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July 27, 2016

VIA E-FILING

David Danner, Executive Secretary
Washington Utilities and Transportation Commission
1300 S. Evergreen Park Drive
Olympia, WA 98504-7250
records@wutc.wa.gov

Re: Notification Regarding the Proposed Transfer of Unite Private Networks, LLC to Cox Communications Inc.

Dear Mr. Danner:

REP UP, L.P. (“REP UP” or “Transferor”) and Unite Private Networks, LLC (“UPN” or “Licensee”); together with Cox Communications Inc., (“Cox” or “Transferee”) (collectively, the “Parties”) notify the Commission of the proposed transfer of control of Licensee from REP UP to Transferee (the “Transaction”). Pursuant to WAC 480-121-063, the Parties understand that Commission approval is not required for the Transaction. Accordingly, the Parties submit this letter for informational purposes.

Description of the Transaction and the Parties

Pursuant to a membership interest and stock purchase agreement, Cox will acquire an indirect, majority interest in UPN Intermediate Holdings, LLC (“UPN-I”), which owns 100% of UPN. Following completion of the transaction, Cox will hold a combined 66 percent equity interest in Fiber Platform, LLC (“Fiber Platform”), through Cox’s wholly-owned subsidiaries, Fiber Platform Holdings, LLC (which will have approximately a 34 percent interest in Fiber Platform) and Fiber Platform Blocker, Inc. (which will have approximately a 32 percent interest in Fiber Platform). Ridgemont Equity Partners (“Ridgemont”), which controls REP UP, will hold approximately a 28 percent equity interest in Fiber Platform through three of its investment funds, as described below.¹ The remainder of the equity of Fiber Platform will be owned by members of the management of UPN, none of whom will hold a ten percent or greater equity interest. Fiber Platform, in

¹ Under the transaction agreement, the interests reported above may vary slightly depending on what interests UPN management retains following the transaction. Cox, through Fiber Platform Holdings and Fiber Platform Blocker, will have an interest of approximately 66 to 69 percent and the Ridgemont companies will have a combined interest of approximately 27 to 30 percent.

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turn, will own 100% of UPN-I. UPN-I will continue to operate as a stand-alone business as a direct subsidiary of Fiber Platform, LLC, which will be governed by a Board of Managers that consists of Managers appointed by Cox, Ridgmont and the management of UPN.

Cox and its affiliates provide domestic and international telecommunications services, broadband service, and video service in eighteen states, serving more than six million customers in the residential, small and medium business and enterprise markets. Cox is a nondominant carrier in both the domestic and international service markets across its footprint, and is not affiliated with any dominant carrier. Cox is authorized by the Federal Communications Commission ("FCC") to provide domestic and international common carrier services.

Ridgmont is a Charlotte-based middle market buyout and growth equity investor. The principals of Ridgmont have invested since 1993 in 129 companies including UPN. The firm focuses on investments in industries in which it has deep expertise including telecommunications/media/technology. Ridgmont, collectively through REP UPN, L.P., REP UPN II, L.P., and Ridgmont Equity Partners Affiliates II-B, L.P., all three of which are Delaware limited partnerships, will hold approximately 27-30 percent equity interest in UPN post-transaction. The general partner of REP UPN, L.P. is Ridgmont Equity Management I, L.P., a Delaware limited partnership, and its general partner is Ridgmont Equity Management I, LLC ("Ridgmont I LLC"), a Delaware limited liability company. The general partner of REP UPN II, L.P. and Ridgmont Equity Partners Affiliates II-B, L.P. is Ridgmont Equity Management II, L.P., a Delaware limited partnership, and its general partner is Ridgmont Equity Management II, LLC ("Ridgmont II LLC"), a Delaware limited liability company.

REP UP currently controls the UPN companies through its ability to appoint a majority of the Managers on the Board of Managers of UPN Holdings, LLC. UPN Holdings, LLC (prior to a reorganization that will occur as an integrated part of the transaction) owns all of the membership interests in UPN-I. The UPN companies are non-dominant carriers that provide domestic telecommunications services over more than 6,200 fiber route miles to 3,750 on-net buildings for customers in Arizona, Arkansas, Colorado, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Missouri, Montana, Nebraska, New Mexico, Ohio, Oklahoma, Texas, Virginia, Washington, Wisconsin, and Wyoming. UPN offers telecommunications services to schools, local and state governments, carriers, data centers, hospitals, and enterprise customers in the areas it serves within those states. In Washington, UPN is registered as a competitive company to provide data services pursuant to authority granted by the Commission in Docket No. UT-090277 on March 22, 2009. UPN does not offer residential services.

Both Cox and UPN are non-dominant carriers in all of the markets they serve. For the Commission's reference, a chart depicting the pre- and post-Transaction ownership of Licensee is provided as Exhibit A.

