth below is a reconciliation of adjusted net income from net income.

<b>Reconciliation of Adjusted Net Income from Net Income</b>						
<i>Unaudited, in thousands except per share data</i>						
	<b>Three Months Ended June 30,</b>			<b>Six Months Ended June 30,</b>		
	<b>2017</b>	<b>2016</b>	<b>% Change</b>	<b>2017</b>	<b>2016</b>	<b>% Change</b>
Net income	\$ 44,764	\$ 32,979	35.7%	\$ 98,860	\$ 77,534	27.5%
Amortization of acquired intangible assets	14,454	16,871		28,744	33,296	
Amortization of deferred financing costs	1,863	39,144		3,751	44,053	
Interest rate swap ineffectiveness	15	-		77	-	
Share-based compensation	6,107	6,175		11,532	13,841	
Gain on sale of real estate	-	(12,848)		-	(12,848)	
M&A and acquisition-related costs	5,765	1,401		7,100	2,489	
Pre-tax total	28,204	50,743		51,204	80,831	
Income tax expense on adjustments	10,478	18,911		18,801	30,007	
Adjusted net income	\$ 62,490	\$ 64,811	-3.6%	\$ 131,263	\$ 128,358	2.3%
Diluted shares outstanding	85,527	84,281		85,369	84,425	
Adjusted EPS - diluted	\$ 0.73	\$ 0.77	-5.2%	\$ 1.54	\$ 1.52	1.3%

### Free Cash Flow Reconciliation

The Company believes free cash flow provides a relevant measure of liquidity and a useful basis for assessing the Company's ability to fund its activities, including the financing of acquisitions, debt service, stock repurchases and distribution of earnings to shareholders. Free cash flow is calculated as cash flows from operating activities less cash capital expenditures. Free cash flow is not a measure of financial performance under GAAP. Free cash flow should not be considered in isolation or as a substitute for cash flows from operating activities or other liquidity measures prepared in accordance with GAAP. Free cash flow, as presented, may not be comparable to similarly titled measures of other companies. Set forth below is a reconciliation of free cash flow from cash flows from operating activities.

<b>Reconciliation of Free Cash Flow from Operating Cash Flow</b>						
<i>Unaudited, in thousands</i>						
	<b>Three Months Ended June 30,</b>			<b>Six Months Ended June 30,</b>		
	<b>2017</b>	<b>2016</b>	<b>% Change</b>	<b>2017</b>	<b>2016</b>	<b>% Change</b>
Cash flows from operating activities	\$ 107,273	\$ 137,433	-21.9%	\$ 160,046	\$ 197,485	-19.0%
Cash capital expenditures	26,576	37,507	-29.1%	53,248	73,864	-27.9%
Free cash flow	\$ 80,697	\$ 99,926	-19.2%	\$ 106,798	\$ 123,621	-13.6%

### EBITDA, Adjusted EBITDA and Covenant Adjusted EBITDA Reconciliation

The common definition of EBITDA is "Earnings Before Interest Expense, Taxes, Depreciation and Amortization." In evaluating liquidity and performance, the Company uses "Adjusted EBITDA" and "Covenant Adjusted EBITDA." The Company defines Adjusted EBITDA as earnings before interest expense, share-based compensation, taxes, depreciation and amortization, gain on sale of buildings, significant restructuring costs and transaction costs. The Company defines Covenant Adjusted EBITDA as Adjusted EBITDA plus post-acquisition synergies, site closures and other impairments, other non-cash reserves and certain litigation settlement costs and excluding unrestricted subsidiaries. EBITDA, Adjusted EBITDA and Covenant Adjusted EBITDA are not measures of financial performance or liquidity under GAAP. Although the Company uses Adjusted EBITDA and Covenant Adjusted EBITDA as measures of its liquidity and performance, the use of Adjusted EBITDA and Covenant Adjusted EBITDA is limited because it does not include certain material costs, such as depreciation, amortization and interest, necessary to operate the business and for Covenant Adjusted EBITDA, includes adjustments for synergies that have not been realized. In addition, certain adjustments included in the calculation of Covenant Adjusted EBITDA are based on management's estimates and do not reflect actual results. For example, post-acquisition synergies included in Covenant Adjusted EBITDA are determined in accordance with the Company's senior credit facilities and indenture governing the Company's outstanding notes, which provide for an adjustment to EBITDA, subject to certain specified limitations, for reasonably identifiable and factually supportable cost savings projected by the Company in good faith to be realized as a result of actions taken following an acquisition. EBITDA, Adjusted EBITDA and Covenant Adjusted EBITDA should not be considered in isolation or as a substitute for net income, cash flow from operating activities or other income or cash flow data prepared in accordance with GAAP. Adjusted EBITDA and Covenant Adjusted EBITDA, as presented, may not be comparable to similarly titled measures of other companies. Adjusted EBITDA and Covenant Adjusted EBITDA are presented here as the Company understands investors use them as a measure of its historical ability to service debt and compliance with covenants in its senior credit facilities. Further, Adjusted EBITDA is presented here as the Company uses it to measure its performance and to conduct and evaluate its business during its regular review of operating results for the periods presented. The Company uses this non-GAAP measure to make decisions about the use of resources, analyze performance and measure management's performance with stated objectives. Pro forma adjustments are based on loan covenants. Set forth below is a reconciliation of EBITDA, Adjusted EBITDA and Covenant Adjusted EBITDA from cash flow from operating activities and net income.

