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September 21, 2010

VIA E-DOCKET

Ms. Elizabeth A. Rolando
Chief Clerk
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, IL 62701
(217) 782-7434

Re: Unite Private Networks-Illinois, L.L.C. and UPNI Merger Sub LLC
Merger, Transfer of Control and Cancellation of Certificate

Dear Ms. Rolando:

Enclosed please find for filing an original of the Joint Application for Merger and Transfer Control, For Certificate to Become a Telecommunications Carrier, and for Cancellation of Certificates of Unite Private Networks-Illinois, L.L.C. **Please note that the Contribution and Merger Agreement and Financial Information are being filed as confidential material.**

Please acknowledge receipt via return e-mail.

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 J.M. Steinhart
Attorney for UPNI Merger Sub LLC
and Unite Private Networks-Illinois, L.L.C.

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

Bob Koch, Telecommunications Division
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, Illinois 62701

STATE OF ILLINOIS

ILLINOIS COMMERCE COMMISSION

Joint Application of)
Unite Private Networks-Illinois, L.L.C.)
UPN Holdings LLC)
And UPNI Merger Sub LLC)
) **Docket No.**
For Merger and Transfer of Control)
)
And)
)
Application of UPNI Merger Sub LLC)
for a Certificate of Local)
and Interexchange Authority)
To Operate as a Reseller and Facilities Based)
Carrier of Telecommunications Services)
Throughout the State of Illinois)
)
And)
)
For Cancellation of Unite Private)
Networks-Illinois, L.L.C.’s Certificates of)
Service Authority)

**JOINT APPLICATION FOR MERGER AND TRANSFER CONTROL,
FOR CERTIFICATE TO BECOME A TELECOMMUNICATIONS CARRIER,
AND FOR CANCELLATION OF CERTIFICATES**

Unite Private Networks-Illinois, L.L.C. (“UPNI”), UPN Holdings LLC (“UPN Holdings”) and UPNI Merger Sub LLC (“UPNI Merger Sub”) (UPNI, UPN Holdings and UPNI Merger Sub are hereinafter collectively referred to as “Applicants”, or individually as an “Applicant”), by their attorneys, hereby respectfully request that the Illinois Commerce Commission (the "Commission") issue an Order, pursuant to Section 13-406 of the Illinois Public Utilities Act and Section 200.100 *et seq.* of the Commission’s Rules of Practice: (1)

authorizing the Merger and Transfer of Control described herein (the “Transaction”); (2) authorizing UPNI Merger Sub to Operate as a Reseller and facilities based Carrier of Telecommunications Services throughout the State of Illinois; and (3) cancelling UPNI’s Certificates of Service Authority and tariff.

Applicants are in the process of obtaining all required approvals for the proposed Transaction from both the Federal Communications Commission (“FCC”) and all applicable state regulatory authorities, including the Commission. The Applicants request that the Application be acted upon expeditiously as the approval sought herein is a non-controversial acquisition between competitive, non-dominant carriers. In support of this Joint Application, Applicants provide the following information:

I. Description of the Applicants

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

UPNI is a Missouri limited liability company with principal offices located at 950 West 92 Highway, Suite 203, Kearney, Missouri 64060. UPNI provides data-only communications services over high bandwidth fiber optic networks to schools, governments, carriers, and large enterprise customers under long-term contracts. UPNI provides these services in Illinois. UPNI currently holds the following authorization in the State of Illinois: Certificate of Authority to Provide Local and Interexchange Authority to Operate as a Reseller and Facilities-Based Carrier of Telecommunications Services (Docket No. 05-0302 granted on June 29, 2005).

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. UPN Holdings is not a provider of telecommunications services.

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. Intermediate Holdings is not a provider of telecommunications services.

D. UPNI Merger Sub LLC

Intermediate Holdings has formed a wholly-owned subsidiary, UPNI Merger Sub LLC, a Delaware limited liability company. UPNI Merger Sub is not currently a provider of telecommunications services. UPNI Merger Sub, as described below, will be the surviving company of the merger, and ultimately the certificate holder in Illinois.

