

## COVINGTON

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### By Electronic Filing

July 19, 2023

Amanda Maxwell  
Executive Director and Secretary  
Washington Utilities and Transportation Commission  
621 Woodland Square Loop SE  
Lacey, WA 98503

**Re: Notice of Asset Transfer from Origin Networks, LLC d/b/a  
Infostructure to Hunter Communications & Technologies LLC**

Dear Ms. Maxwell:

Origin Networks, LLC d/b/a Infostructure (“Origin Networks”) and Hunter Communications & Technologies LLC (“Hunter Communications,” and, together with Origin Networks, the “Parties”), hereby notify the Washington Utilities and Transportation Commission (the “Commission”) of a transaction (the “Transaction”) that will result in Hunter Communications’ acquisition of Origin Networks’ assets and customer base. The Parties understand that Commission approval is not required for the Transaction because Origin Networks is classified as a competitive telecommunications company.<sup>1</sup> However, because Origin Networks is transferring its customer base to Hunter Communications, the Parties hereby provide notice pursuant to WAC 480-120-147(7)(b). After the Transaction, Origin Networks will no longer be providing telecommunications services in Washington or any other state.

Hunter Communications also requests, to the extent necessary, that the Commission grant any approval required for it to provide service to Origin Networks’ customers in Washington, as Hunter Communications will serve these customers under the “Infostructure” brand name following the Transaction. Consistent with this request, and out of an abundance of caution, Hunter Communications plans to supplement this notice with an application to register with the Commission as a Telecommunications Company.

In furtherance of this notice, the Parties provide the following information:

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<sup>1</sup> See Wash. Admin. Code § 480-121-063 (waiving the Commission’s transfer approval requirements for competitively classified telecommunications companies).

## **I. THE PARTIES**

### **A. Origin Networks, LLC d/b/a Infostructure**

Origin Networks, LLC, a limited liability company organized under the laws of Oregon, is a non-facilities-based competitive local exchange carrier (“CLEC”) and interexchange carrier (“IXC”) that provides resold voice and IP-based data services to business and enterprise customers, primarily in Oregon. On May 25, 2015, in Docket No. UT-150703, the Commission approved Origin Networks’ registration as a competitive telecommunications company.

### **B. Hunter Communications & Technologies LLC**

Hunter Communications & Technologies LLC is a limited liability company organized under the laws of the state of Delaware. Hunter Communications focuses on the construction, operation, and leasing of fiber networks and the provision of dedicated access circuits, point-to-point connections, and other voice and data products to customers throughout Southern Oregon and Northern California. Hunter Communications also offers services associated with these fiber-based offerings, including advanced technical support and engineering solutions.

Hunter Communications is an indirect, wholly owned subsidiary of Hunter Communications Holdings LLC (“Hunter Holdings”), which is managed by Grain Management, LLC (“Grain Management”), a private equity firm that invests in and manages communications businesses in North America and South America.<sup>2</sup> Grain Management’s private equity funds focus on investing in communications infrastructure and services, including fiber, towers, spectrum, small cells, satellites, and other telecommunications services. Collectively, Grain Management’s investment team has over 100 years of experience as industry operators and private equity professionals. Its founder and Chief Executive Officer, David Grain, has over 25 years of experience in industry and 15 years in private equity. Among other positions that he held prior to founding Grain Management, Mr. Grain served from 2002 to 2006 as President of Global Signal, Inc., the largest communication tower owner/operator at the time. Mr. Grain also has served as Senior Vice President of AT&T Broadband’s New England Region.

## **II. DESCRIPTION OF THE TRANSACTION**

Pursuant to an Asset Purchase Agreement dated July 5, 2023, Hunter Communications will purchase various rights, property, and assets (including all customer contracts and customer relationships) used in or necessary for Origin Networks’ provision of resold voice and IP-based data services. Following the Transaction, Hunter Communications will become the telecommunications service provider for Origin Networks’ California, Oregon, and Washington customers. Exhibit A includes an organizational chart detailing the post-Transaction ownership

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<sup>2</sup> See Grain Management, <https://graingp.com/>.

structure of Hunter Communications, which will acquire the Infostructure brand and operate in Washington as such pursuant to its acquisition of Origin Networks' assets and customer base.

The Parties understand that no Commission approval is required for the Transaction, which will involve the transfer of substantially all of Origin Networks' assets, including its authorization to provide telecommunications services in Washington. However, out of an abundance of caution, because Hunter Communications – not Origin Networks – will be serving Washington customers under the Infostructure brand following the Transaction, Hunter Communications respectfully requests that the Commission provide any approval necessary for it to do so. In support of this request, Hunter Communications intends to file an application to register with the Commission as a Telecommunications Company.

