



ANDREW O. ISAR

4304 92<sup>ND</sup> AVENUE NW  
GIG HARBOR, WA 98335  
TELEPHONE: 253.851.6700  
FACSIMILE: 866.474.3630  
WWW.MILLERISAR.COM

Via Electronic Filing

April 24 2017

Mr. Steven King  
Executive Director/Secretary  
Washington Utilities and Transportation Commission  
1300 South Evergreen Park Drive Southwest  
Olympia, WA 98504-7250

RE: Notification Regarding Prime Time Ventures, LLC dba Infostructure Transfer of Control to Origin Networks, LLC dba Infostructure

Dear Mr. King:

Prime Time Ventures, LLC dba Infostructure (“PTV”) and Origin Networks, LLC dba Infostructure (“Origin”) (collectively “the Companies”) hereby notify the Washington Utilities and Transportation Commission (“Commission”) of the transfer of control from PTV to Origin (“Transfer”) on or about March 31, 2017<sup>1</sup> or upon such regulatory approvals as may apply.

Under this Transfer, PTV is transferring the entirety of its assets, including its regulated and unregulated service subscriber base to its affiliate, Origin. Following the Transfer, Origin will continue to operate under its existing name, operating authority, management structure and operations, and continue to serve former PTV subscribers as well as its own subscriber in Washington and in other states. PTV will subsequently be dissolved as a legal entity.

As described below, the Transfer constitutes an administrative consolidation of two legal entities under the same corporate ownership, intended to streamline company operations by eliminating duplicate functions and obligations between two affiliated entities. The Transfer will be entirely transparent to subscribers, who will continue to receive current service at existing rates, terms, and conditions under the same “Infostructure” assumed name shared by the Companies.

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<sup>1</sup> Please refer to item IV, *supra*.

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It is the Companies' understanding that prior Commission action is not required for the Companies to complete the Transfer. This notification is therefore provided strictly for informational purposes. In support of this notification, the Companies state as follows.

## **I. Introduction.**

PTV and Origin are separate legal entities and affiliates jointly owned, controlled, and managed by Prime Time Holdings, LLC, an Oregon-based limited liability corporation. Following conclusion of separate past acquisitions, PTV and Origin have provided virtually identical regulated telecommunications, interconnected voice over Internet protocol, and broadband Internet access services in Oregon and other jurisdictions under their separate operating authorities, as well as other unregulated services. As a result of maintaining separate operating authorities the Companies have also assumed duplicate reporting and other compliance obligations.

The Companies shared management team has determined that there is no longer a need or benefit for maintaining separate operating entities and the attendant compliance obligations. The management team has resolved to dissolve PTV and consolidate PTV's operations into Origin upon the grant of such regulatory approvals in those jurisdictions where PTV currently operates and where such approvals are required.

This Transfer is considered an administrative consolidation from an operational perspective and will entail no material change in operations and will be entirely transparent to subscribers who only recognize the "Infostructure" name.

## **II. Description of the Parties.**

### **Prime Time Ventures, LLC dba Infostructure (Transferor)**

Prime Time Ventures, LLC dba Infostructure is a wholly-owned subsidiary of Prime Time Holdings, LLC. PTV is a Talent, Oregon-based privately-held corporation organized under the laws of the State of Oregon on April 16, 2003. PTV was registered to provide intrastate telecommunications services in Washington on February 10, 2008 in Docket No. UT-080073. PTV provides competitive local exchange and interexchange telecommunications services including broadband Internet access services, interconnected Voice over Internet Protocol services and other unregulated features and services in the State of Washington and elsewhere.

### **Origin Networks, LLC dba Infostructure (Transferee)**

Origin Networks, LLC dba Infostructure is also a wholly-owned subsidiary of Prime Time Holdings, LLC. Origin is a Talent, Oregon-based privately-held corporation organized under the laws of the State of Oregon on May 21, 2013. On May 30, 2015 Origin was registered as a competitive telecommunications company by the Commission in Docket No. UT-15073. Origin also provides competitive local exchange and interexchange telecommunications services including broadband Internet access services, interconnected Voice over Internet Protocol services and other unregulated features and services in the State of Washington and elsewhere.

