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September 10, 2010

VIA records@utc.wa.gov ONLY

Ms. Carole Washburn, Secretary
State of Washington
Utilities and Transportation Commission
1300 S. Evergreen Park Dr., SW
Olympia, WA 98504

Re: Unite Private Networks, L.L.C. and UPN Holdings LLC
Merger and Transfer of Control

Dear Ms. Washburn:

Please be advised that Unite Private Networks, L.L.C. ("UPN") and UPN Holdings LLC ("UPN Holdings") (UPN and UPN Holdings are hereinafter collectively referred to as the "Parties") will be undergoing the following transaction: UPN will Transfer Control to UPN Holdings as described herein (the "Transaction"). In connection therewith, we provide the following information:

I. Description of the Parties

A. Unite Private Networks, L.L.C.

UPN is a Missouri limited liability company with principal offices located at 950 West 92 Highway, Suite 203, Kearney, Missouri 64060. UPN provides data-only communications services over high bandwidth fiber optic networks to schools, governments, carriers, and large enterprise customers under long-term contracts. UPN provides these services in Arizona, Colorado, Georgia, Indiana, Iowa, Kansas, Missouri, Montana, Nebraska, and Washington. UPN holds authority to provide interexchange, local and/or data services in Colorado, Georgia, Iowa, Kansas, Missouri, Nebraska, and Washington. No formal authorization is required in Arizona, Indiana and Montana. UPN was granted a Registration as a Competitive Company to Provide Data Services (Docket No. UT-090277 granted on March 22, 2009).

B. UPN Holdings LLC

UPN Holdings LLC is a Delaware limited liability company with principal offices located at 100 North Tryon Street, 25th Floor, Charlotte, North Carolina 28255.

C. UPN Intermediate Holdings LLC & Subsidiary

UPN Intermediate Holdings LLC, a Delaware limited liability company ("Intermediate Holdings"), is a wholly-owned subsidiary of UPN Holdings LLC. In addition, UPN Intermediate Holdings LLC has formed a wholly-owned subsidiary, UPN Merger Sub LLC, a Delaware limited liability company.

II. Contact Information

Questions and correspondence concerning this Notice may be addressed to:

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Attorney for UPN Holdings LLC and Unite Private Networks, L.L.C.

III. Description of the Transaction

UPN Holdings LLC, a newly created Delaware limited liability company has entered into a Contribution and Merger Agreement dated August 24, 2010 (the "Merger Agreement") to acquire the business of UPN. The closing date for the Transaction is to be mutually agreed upon by the Parties after the satisfaction of conditions specified in the Merger Agreement; provided, however, that in no event shall the closing date be later than December 31, 2010.

In connection with the Merger Agreement, UPN Holdings LLC was formed to enter into the definitive transaction documents. UPN Holdings LLC, in turn, has formed Intermediate Holdings, as a wholly-owned subsidiary. In addition, Intermediate Holdings has formed a wholly-owned subsidiary, UPN Merger Sub LLC, a Delaware limited liability company. In connection with the Merger Agreement, UPN will merge with and into UPN Merger Sub LLC, with UPN Merger Sub LLC surviving the merger, changing its name to Unite Private Networks, L.L.C. and continuing to be an indirect, wholly-owned subsidiary of UPN Holdings LLC. The ownership interests of the current members of UPN will be cancelled in exchange for the merger consideration provided by UPN Holdings LLC and Intermediate Holdings. Organizational charts, showing the current ownership structure and the ownership structure after the Transaction, are attached hereto as Exhibit A.

With the exception of certain rollover equity to be contributed to UPN Holdings LLC by the current owners of UPN, a private equity fund controlled by Ridgemont Equity Partners ("REP") will contribute to UPN Holdings LLC all of the equity financing for the Merger Agreement and, at the closing of the Merger Agreement, REP will own 89.11% of the equity interests of UPN Holdings LLC. Intermediate Holdings and UPN Merger Sub LLC will remain direct or indirect wholly-owned subsidiaries of UPN Holdings LLC. REP is an independent private equity firm that specializes in middle market buyout and growth equity investments.

The services provided to UPN customers will continue pursuant to the terms and conditions of its tariff on file with the Commission. In addition, it is anticipated that key members of the management of UPN will remain in place after the Transaction is consummated.

IV. Public Interest Considerations

Consummation of the Transaction is in the public interest because it will enhance UPN's ability to compete in the market for telecommunications services in Washington. The Transaction will strengthen UPN as a competitor by providing access to financial resources necessary for UPN to expand its customer base and develop new products and services to meet the evolving communications needs of its customer base.

The Transaction will have no adverse effect upon customers. The Transaction will not result in any changes to UPN's provision of service to its current customers. UPN's corporate officers and management team responsible for its day-to-day operations are expected to remain essentially the same immediately following the merger. The Transaction will not have an adverse effect on non-management employees of UPN, and no staff reductions are presently contemplated. In addition, the contact points for customers and Commission inquiries will remain the same after the transfer of control. Nor does the proposed transfer of control raise any competitive concerns. The only impact of the Transaction will be financial in that UPN will obtain access to increased resources necessary to become an even more effective competitor.

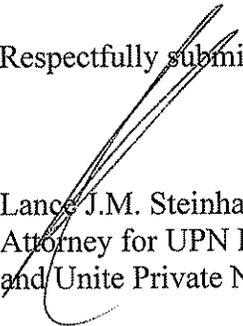
September 10, 2010

The Parties emphasize, as described above, that the Transaction will be conducted in a manner that will be seamless and transparent to customers of UPN, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Following consummation of the Transaction, UPN will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions.