Contacts

For the purposes of this filing, contacts are as follows:

For the Licensee:

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With a copy for Licensee to:

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With a copy to:

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Please acknowledge receipt and acceptance of this filing. Should you have any questions, please do not hesitate to contact us

Respectfully submitted,



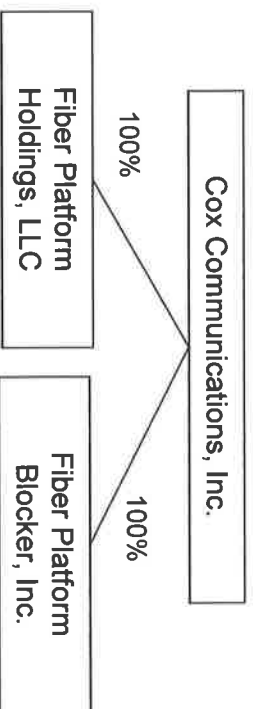
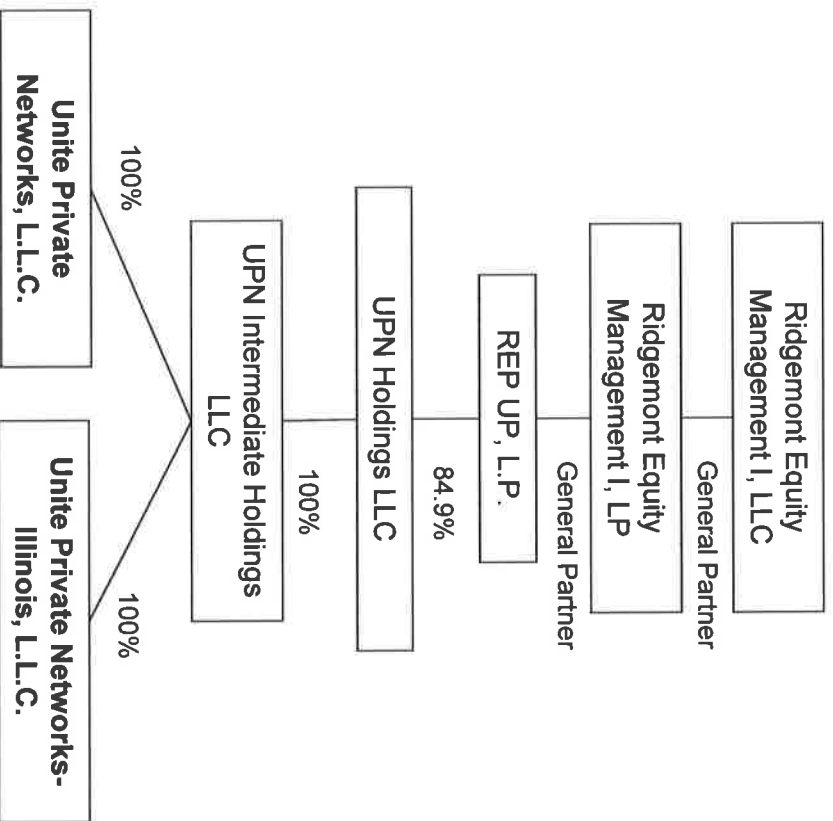
Tamar Finn
Danielle Burt

Counsel for the Licensee

EXHIBIT A

Pre- and Post-Transaction Illustrative Charts

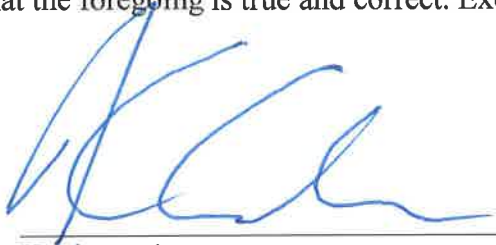
Pre-Transaction Illustrative Chart



VERIFICATION

I, Kevin Anderson, state that I am Chief Executive Officer for Unite Private Networks, LLC (“UPN”); that I am authorized to make this Verification on behalf of UPN; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 25th day of July, 2016.

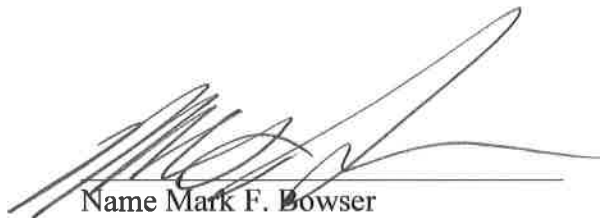


Kevin Anderson
Chief Executive Officer
Unite Private Networks, LLC

VERIFICATION

I, Mark F. Bowser, state that I am Executive Vice-President, Chief Financial Officer for Fiber Platform Holdings, LLC and Cox Communications, Inc. (together, "Cox"); that I am authorized to make this Verification on behalf of Cox; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 27 day of July, 2016.



Name Mark F. Bowser
Title: EVP, Chief Financial Officer
Fiber Platform Holdings, LLC
Cox Communications, LLC