### **III. NOTICE OF TRANSFER OF CUSTOMERS**

On or around October 18, 2023,<sup>3</sup> Hunter Communications will acquire Origin Networks' assets and customers, pending regulatory approval. The Transaction will affect all of the services Origin Networks currently provides to its Washington customers, which will be served by Hunter Communications through the Infostructure brand following consummation of the Transaction. Consistent with WAC 480-120-147(7), the Parties are providing notice to all of Origin Networks' Washington customers. A copy of this notice, which includes the information required by WAC 480-120-147(7)(a), is attached to this filing as Exhibit B.

### **IV. DESIGNATED CONTACTS**

The designated contacts for all correspondence, notices, inquiries, and orders in relation to this notice are:

For Origin Networks, LLC d/b/a Infostructure

Henry Kelly  
KELLEY DRYE & WARREN LLP  
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For Hunter Communications &  
Technologies LLC

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<sup>3</sup> The Parties are seeking a waiver from another state telecommunications regulator that, if granted, would allow the acquisition to close earlier, on or around September 18, 2023.

\* \* \*

Should you have any questions, please contact the undersigned.

Respectfully submitted,

/s/ Henry Kelly

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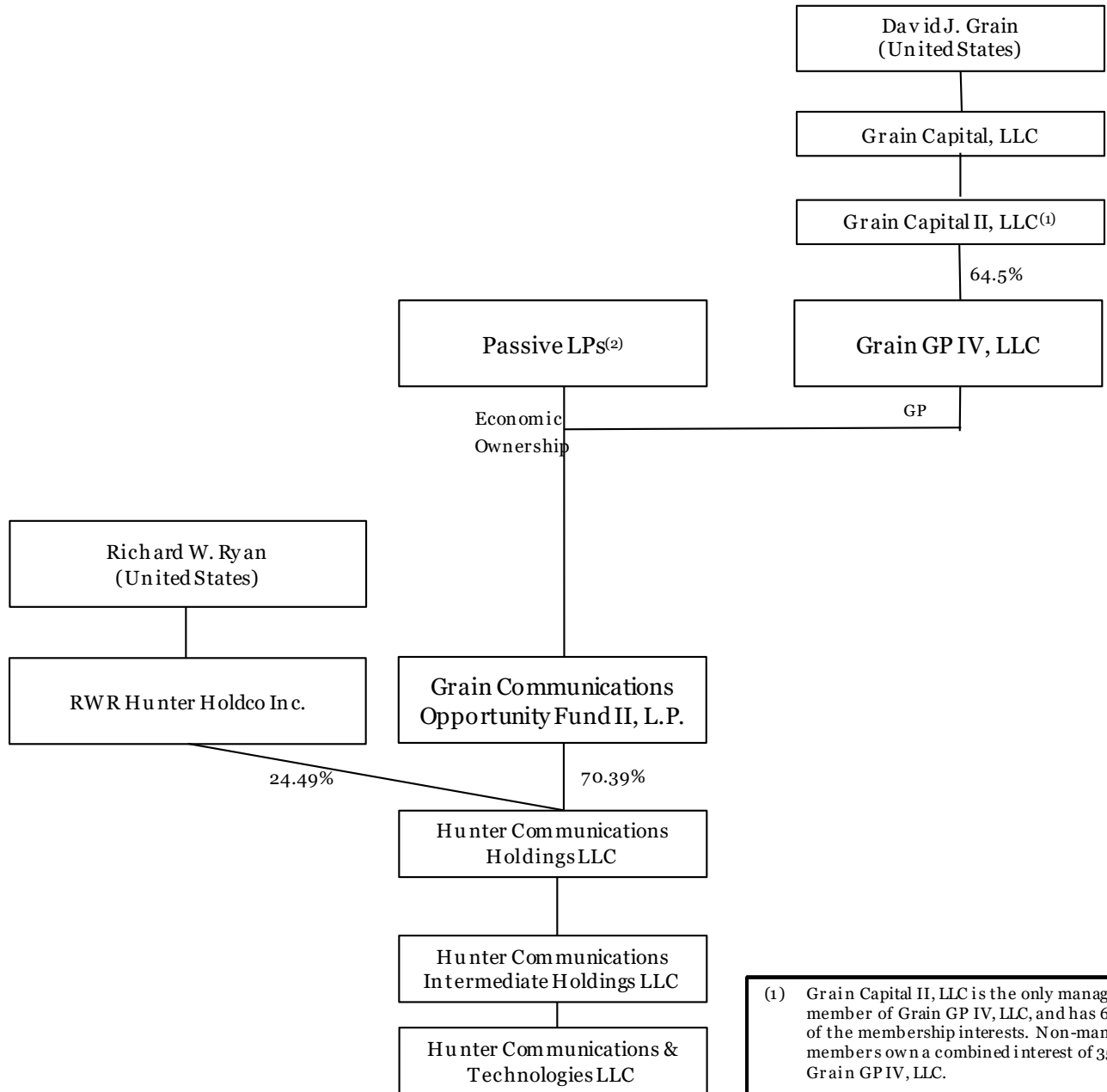
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**EXHIBIT A**