### **III. Description of the Transfer.**

Pursuant to corporate resolution, PTV assets will be transferred to Origin effective on April 1, 2017 or upon such regulatory approvals as may apply. PTV assets primarily comprise its subscriber base, interconnection agreements, and operations data. In that the Origin and PTV staff and management are one in the same, there will be no impact on staff or operations, save for the administrative process of separately accounting for PTV operations.

The transaction will be entirely transparent to subscribers. Subscribers will continue to be billed directly under the “Infostructure” name and will have no indication of the existence of separate operating affiliates.

Once PTV assets are transferred to Origin, PTV will be dissolved as a legal entity and cease to exist. PTV requests that its operating authority be cancelled, accordingly.

### **IV. Inapplicability of Customer Notice Obligations.**

The Companies maintain that the Transfer does not require customer notice. In light of the fact that subscribers are being transferred between affiliates who share the same assumed name, no customer notice regarding the Transfer is planned.

Unlike conventional asset transfer transactions, in this instance the Transfer will be entirely transparent to subscribers. There will be no change in subscriber service rates, terms, conditions, billing, or Company name. Customer notice could actually contribute to subscriber confusion, unnecessarily impose additional costs on the Companies to notify subscribers and respond to subscriber inquiries resulting from such notice, and potentially risk subscriber base erosion to the detriment of the Companies, with no countervailing benefit to subscribers.

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**V. Company Contacts.**

Questions or ongoing correspondence, orders, or other Commission communications should continue to be directed to the following individuals:

**For Prime Time Ventures, LLC dba  
Infostructure and Origin Networks, LLC  
dba Infostructure**

**and to:**

Jeff Rhoden  
Director  
Origin Networks, LLC dba Infostructure/  
Prime Time Ventures, LLC dba Infostructure  
288 S Pacific Hwy  
Talent, OR 97540  
Telephone: 541.773.5000

Andrew O. Isar  
Miller Isar, Inc.  
4304 92<sup>nd</sup> Avenue NW  
Gig Harbor, WA 98335  
Telephone: 253.851.6700

**VI. Public Interest Considerations.**

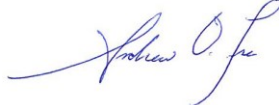
The Companies respectfully submit that the proposed Transfer serves the public interest. The Transfer will result in the transfer of assets between affiliates with no impact to subscribers. Follow the Transfer, Origin will operate more effectively and the management team will be relieved of maintaining separate accounts and compliance obligations.

Receipt and acceptance of this notice is requested.

Thank you for your attention to this matter. Questions may be directed to the undersigned.

Respectfully submitted,

MILLER ISAR, INC.



Andrew O. Isar

Regulatory Consultants to  
Origin Networks, LLC dba Infostructure and  
Prime Time Ventures, LLC dba Infostructure

Attachment

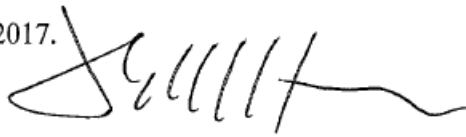
cc: Virgil Santos (via Email)

**CERTIFICATION**

I, Jeff Rhoden, Director and Co-owner of Origin Networks, LLC dba Infostructure and its affiliate, Prime Time Ventures, LLC dba Infostructure (jointly the "Companies"), certify under penalty of perjury that I am authorized to make this Certification on behalf of the Companies, the in the foregoing notice. I further certify that the information in the foregoing notice as it pertains to the Companies is true and accurate to the best of my knowledge.

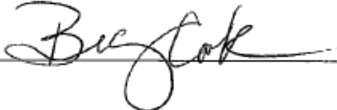
I declare under penalty of perjury that the foregoing is true and correct.

Executed this 24<sup>th</sup> day of April, 2017.



Jeff Rhoden  
Director  
Origin Networks, LLC dba Infostructure  
Prime Time Ventures, LLC dba Infostructure  
288 S Pacific Hwy  
Talent, OR 97540  
Telephone: 541.773.5000

SUBSCRIBED AND SWORN BEFORE ME THIS 24<sup>th</sup> DAY OF APRIL, 2017

Becky Lyn Cook 

Notary Public

My commission expires 4/16/2021

SEAL

