

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint	)	Application No. C-4424
Application of United Private	)	
Networks, L.L.C., Kearney,	)	
Missouri, and Ridgemont Equity	)	
Partners I, L.P., Charlotte,	)	GRANTED
North Carolina, seeking approval	)	
to transfer control to Ridgemont	)	
Equity Partners I, L.P.	)	Entered: December 13, 2011

BY THE COMMISSION:

On November 3, 2011, an application was jointly filed by Unite Private Networks, L.L.C. ("Unite"), Kearney, Missouri, and Ridgemont Equity Partners I, L.P. ("Ridgemont"), Charlotte, North Carolina (collectively "Applicants"), seeking approval of a transfer of control and assets of Value-Added to GTL. Notice of the application was published in The Daily Record, Omaha, Nebraska, on November 9, 2011. 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 Holdings LLC (UPN) is a Delaware limited liability company which is principally located in Charlotte, North Carolina. UPN is a wholly-owned subsidiary of Banc of America Capital Investors V, LP (BACI).

Unite is a Delaware limited liability company with principal offices located in Kearney, Missouri. 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, government entities, carriers, and large enterprise customers under long-term contracts. Unite was granted a Certificate of Public Convenience and Necessity to provide local exchange, exchange access, and intrastate interexchange telecommunications services in Dockets C-2998 and C-3487 on September 16, 2003 and November 22, 2005.

Ridgemont is a Delaware limited partnership with principal offices located in Charlotte, North Carolina. The general partner of Ridgemont is Ridgemont Equity Management I, LP, a Delaware limited partnership which is ultimately controlled by J. Travis Hain, the Managing Member, who also controls BACI.

Description of the Transaction:

Ridgemont intends to enter into an Agreement of Purchase and Sale no later than November 15, 2011 to acquire all of the outstanding equity interests of UPN held by BACI. Pursuant to the Purchase Agreement, Ridgemont will purchase approximately 88 percent of the stock of UPN. As a result, BACI will transfer control of UPN and its subsidiaries to Ridgemont. UPN will become a subsidiary of Ridgemont, which will own approximately 88 percent of the stock of UPN and which will result in Ridgemont acquiring ultimate control of UPN, Intermediate Holdings and Unite.

The proposed transaction does not involve the assignment of Unite's telecommunications authorizations or their customers. The services provided to Unite customers will continue pursuant to the terms and conditions of its tariff on file with the Commission. In addition, it is anticipated that the key members of the management of Unite will remain in place after the proposed transaction is consummated. There is no plan to notify customers. There will be no impact on customers. There will be no change in the name of Unite.

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-4424 be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 13th day of December, 2011.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chairman

ATTEST:

Executive Director

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Description of the Transaction:

Ridgemont intends to enter into an Agreement of Purchase and Sale no later than November 15, 2011 to acquire all of the outstanding equity interests of UPN held by BACI. Pursuant to the Purchase Agreement, Ridgemont will purchase approximately 88 percent of the stock of UPN. As a result, BACI will transfer control of UPN and its subsidiaries to Ridgemont. UPN will become a subsidiary of Ridgemont, which will own approximately 88 percent of the stock of UPN and which will result in Ridgemont acquiring ultimate control of UPN, Intermediate Holdings and Unite.

The proposed transaction does not involve the assignment of Unite's telecommunications authorizations or their customers. The services provided to Unite customers will continue pursuant to the terms and conditions of its tariff on file with the Commission. In addition, it is anticipated that the key members of the management of Unite will remain in place after the proposed transaction is consummated. There is no plan to notify customers. There will be no impact on customers. There will be no change in the name of Unite.

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COMMISSIONERS CONCURRING:

*Deed Janssen*  
*Aune Boyle*  
*Gerald Rupp*

//s// Frank Landis  
 //s// Tim Schram

*Tim Schram*  
 Chairman

ATTEST:

*Michael J. P.*  
 Executive Director