**Post-Transaction Organizational Chart**



- (1) Grain Capital II, LLC is the only managing member of Grain GP IV, LLC, and has 64.5% of the membership interests. Non-managing members own a combined interest of 35.5% in Grain GP IV, LLC.
  - (2) The economic ownership of Grain Communications Opportunity Fund II, L.P. is held by passive LPs, none of which holds an indirect ownership interest in Hunter Communications & Technologies LLC equaling or exceeding 10%.
  - (3) All ownership percentages 100% unless otherwise noted.
- GP participation is non-economic unless otherwise noted.

**EXHIBIT B**

**Sample Customer Notice**

## NOTICE OF ACQUISITION EXCITING NEWS!!

Dear InfoStructure Customer:

We are pleased to inform you that on or around October 18, 2023, Hunter Communications & Technologies, LLC (“Hunter”) will acquire certain assets and customers of Origin Networks, LLC dba infoStructure, pending regulatory approval. Following this acquisition, the service you currently receive from infoStructure will continue under that brand name, which will be acquired by Hunter.

Hunter is headquartered in Medford, Oregon and provides broadband internet, data, and voice services to business and residential customers in communities throughout Oregon and northern California. Hunter’s 3,000+ mile fiber network is nationally recognized for performance and reliability.

Hunter is continually expanding its fiber network and will work hand in hand with our infoStructure staff to offer faster and more reliable connections to our customers. You can expect the same level of outstanding customer care, as well as additional resources that will provide you with the highest levels of support.

This change will not affect your current rates or the terms and conditions of your current services. This change will not affect your quality of service, your customer support, your billing, or the team you interact with at infoStructure.

The change will be seamless, and you will continue to receive the same excellent customer service you have come to expect from the infoStructure team. If you have any questions, please contact us:

- Email us at [sales@infostructure.biz](mailto:sales@infostructure.biz)
- Call us at 1-800-419-4804

For more information about Hunter, please visit [www.hunterfiber.com](http://www.hunterfiber.com) or contact at 541-414-0016.

We are excited to offer additional support and services to our customers very soon and thank you very much for your business!

Your InfoStructure and Hunter Team

## Important Information for Customers with Voice Service

**NOTE – The following information only pertains to customers that have voice service(s):**

- **No action on your part is required.** We are pleased that you have chosen infoStructure as your carrier of choice for local and long-distance telephone services. You have the right to choose another carrier, and if you do so, you will not be required to pay fees for switching to a different provider for telecommunications services. However, if you are purchasing your services under a term agreement and you choose to change providers, you may be required to pay an early termination fee, depending on the terms of your agreement.
- **You will not incur any fees in connection with this transaction; as your service will continue to be provided as you are currently using it.** You will not be responsible for any carrier change charges associated with the transaction. The change will be seamless, and you will continue to receive the same high-quality services you currently receive, with no disruption.
- **Your telephone services will not be affected.** You will continue to use the same telephone number(s), services, and equipment at the same rates, terms, and conditions as you currently receive. As always, notice of any future changes in rates, terms, and conditions of service will be provided to you as required by law.
- **The effective date of the acquisition will be on or around October 18, 2023, pending regulatory approval.** At that time, infoStructure (operated by Hunter) will be your service provider for telephone services.<sup>1</sup> After the closing of the acquisition, Origin Networks, LLC will no longer be providing local, intrastate, or interstate service, or other telecommunications services, in any state.
- **If you have questions about the upcoming change, you may contact us at 1-800-419-4804.** At this time, Origin Networks, LLC will continue to be responsible for all customer service inquiries, complaints, and questions regarding this notice. You may also contact Origin Networks, LLC by mail at P.O. Box 4665, Medford OR 97501.

The Federal Communications Commission (“FCC”) and the applicable state public service commissions require that we notify you of the change and of your rights in this regard.

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<sup>1</sup> NOTE: If you have placed a “freeze” on your current long-distance services to prevent their unauthorized transfer to another carrier, it will be lifted automatically to implement the transfer to Hunter. You can contact Hunter to place a new freeze on your long-distance services once the transition is completed.