

January 17, 2013

By Electronic Filing and Overnight Courier

David Danner
Executive Director
Washington Utilities and Transportation Commission
1300 S. Evergreen Park Dr. S.W.
Olympia, WA 98504-7250

Re: Notification Regarding the Transfer of Indirect Control of Sidera
Networks, LLC to LTS Buyer LLC

Dear Mr. Danner:

Yankee Metro Partners, LLC (“Yankee”) and LTS Buyer LLC (“LTS Buyer”) (collectively “Parties”) hereby notify the Washington Utilities and Transportation Commission (“Commission”) of the transfer of indirect control of Sidera Networks, LLC (“Sidera”), Yankee’s operating subsidiary in Washington, to LTS Buyer (the “Yankee Transaction”).¹

The LTS Buyer Transactions will enhance the ability of Sidera to compete effectively in the medium and large enterprise, carrier and data center markets, which are subject to significant competitive forces, including participation by incumbent carriers. The LTS Buyer Transactions will be transparent to Sidera customers in Washington. Following the LTS Buyer Transactions, Sidera will continue to provide high-quality telecommunications services to customers without interruption at the same rates, and on the same contractual terms and conditions, as currently provided (subject to future changes pursuant to applicable law and contract provisions). In

¹ Simultaneously with the Yankee Transaction, LTS Buyer entered into an Agreement and Plan of Merger, also dated as of December 22, 2012, to acquire control of Light Tower Holdings LLC (“Light Tower”) (the “Light Tower Transaction” and, together with the Yankee Transaction, the “LTS Buyer Transactions”), which through subsidiaries is a provider of Ethernet, SONET, Wavelength, private network services, Internet access, dark fiber and collocation services to carrier, government and enterprise customers under the trade name Lighttower Fiber Networks. None of the Light Tower entities provide intrastate telecommunications services in Washington or are subject to this Commission’s jurisdiction.

addition, Sidera will continue to be operated by highly experienced, well-qualified management, operating and technical personnel from Light Tower and Yankee. Indeed, the improved financial support resulting from the proposed LTS Buyer Transactions will help to ensure a continued high level of service to existing and new customers. Ultimately, the LTS Buyer Transactions will benefit businesses and consumers by enabling Light Tower and Yankee and their subsidiaries to become stronger competitors in their markets.

It is the Parties' understanding that, pursuant to Wash. Admin. Code § 480-121-063(k), Commission approval is not required to complete the LTS Buyer Transactions described herein. Accordingly, the Parties hereby provide notice for informational purposes to ensure the continuing accuracy of the Commission's records.

Description of the Parties

A. Yankee/Sidera Networks

Yankee is a Delaware limited liability company with principal offices located at Presidents Plaza Building 1, 196 Van Buren St., Suite 250, Herndon, Virginia 20170. Yankee, through its subsidiaries and under the trade name Sidera Networks, provides high-performance, low-latency networks to serve carrier, government and enterprise customers. It offers dark fiber, colocation and advanced network services including Ethernet, Wavelength, SONET, Internet Access, and private managed optical networks throughout the Northeast, in the mid-Atlantic region and to Chicago. In Washington, Sidera is authorized as a competitive telecommunications company pursuant to the Certificate of Registration issued in Docket No. UT-121463 on October 7, 2012. Further information regarding the financial capabilities of Yankee and Sidera and the services they provide has previously been submitted to the Commission and therefore is a matter of public record.

