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November 4, 2014

VIA records@utc.wa.gov ONLY

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

Re: Unite Private Networks, L.L.C.
Issuance of Debt and Related Financing Transactions

Dear Ms. Washburn:

Please be advised that Unite Private Networks, L.L.C. ("Unite") will be undergoing the following transaction: (i) Unite's parent company, UPN Intermediate Holdings LLC ("Intermediate Holdings") will act as a borrower on certain senior secured credit facilities, and (ii) such credit facilities will be (a) guaranteed by Intermediate Holdings' parent company, UPN Holding LLC ("Holdings"), and each existing and subsequently acquired or organized wholly-owned U.S. direct or indirect subsidiary, including Unite; and (b) secured by (1) a perfect pledge of the equity interests of Intermediate Holdings, its subsidiaries, including Unite, and Holdings; and (2) perfected security interests in, and mortgages on, substantially all tangible and intangible assets of Intermediate Holdings, its subsidiaries, including Unite, and Holdings (the "Financing Transaction"). In connection therewith, we provide the following information:

I. Description of the Parties

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

Unite is a Delaware limited liability company with principal offices located at 950 West 92 Highway, Suite 203, Kearney, Missouri 64060. Unite is a wholly-owned subsidiary of Intermediate Holdings, which is in turn a wholly-owned subsidiary of Holdings. Unite provides data-only communications services over high bandwidth fiber optic networks to schools, governments, carriers, and large enterprise customers under long-term contracts. Unite provides these services in Arizona, Arkansas, Colorado, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Missouri, Montana, Nebraska, New Mexico, Ohio, Oklahoma, Texas, Virginia, Washington, Wisconsin, and Wyoming. Unite holds authority to provide interexchange, local and/or data services in Arizona, Arkansas, Colorado, Georgia, Illinois, Indiana, Iowa, Kansas, Missouri, Nebraska, New Mexico, Ohio, Oklahoma, Texas, Virginia, Washington, Wisconsin, and Wyoming. No formal authorization is required in Arizona, Idaho, and Montana. Unite was granted a Registration as a Competitive Company to Provide Data Services (Docket No. UT-090277 granted on March 22, 2009).

II. Contact Information

Questions and correspondence concerning this Notice may be addressed to:

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General Counsel for Unite Private Networks, L.L.C.

III. Description of the Financing Transaction

Unite's parent company, Intermediate Holdings, will enter into senior credit facilities of up to \$272.5 million consisting of (i) up to \$225 million first lien credit facilities (5-year maturity from the Closing Date) including a revolving credit facility of \$30 million (5-year maturity from the Closing Date), a delayed draw term loan A facility of up to \$110 million (5-year maturity from Closing Date) and a term loan B facility of up to \$85 million (5-year maturity from Closing Date) and (ii) up to \$47.5 million second lien term loan credit facility (6-year maturity from Closing Date). Applicants therefore request authorization to incur aggregate debt of up to \$272.5 million, which will be (a) guaranteed by Intermediate Holding's parent company, Holdings, and each existing and subsequently acquired or organized wholly-owned U.S. direct or indirect subsidiary, including Unite; and (b) secured by (1) a perfected pledge of the equity interests of Intermediate Holdings and its subsidiaries, including Unite; and (2) perfected security interests in, and mortgages on, substantially all tangible and intangible assets of Intermediate Holdings, its subsidiaries, including Unite, and Holdings.

IV. Public Interest Considerations

The Financing Transaction is in the public interest because it will enhance Unite's ability to compete in the market for telecommunications services in Washington. There will be no adverse effect upon customers. Furthermore, the Financing Transaction does not raise any competitive concerns. The only impacts are financial and operational, in that Unite will obtain assets necessary to become an even more effective competitor.

Unite emphasizes that the Financing Transaction will be seamless and in no event will it result in the discontinuance, reduction, loss or impairment of service to customers. Finally, the Financing Transaction will not adversely affect the operation of the Washington certificated carrier.

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

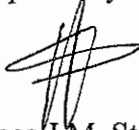
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I have enclosed an extra copy of this letter to be date-stamped and returned to me in the enclosed pre-addressed, postage prepaid envelope. If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Respectfully submitted,

A handwritten signature in black ink, appearing to be "Lance J.M. Steinhart". The signature is stylized with a large, sweeping initial "L" and "S".

Lance J.M. Steinhart

Lance J.M. Steinhart, P.C.

Attorneys for Unite Private Networks, L.L.C.

cc: Matthew Myers