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VIA records@utc.wa.gov ONLY

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

Re: Ridgemont Equity Partners I, L.P. and Unite Private Networks, L.L.C.
Transfer of Control (Informational Filing)

Dear Mr. Danner:

Please be advised that Unite Private Networks, L.L.C. ("Unite") and Ridgemont Equity Partners I, L.P. ("Ridgemont") (Unite and Ridgemont are hereinafter collectively referred to as the "Parties") have undergone the following transaction: Unite Transfer of Control to Ridgemont as described herein (the "Transaction"). The Transaction was consummated on August 15, 2012. In connection therewith, we provide the following information:

I. Description of the Parties

A. UPN Holdings LLC

UPN Holdings LLC (“UPN”) is a Delaware limited liability company with principal offices located at 100 North Tryon Street, 25th Floor, Charlotte, North Carolina 28255. UPN is a wholly-owned subsidiary of Banc of America Capital Investors V, L.P. (“BACI”). UPN has a wholly-owned subsidiary, UPN Intermediate Holdings LLC (“Intermediate Holdings”), a Delaware limited liability company.

B. 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 UPN. 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, Colorado, Georgia, Idaho, Indiana, Iowa, Kansas, Missouri, Montana, Nebraska, Ohio, Oklahoma, Texas, Virginia, Washington, Wisconsin, and Wyoming. Unite holds authority to provide interexchange, local and/or data services in Colorado, Georgia, Indiana, Iowa, Kansas, Missouri, Nebraska, 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 Telecommunications Company to Provide Data Services (Docket No. UT-090277 granted on March 22, 2009).

C. Unite Private Networks-Illinois, L.L.C.

Unite Private Networks-Illinois, L.L.C. (“UPNI”) is a Delaware limited liability company with principal offices located at 950 West 92 Highway, Suite 203, Kearney, Missouri 64060. UPNI is a wholly-owned subsidiary of Intermediate Holdings, which is in turn a wholly-owned subsidiary of UPN. UPNI is a facilities-based provider of high capacity fiber-optic networks to schools, governments, carriers, and large enterprise customers under long-term contracts. UPNI provides E-rate services to schools and libraries. UPNI provides these services in Illinois. UPNI was granted a Certificate of Service Authority to provide resold and facilities-based local exchange service and facilities-based interexchange service in Illinois.

D. Ridgemont Equity Partners I, L.P.

Ridgemont is a Delaware limited partnership with principal offices located at 150 North College Street, Suite 2500, Charlotte, North Carolina 28202. The general partner of Ridgemont is Ridgemont Equity Management I, LP (“Ridgemont Equity”), a Delaware limited partnership, which is ultimately controlled by J. Travis Hain, the Managing Member, who also controls BACI. Therefore, as a result of the Proposed Transaction, direct management of Unite and UPNI will be unaffected, and the ultimate management of its direct and indirect parent companies will be unaffected. The only change is that the existing limited partners will be replaced by new investors.

II. Contact Information

Questions and correspondence concerning this Notice may be addressed to:

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Attorney for UPN Holdings LLC and Unite Private Networks, L.L.C.

III. Description of the Transaction

Ridgemont entered into an Agreement of Purchase and Sale (the "Purchase Agreement") to acquire all of the outstanding equity interests of UPN held by BACI. The Purchase Agreement contemplates the sale of certain Portfolio Interests from BACI, which is selling its interest in UPN. The Transaction was consummated on August 15, 2012. The closing of the Transaction was subject to obtaining all required regulatory approvals.

Pursuant to the Purchase Agreement, Ridgemont purchased approximately 88% of the stock of UPN. As a result, BACI transferred control of UPN and its subsidiaries to Ridgemont. UPN became a subsidiary of Ridgemont, which owns approximately 88% of the stock of UPN and resulted in Ridgemont acquiring ultimate control of UPN, Intermediate Holdings, Unite and UPNI. For the Commission's convenience, pre- and post-Transaction corporate organizational structure charts depicting the transfer of control are provided as Exhibit A.

The Transaction did not involve the assignment of Unite's telecommunications authorizations or their customers. The services provided to Unite customers continue pursuant to the terms and conditions of its tariff on file with the Commission. In addition, key members of the management of Unite remain in place.

There is no plan to notify customers. There is no impact on customers because the Transaction was completed at the holding company level, and thus the transaction was transparent to Unite's customers and has no effect on the services those customers currently receive. There was no change in the name of Unite.

IV. Public Interest Considerations

This Transaction is in the public interest because it enhances Unite's ability to compete in the market for telecommunications services. The Transaction strengthens Unite as a competitor by providing access to financial resources necessary for Unite to expand its customer base and develop new products and services to meet the evolving communications needs of its customer base.

The Transaction has no adverse effect upon customers. The Transaction has not resulted in any changes to Unite's provision of service to its current customers. Unite's corporate officers and management team responsible for its day-to-day operations remain essentially the same. There is no adverse effect on non-management employees of Unite, and no staff reductions are contemplated as a result of the Transaction. In addition, the contact points for customers and Commission inquiries remain the same.

The transfer of control does not raise any competitive concerns. The only impact of the Transaction is financial in that Unite has access to increased resources necessary to become an even more effective competitor.

Further, as described above, the Transaction is transparent to customers of Unite. Following consummation of the Proposed Transaction, Unite continues to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions. In no event has the Transaction resulted in the discontinuance, reduction, loss or impairment of service to customers.

I have also enclosed an extra copy of this letter to be date-stamped and returned to me in the enclosed preaddressed, 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,

/s/ LANCE STEINHART

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Attorney for UPN Holdings LLC,
Unite Private Networks, L.L.C. and
Ridgmont Equity Partners I, L.P.

cc: Edward A. Balogh