B. LTS Buyer

LTS Buyer is an indirect, wholly owned subsidiary of LTS Group Holdings, LLC ("LTS Holdings"). Both LTS Buyer and LTS Holdings are Delaware limited liability companies created for purposes of the LTS Buyer Transactions with principal offices located at c/o Berkshire Partners LLC, 200 Clarendon Street, 35th Floor, Boston, Massachusetts 02116. The telephone number for both LTS Buyer and LTS Holdings is (617) 227-0050. LTS Holdings has no majority owner, but certain investment funds and entities controlled and/or managed by a number of investors, including Berkshire Partners LLC ("Berkshire"), ABRY Partners LLC ("ABRY"), HarbourVest Partners, LLC ("HarbourVest"), and Pamlico Capital ("Pamlico"), together with certain executive officers of LTS Holdings and other minority investors, will own the equity of LTS Holdings. Upon consummation of the proposed LTS Buyer Transactions, Berkshire will hold 44.2 percent of the direct or indirect ownership interests in, and have voting control of, LTS Holdings. The business and affairs of LTS Holdings and its subsidiaries will be managed by a seven-member board of managers consisting of four members designated by Berkshire, one member designated by ABRY, one member designated by Pamlico, and Robert J. Shanahan, the current Chief Executive Officer of Light Tower. Mr. Shanahan will serve as Chief Executive Officer of LTS Holdings and will be supported by a team of management personnel with substantial experience in the telecommunications industry.

Contact Information

For the purposes of this Notice, contacts for the Parties are as follows:

For Light Tower and Yankee:

Jean L. Kiddoo
Brett P. Ferenchak
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with copies to:

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c/o Sidera Networks, Inc.
Presidents Plaza Building 1
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Herndon, VA 20170
Attn: Paul M. Eskildsen, Senior Vice
President and General Counsel
Clifford Williams, Director—
Regulatory & Compliance
Tel: (703) 232-4567
E-mail: paul.eskildsen@sidera.net
clifford.williams@sidera.net

For LTS Buyer:

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with copies to:

LTS Group Holdings LLC
c/o Berkshire Partners LLC
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Boston, MA 02116
Attention: Lawrence S. Hamelsky and
Sharlyn C. Heslam
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sheslam@berkshirepartners.com

Description of the Transaction

The Parties have entered into an Agreement and Plan of Merger (the “Agreement”), effective as of December 22, 2012, pursuant to which LTS Buyer will acquire all of the ownership interests of Yankee, and thereby acquire control of Sidera. Although the Yankee Transaction will result in changes in the equity ownership of Yankee, the day-to-day operation and customer-facing activities of Sidera is not expected to change. For illustrative purposes, diagrams depicting the corporate ownership structure of Yankee and Sidera both before and after consummation of the LTS Buyer Transaction are attached hereto as Exhibit A.

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An original and one copy of this Notice are enclosed. Please date-stamp and return the extra copy of this Notice in the self-addressed, postage paid envelope provided. An electronic version of this Notice also has been submitted through the Commission's Electronic Filing system. Should you have any questions regarding this Notice, please do not hesitate to contact us.



