

Lance J.M. Steinhart, P.C.

Attorney At Law
1720 Windward Concourse
Suite 115
Alpharetta, Georgia 30005

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208
Email: lsteinhart@telecomcounsel.com

November 30, 2010

VIA records@utc.wa.gov ONLY

Ms. Carole Washburn, Secretary
State of Washington
Utilities and Transportation Commission
1300 S. Evergreen Park Dr., SW
Olympia, WA 98504

Re: Unite Private Networks, L.L.C., UPN Merger Sub LLC and UPN Holdings LLC
Issuance of Debt and Related Financing Transactions

Dear Ms. Washburn:

Please be advised that Unite Private Networks, L.L.C. ("UPN"), UPN Merger Sub LLC ("UPN Merger Sub") and UPN Holdings LLC ("UPN Holdings") (UPN, UPN Merger Sub and UPN Holdings are hereinafter collectively referred to as the "Parties") will be undergoing the following transaction: (i) Intermediate Holdings (as defined below) will act as a borrower on certain secured credit facilities, (ii) UPN Holdings will act as a guarantor of such credit facilities, (iii) UPN Holdings will pledge the LLC interests of Intermediate Holdings as security for such credit facilities, (iv) Intermediate Holdings will pledge the LLC interests of UPN Merger Sub as security for such credit facilities, (v) UPN Merger Sub will act as a guarantor of such credit facilities, and (vi) UPN Merger Sub will grant a security interest in substantially all of its assets as security for such credit facilities, as described in more detail below (the "Debt Transaction"). In connection therewith, we provide the following information:

I. Description of the Parties

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

UPN is a Missouri limited liability company with principal offices located at 950 West 92 Highway, Suite 203, Kearney, Missouri 64060. UPN provides data-only communications services over high bandwidth fiber optic networks to schools, governments, carriers, and large enterprise customers under long-term contracts. UPN provides these services in Arizona, Colorado, Georgia, Indiana, Iowa, Kansas, Missouri, Montana, Nebraska, and Washington. UPN holds authority to provide interexchange, local and/or data services in Colorado, Georgia, Iowa, Kansas, Missouri, Nebraska, and Washington. No formal authorization is required in Arizona, Indiana and Montana. UPN was granted a Registration as a Competitive Company to Provide Data Services (Docket No. UT-090277 granted on March 22, 2009).

B. UPN Holdings LLC

UPN Holdings LLC is a Delaware limited liability company with principal offices located at 100 North Tryon Street, 25th Floor, Charlotte, North Carolina 28255.

C. UPN Intermediate Holdings LLC

UPN Intermediate Holdings LLC, a Delaware limited liability company ("Intermediate Holdings"), is a wholly-owned subsidiary of UPN Holdings LLC with principal offices located at 100 North Tryon Street, 25th Floor, Charlotte, North Carolina 28255.

D. UPN Merger Sub LLC

UPN Merger Sub is a Delaware limited liability company and is a wholly-owned subsidiary of Intermediate Holdings, with principal offices located at 100 North Tryon Street, 25th Floor, Charlotte, North Carolina 28255. Pursuant to the Merger Agreement as defined herein and as further described in the Merger Notification Letter as defined herein, UPN will merge with and into UPN Merger Sub, with UPN Merger Sub surviving the merger, changing its name to Unite Private Networks, L.L.C. and continuing to be an indirect, wholly-owned subsidiary of UPN Holdings.

II. Contact Information

Questions and correspondence concerning this Notice may be addressed to:

Lance J.M. Steinhart
Lance J.M. Steinhart, P.C.
1720 Windward Concourse, Suite 115
Alpharetta, Georgia 30005
(770) 232-9200 (Telephone)
(770) 232-9208 (Fax)
lsteinhart@telecomcounsel.com (E-Mail)

Attorney for UPN Merger Sub, UPN and UPN Holdings

III. Description of the Merger Transaction and the Debt Transaction

UPN Holdings has entered into a Contribution and Merger Agreement dated August 24, 2010 (the "Merger Agreement") to acquire the business of UPN (the "Merger Transaction"). By letter dated September 30, 2010, this Commission acknowledged receipt of the merger notification letter dated September 10, 2010 (the "Merger Notification Letter"). At the closing of the Merger Transaction, UPN will merge into UPN Merger Sub, which will change its name to Unite Private Networks, L.L.C. and carry on UPN's business going forward, all as described in more detail in the Merger Notification Letter.

In connection with the Merger Agreement, Intermediate Holdings entered into a Commitment Letter with, among other parties, Royal Bank of Canada under which it is contemplated that Intermediate Holdings will borrow up to \$45 million of indebtedness (the "Credit Facilities"), the proceeds to which will be used to (i) finance the Merger Transaction; (ii) finance working capital and general corporate purposes of UPN Merger Sub following the closing of the Merger Transaction; and (iii) pay fees and expenses in connection with the Merger Transaction. The Credit Facilities will be secured by a security interest in all of the assets of UPN Merger Sub (which, following the Merger Transaction, will include all of the assets of UPN), as well as 100% of the equity securities of Intermediate Holdings and UPN Merger Sub. The Credit Facilities will be guaranteed by UPN Holdings and UPN Merger Sub.

IV. Public Interest Considerations

Consummation of the Debt Transaction is in the public interest because under the Merger Agreement, the completion of the Debt Transaction is a condition to closing the Merger Transaction, and the Merger Transaction will enhance the ability of UPN Merger Sub (which, following the Merger Transaction, will own the business of UPN) to compete in the market for telecommunications services in Washington. As further explained in the Merger Notification Letter, the Merger Transaction will strengthen UPN Merger Sub as a competitor by providing access to financial resources necessary for UPN Merger Sub to expand its customer base and develop new products and services to meet the evolving communications needs of its customer base.

The Debt Transaction will have no adverse effect upon customers. Nor does the Debt Transaction raise any competitive concerns. The only impact of the Debt Transaction is financial in that it will allow the Merger Transaction to close, and UPN Merger Sub will thereby obtain access to increased resources necessary to become an even more effective competitor.

The Debt Transaction will be transparent to customers of UPN Merger Sub. Following consummation of the Debt Transaction and the Merger Transaction, UPN Merger Sub will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions.

Finally, the Debt Transaction will not adversely affect the operation of the Washington certificated carrier.

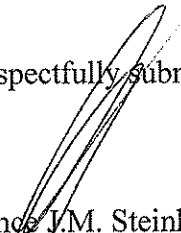
November 30, 2010

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

Please acknowledge receipt via return e-mail to Angela Janssen at ajanssen@telecomcounsel.com.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Respectfully submitted,



Lance J.M. Steinhart
Attorney for UPN Holdings LLC,
UPN Merger Sub LLC and
Unite Private Networks, L.L.C.

cc: C. Mark Kelly, Esq.
Brogan T. Sullivan, Esq.