

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint) Application No. C-4303
Application of Unite Private)
Networks, LLC, Kearney,)
Missouri, and UPN Holdings, LLC,) GRANTED
Charlotte, North Carolina,)
seeking approval of a transfer)
of control.) Entered: October 26, 2010

BY THE COMMISSION:

On September 10, 2010, an application was jointly filed by Unite Private Networks, L.L.C., ("UPN"), of Kearney, Missouri, and UPN Holdings LLC ("UPN Holdings"), of Charlotte, North Carolina, (collectively "Applicants"), seeking approval of a transfer control of UPN to UPN Holdings. Notice of the application was published in The Daily Record, Omaha, Nebraska, on September 15, 2010. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

The Parties:

UPN is a Missouri limited liability company with principal offices located in Kearney, Missouri. UPN provides local exchange and interexchange telecommunications services in Nebraska under and by virtue of authority heretofore granted by this Commission.¹

UPN Holdings is a limited liability company duly organized and existing under and by virtue of the laws of the state of Delaware, with its principal place of business located in Charlotte, North Carolina.

UPN Holdings formed UPN Intermediate Holdings LLC, ("Intermediate") as a wholly-owned subsidiary of UPN Holdings. Intermediate formed UPN Merger Sub LLC, ("Merger Sub") as a wholly-owned subsidiary of Intermediate.

Description of the Transaction:

According to the application, UPN Holdings entered into Contribution and Merger Agreement to acquire the business of UPN. According to the terms of the agreement, UPN will merge with and into Merger Sub with Merger Sub surviving the merger

¹ See Authority No. C-4128 (see also C-2741, C-2998, & C-3487).

and changing its name to Unite Private Networks, L.L.C. The ownership interests of the current UPN will be cancelled in exchange for the merger consideration provided by UPN Holdings and Intermediate.

The Applicants state that UPN will not be changing its name and the management team of UPN will remain in place. Further, the change in ownership of UPN will result in no changes affecting the services provided by UPN, they will continue pursuant to the terms and conditions of its tariff on file with the Commission.

The Applicants state that the transaction is in the public interest and will benefit the customers of UPN because it will enhance UPN's ability to compete in the telecommunications market in Nebraska and strengthen UPN's access to financial resources necessary to expand its customer base and develop new products and services.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-4303 be, and it is hereby granted.

MADE AND ENTERED at Lincoln, Nebraska, this 26th day of October, 2010.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chairman

ATTEST:

Executive Director

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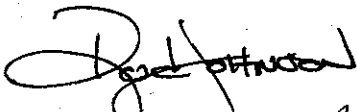
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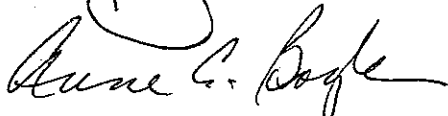
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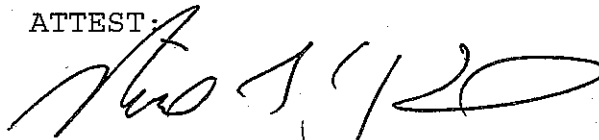


//s// Frank E. Landis
//s// Gerald L. Vap

Chairman



ATTEST:



Executive Director