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brett.ferenchak@bingham.com

Attorneys for Yankee

Attachments

Exhibit A: Pre- and Post-Transaction Organizational Charts
Verifications

Respectfully submitted,

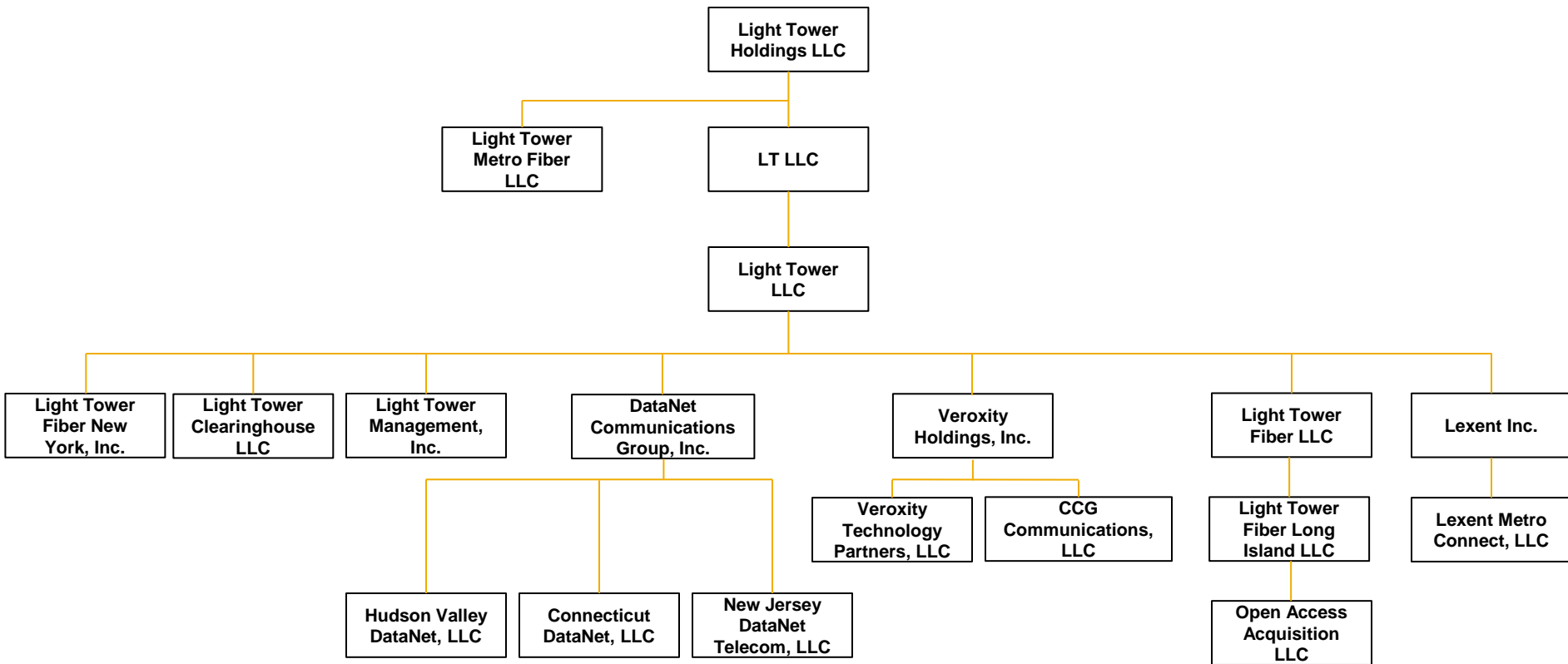


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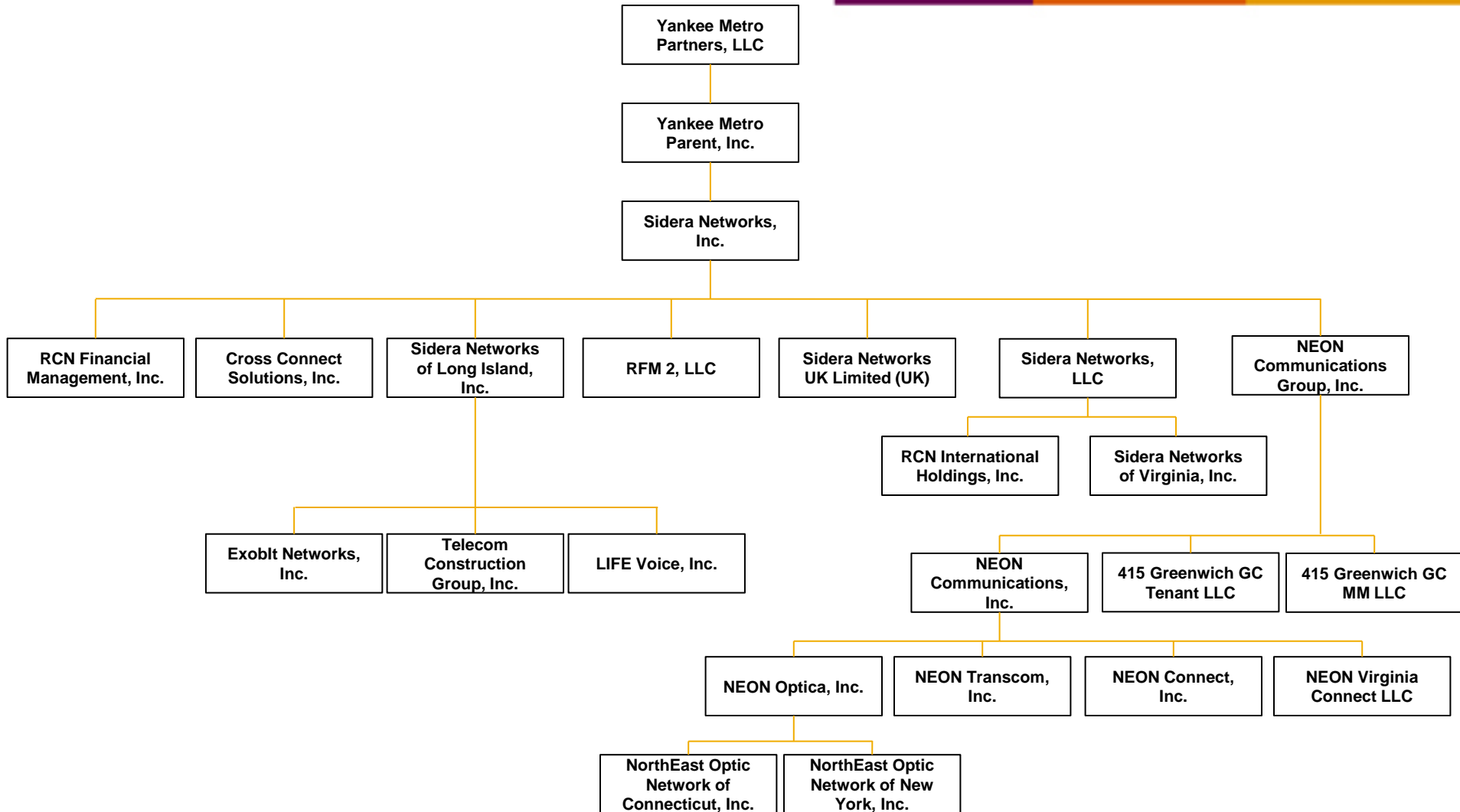
Attorneys for LTS Buyer LLC