Please acknowledge receipt via return e-mail to Angela Janssen at ajanssen@telecomcounsel.com.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Respectfully submitted,



Lance J.M. Steinhart
Attorney for UPN Holdings LLC
and Unite Private Networks, L.L.C.

c: C. Mark Kelly, Esq.
Brogan T. Sullivan, Esq.

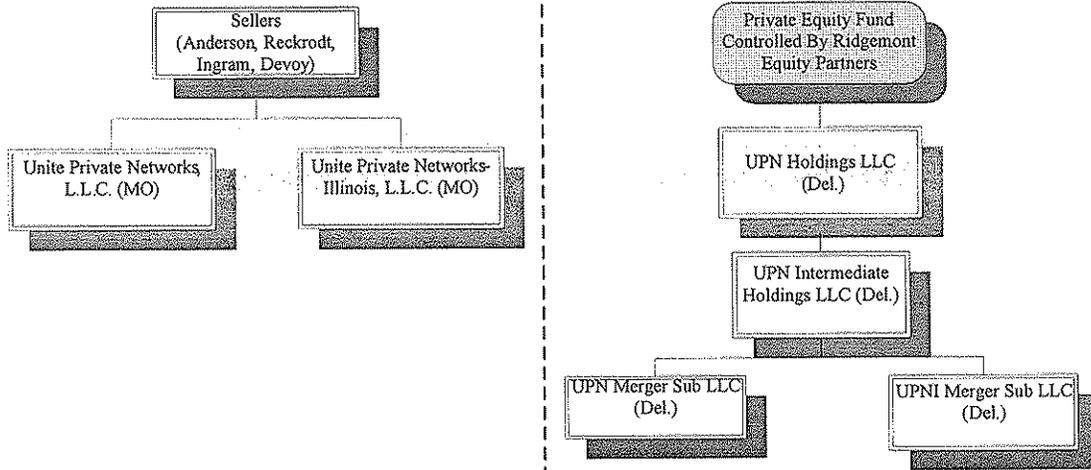
Exhibit A

Organizational Charts

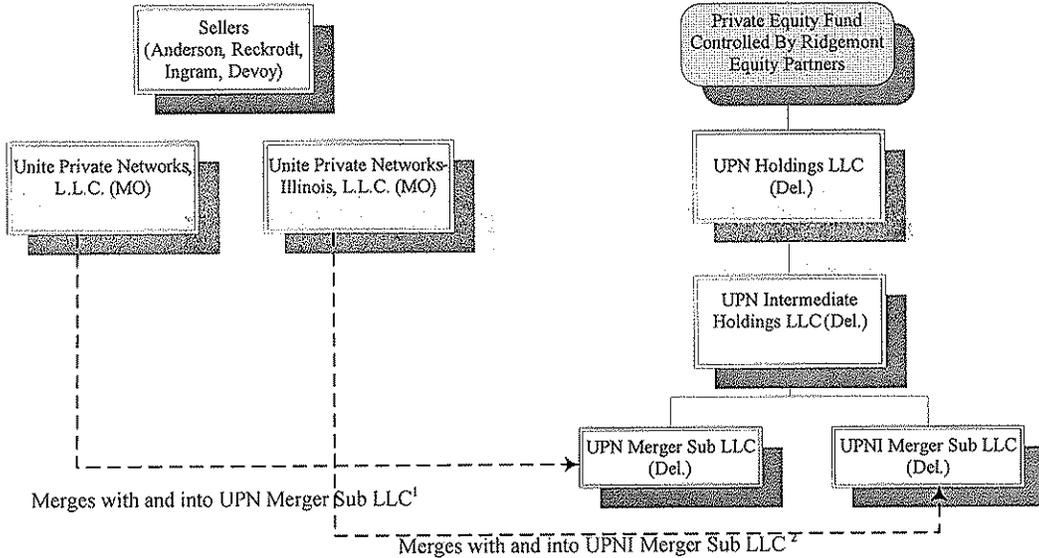
**ACQUISITION OF
UNITE PRIVATE NETWORKS, L.L.C. AND UNITE PRIVATE NETWORKS-ILLINOIS, L.L.C. BY
PRIVATE EQUITY FUND CONTROLLED BY RIDGEMONT EQUITY PARTNERS**

TRANSACTION STRUCTURE

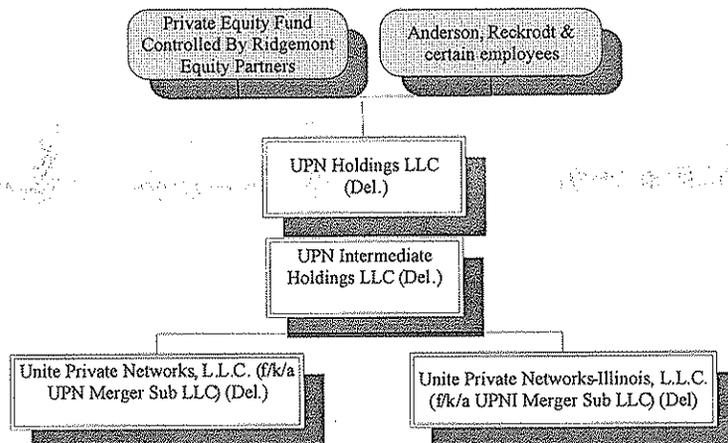
Immediately prior to Transaction



Effect of the Transaction



Immediately after Transaction



¹The Sellers' membership interests in Unite Private Networks, L.L.C. are cancelled in exchange for the Merger Consideration. UPN Merger Sub LLC changes its name to "Unite Private Networks, L.L.C."

²The Sellers' membership interests in Unite Private Networks-Illinois, L.L.C. are cancelled in exchange for the Merger Consideration. UPNI Merger Sub LLC changes its name to "Unite Private Networks-Illinois, L.L.C."