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July 10, 2014

VIA FED EX

Steven King
Executive Director/Secretary
Washington Utilities and Transportation Commission
P.O. Box 47250
1300 S. Evergreen Park Drive, SW
Olympia, Washington 98504-7250

2014 JUL 11 AM 9:35

Re: *Notification of Transaction Resulting in Indirect Transfer of Control
of Conterra Ultra Broadband, LLC*

Dear Mr. King:

This letter notifies the Commission of a transaction involving Conterra Ultra Broadband, LLC, a South Carolina limited liability company ("Conterra"), which holds authority with the Washington Utilities and Transportation Commission to provide competitive local exchange and long-distance service. A transaction involving Conterra, Conterra Ultra Broadband Holdings, Inc., a Delaware corporation ("Conterra Holdings") and CUB Parent, Inc. ("CUB Parent") resulted in the indirect transfer of control of Conterra to CUB Parent. The transaction will be seamless to Conterra's customers in Washington.

Parties to the Transaction

Conterra is a direct wholly-owned subsidiary of Conterra Holdings. Conterra and other wholly-owned subsidiaries of Conterra Holdings are authorized to provide service in the following states in addition to Washington: Alabama, Arizona, Arkansas, California, Colorado, Florida, Georgia, Mississippi, Montana, New Mexico, North Carolina, Oklahoma, Texas, Tennessee and Virginia.

CUB Parent is a Delaware corporation formed on March 12, 2014 for the purpose of consummating this transaction and ultimately acquiring control of Conterra Holdings and Conterra. CSC CUB Holdings, LP ("CSC CUB Holdings") is a Delaware limited partnership formed by Court Square Capital Partners ("Court Square") for the sole purpose of holding Court Square's investments

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in CUB Parent. CSC CUB Holdings is owned by investment funds (“Funds”) managed by the investment professionals at Court Square, a leading New York private equity firm. Each of the Funds is a limited partnership, owned by numerous limited partners who include pension funds, high net worth individuals, and other institutional investors. Each Fund is exclusively controlled and managed by a sole general partner, Court Square Capital GP III, LLC (“GP”). The GP also is the sole general partner of CSC CUB Holdings. The Funds own 100 percent of the membership interests in CSC CUB Holdings and collectively hold a 77.2 percent indirect equity interest in Conterra through their equity interest in CSC CUB Holdings with existing management and investors holding the remaining 22.8 percent.

The GP is owned by investment professionals at Court Square and managed and controlled by a Board of Managers (“Board”) comprised of six Court Square investment professionals. Decisions of the Board, including designation of replacement members, are made by the approval of a majority of the Board members. No member of the GP, limited partner in any Fund, or other investor had a ten percent (10%) or greater direct or indirect ownership or voting interest in Conterra following completion of the transaction.

Designated Contacts

Questions, correspondence, or other communications concerning this letter should be directed to the signatory of this letter and the following contacts:

For Conterra and Conterra Holdings:

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Description and Benefits of Transaction

The transaction results only in a change of the ultimate indirect ownership of Conterra, and no assignment of certificates, assets or customers occurs on account of the transaction. Conterra's existing management team did not change, and Conterra continues to serve customers in Washington under its current name and pursuant to the same terms and conditions of customer agreements. As such, the transaction is transparent to Conterra's customers in Washington. The indirect transfer of control transaction described herein was consummated on July 1, 2014.

CUB Parent is well-qualified in the telecommunications industry and the public interest is served by its control of Conterra. Court Square is one of the most experienced private equity firms in the industry and its management team has extensive experience investing in the telecommunications industry. In 2012, funds managed by Court Square, acquired control of Encompass Digital Media Group ("Encompass"), including its regulatory subsidiary BFI Licenses, LLC. Encompass provides a variety of digital media services, including broadcast network origination, centralcasting, digital media encoding, disaster recovery and emergency communications. In December 2010, Court Square funds also acquired control of Fibertech Networks, LLC and its subsidiary, Fiber Technologies Networks, L.L.C. (collectively "Fibertech"). Fibertech is a leading broadband provider and operates one of the largest, independently owned metro-area fiber optic footprints in the United States. Fibertech is authorized to provide intrastate telecommunications services in Connecticut, Delaware, District of Columbia, Indiana, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island and Wisconsin.

Previously, Court Square co-owned a controlling interest in NTELOS (a diversified, regional communications provider offering wireless and wireline services in Virginia and West Virginia) and a former minority interest in Valor Telecommunications (an incumbent local exchange carrier that provided telecommunications services throughout the southwestern United States which was combined in 2006 with Alltel's landline business to become Windstream Corporation).

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If you have any questions regarding this transaction, please do not hesitate to contact us.

Best regards,



Debra M. Terwilliger
Counsel for CUB Parent, Inc.

cc: Thomas F. Bardo, Counsel for Conterra and Conterra Holdings