Exhibit A
Pre- and Post-Transaction
Organizational Charts

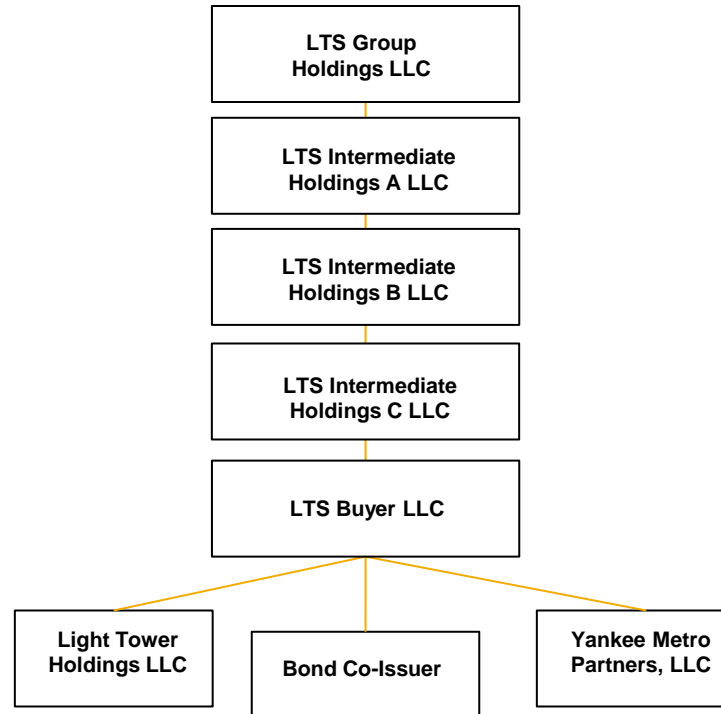
Pre-Closing Light Tower Structure



Pre-Closing Yankee Structure



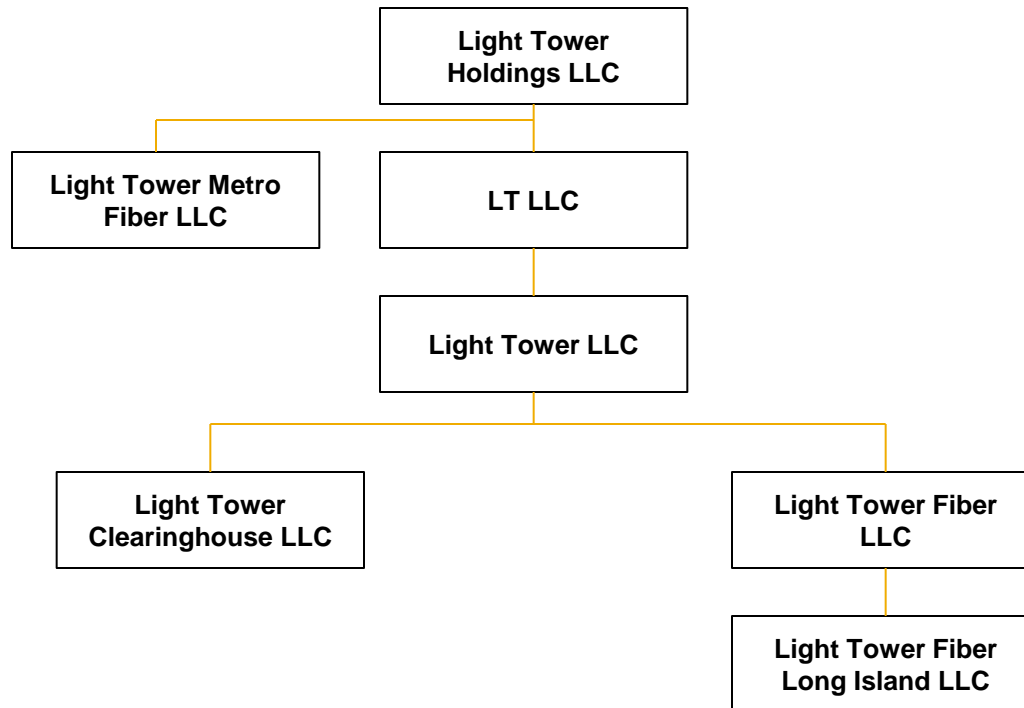
Post-Closing Structure



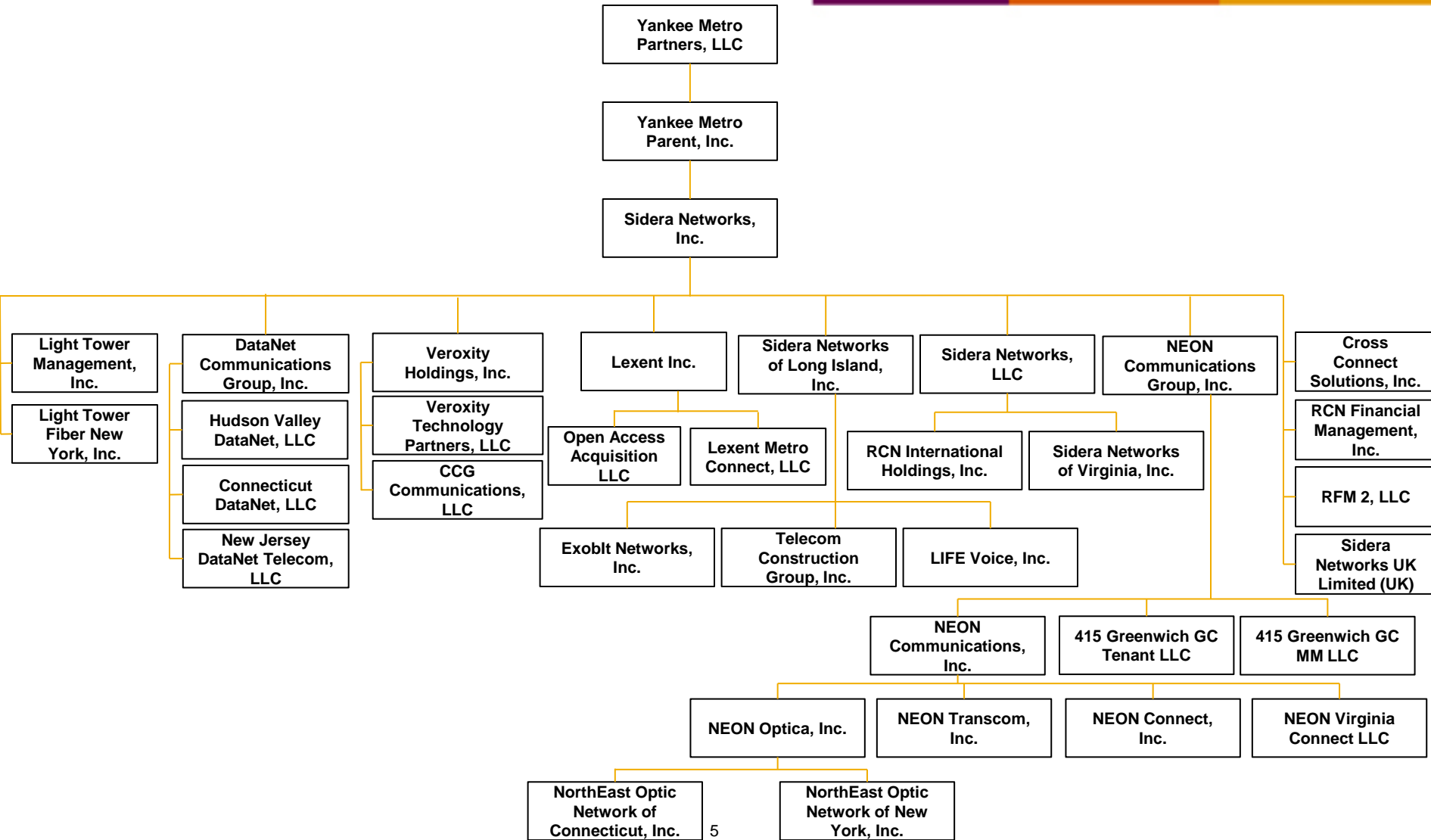
See Slide 4 for a detailed diagram of the post-Closing subsidiaries of Light Tower Holdings LLC

See Slide 5 for a detailed diagram of the post-Closing subsidiaries of Yankee Metro Partners, LLC

Post-Closing Light Tower Subsidiaries



Post-Closing Yankee Subsidiaries



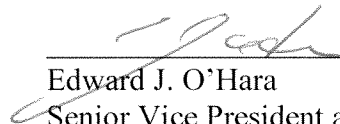
Verifications

STATE OF NEW YORK
COUNTY OF NEW YORK

§
§
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VERIFICATION

I, Edward J. O'Hara, am Senior Vice President and Chief Financial Officer of Yankee Metro Partners, LLC and its subsidiaries (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.



Edward J. O'Hara
Senior Vice President and Chief Financial Officer
Yankee Metro Partners, LLC

Sworn and subscribed before me this 3 day of January, 2013.



Notary Public

My commission expires 4/12/14

Lisa Marie Gebhart Notary Public
State of New York
Qualified Kings County
Ref # 01GE6220405
Commission Exp. 4/12/14

COMMONWEALTH OF MASSACHUSETTS §
SUFFOLK COUNTY §

VERIFICATION


I, Sharlyn C. Heslam, of Berkshire Partners LLC (“Berkshire Partners”), state that I am authorized to make this Verification on behalf of LTS Group Holdings LLC, which is managed by Berkshire Partners; that LTS Buyer LLC is a wholly owned subsidiary of LTS Group Holdings LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents as they pertain to LTS Group Holdings LLC and/or LTS Buyer LLC, and any of their affiliates, are true and correct to the best of my knowledge, information and belief.

Executed on January 16, 2013.



Name: Sharlyn C. Heslam
Title: Managing Director

Sworn and subscribed before me this 16th day of January, 2013.


Notary Public Katherine C. Bush

My commission expires March 25, 2016