**Reconciliation of EBITDA and Adjusted EBITDA from Operating Cash Flow**

<i>Unaudited, in thousands</i>					
	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>		<b>Last Twelve Months Ended 6/30/17</b>
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>	
Cash flows from operating activities	\$ 107,273	\$ 137,433	\$ 160,046	\$ 197,485	\$ 389,755
Income tax expense	22,652	18,389	44,233	43,235	67,421
Deferred income tax benefit (expense)	1,888	6,132	(8,010)	3,755	18,446
Interest expense and other financing charges	36,786	73,267	72,437	112,252	146,345
Provision for share-based compensation	(6,107)	(6,175)	(11,532)	(13,841)	(23,079)
Amortization of deferred financing costs	(1,863)	(39,144)	(3,751)	(44,053)	(8,040)
Gain on sale of real estate	-	12,848	-	12,848	1,216
Other	(209)	(712)	(588)	(886)	(1,214)
Changes in operating assets and liabilities, net of business acquisitions	(9,835)	(28,496)	55,511	19,628	27,727
<b>EBITDA</b>	<b>150,585</b>	<b>173,542</b>	<b>308,346</b>	<b>330,423</b>	<b>618,577</b>
Provision for share-based compensation	6,107	6,175	11,532	13,841	23,079
M&A and acquisition-related costs	5,765	1,401	7,100	2,489	8,356
Gain on sale of real estate	-	(12,848)	-	(12,848)	(1,216)
Significant restructuring	-	-	-	-	8,423
<b>Adjusted EBITDA</b>	<b>\$ 162,457</b>	<b>\$ 168,270</b>	<b>\$ 326,978</b>	<b>\$ 333,905</b>	<b>\$ 657,219</b>
Site closures, severance and asset impairments	4,067	1,789	5,966	2,657	6,158
Non-cash foreign currency loss	1,178	695	1,869	3,329	3,407
Other, net	78	349	1,627	(603)	857
<b>Covenant Adjusted EBITDA, before Pro Forma</b>	<b>\$ 167,780</b>	<b>\$ 171,103</b>	<b>\$ 336,440</b>	<b>\$ 339,288</b>	<b>\$ 667,641</b>
Pro Forma adjustments					18,239
<b>Covenant Adjusted EBITDA, after Pro Forma</b>					<b>\$ 685,880</b>
Cash flows from operating activities	\$ 107,273	\$ 137,433	\$ 160,046	\$ 197,485	
Cash flows used in investing activities	\$ (48,687)	\$ (3,124)	\$ (79,993)	\$ (42,584)	
Cash flows used in financing activities	\$ (42,266)	\$ (42,301)	\$ (76,647)	\$ (112,546)	

**Reconciliation of EBITDA and Adjusted EBITDA from Net Income**

<i>Unaudited, in thousands</i>					
	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>		
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>	
Net income	44,764	32,979	98,860	77,534	
Interest expense and other financing charges	36,786	73,267	72,437	112,252	
Depreciation and amortization	46,383	48,907	92,816	97,402	
Income tax expense	22,652	18,389	44,233	43,235	
<b>EBITDA</b>	<b>150,585</b>	<b>173,542</b>	<b>308,346</b>	<b>330,423</b>	
Provision for share-based compensation	6,107	6,175	11,532	13,841	
M&A and acquisition-related costs	5,765	1,401	7,100	2,489	
Gain on sale of real estate	-	(12,848)	-	(12,848)	
<b>Adjusted EBITDA</b>	<b>162,457</b>	<b>168,270</b>	<b>326,978</b>	<b>333,905</b>	
Site closures, severance and asset impairments	4,067	1,789	5,966	2,657	
Non-cash foreign currency loss	1,178	695	1,869	3,329	
Other, net	78	349	1,627	(603)	
<b>Covenant Adjusted EBITDA, before Pro Forma</b>	<b>\$ 167,780</b>	<b>\$ 171,103</b>	<b>\$ 336,440</b>	<b>\$ 339,288</b>	