II. Contact Information

Questions and correspondence concerning this Joint Application 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 Holdings, Unite Private Networks-Illinois, L.L.C. and UPNI Merger Sub LLC

III. Description of the Transaction

UPN Holdings LLC, a newly created Delaware limited liability company, has entered into a Contribution and Merger Agreement dated August 24, 2010 (the “Merger Agreement”) to acquire the business of UPNI. The expected closing date is to be mutually agreed upon by the Applicants, which shall be no later than the third business day after all of the conditions set forth in Article VIII of the Merger Agreement have been satisfied or waived; provided, however, that in no event shall the closing date be later than December 31, 2010. A copy of the Contribution and Merger Agreement is included with this Application as Exhibit A. **IN PARTICULAR, THE CONTRIBUTION AND MERGER AGREEMENT IS BEING FILED AS CONFIDENTIAL MATERIAL.**

In connection with the Merger Agreement, UPN Holdings LLC was formed to enter into the definitive transaction documents. UPN Holdings LLC, in turn, has formed Intermediate Holdings, as a wholly-owned subsidiary. In addition, Intermediate Holdings has formed a wholly-owned subsidiary, UPNI Merger Sub LLC, a Delaware limited liability company. In connection with the Merger Agreement, UPNI will merge with and into UPNI Merger Sub LLC, with UPNI Merger Sub LLC surviving the merger, changing its name to Unite Private Networks-Illinois, L.L.C. and continuing to be an indirect, wholly-owned subsidiary of UPN Holdings LLC. The ownership interests of the current members of UPNI will be cancelled in exchange for the merger consideration provided by UPN Holdings LLC and Intermediate Holdings.

With the exception of certain rollover equity to be contributed to UPN Holdings LLC by the current owners of UPNI, a private equity fund controlled by Ridgemont Equity Partners (the “Investor”) will contribute to UPN Holdings LLC all of the equity financing for the Merger Agreement and, at the closing of the Merger Agreement, the Investor will own 89.11% of the equity interests of UPN Holdings LLC. Intermediate Holdings and UPNI Merger Sub LLC will remain direct or indirect wholly-owned subsidiaries of UPN Holdings LLC. The Investor is an independent private equity firm that specializes in middle market buyout and growth equity investments.

The services provided to UPNI customers will continue pursuant to the terms and conditions of its tariff on file with the Commission, which will be replaced by a new tariff when cancelled. In addition, it is anticipated that key members of the management of UPNI will remain in place after the Transaction is consummated.

IV. Public Interest Considerations

Approval of this Petition is in the public interest because it will enhance UPNI’s ability to compete in the market for telecommunications services in Illinois. The proposed transfer of control will strengthen UPNI as a competitor by providing access to financial resources necessary for UPNI to expand its customer base and develop new products and services to meet the evolving communications needs of its customer base.

The Transaction will have no adverse effect upon customers. The Transaction will not result in any changes to UPNI’s provision of service to its current customers. UPNI’s corporate officers and management team responsible for its day-to-day operations are expected to remain essentially the same immediately following the Transaction. The Transaction will not have an adverse effect on non-management employees of UPNI, and no staff reductions are presently

contemplated. In addition, the contact points for customers and Commission inquiries will remain the same after the transfer of control. Nor does the proposed transfer of control raise any competitive concerns. The only impact of the proposed transaction is financial in that UPNI will obtain access to increased resources necessary to become an even more effective competitor.

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

V. Additional Information

UPNI financial statements for the years ended December 31, 2007, December 31, 2008 and December 31, 2009 respectively, and pro forma financial statement post Transaction, is included with this Application as Exhibit B. **IN PARTICULAR, THE FINANCIAL STATEMENTS ARE BEING FILED AS CONFIDENTIAL MATERIAL.** Organizational charts, showing the current ownership structure, and the ownership structure after the transfer is completed, are attached hereto as Exhibit C.

VI. Information Provided in Support of Application for Certificate to Become a Telecommunications Carrier

1. Applicant's Name (including d/b/a, if any) FEIN # 27-3483514

UPNI Merger Sub LLC

Address: Street 950 West 92 Highway, Suite 203
City Kearney State/Zip Missouri 64060

2. Authority Requested: (Mark all that apply) 13-403 Facilities Based Interexchange

13-404 Resale of Local and/or Interexchange

13-405 Facilities Based Local

3. Request for waivers/variances: In applications for local exchange service authority under Sections 13-404 or 13-405, waivers of Part 710 and of Section 735.180 of Part 735 are generally requested. In applications for interexchange service authority under Sections 13-403 and 13-404, waivers of Part 710 and Part 735 are generally requested. Please indicate which waivers Applicant is requesting and explain why Applicant is requesting each waiver/variance.

Part 710 Uniform System of Accounts for Telecommunications Carriers

The Company will maintain its books and records in accordance with GAAP.

Part 735 Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Local Exchange Telecommunications Carriers in the State of Illinois

The Company requests a waiver of Part 735 for interexchange customers.

Section 735.180 Directories

Applicant will provide the incumbent and/or appropriate directory vendors with the necessary details to publish the listing of our customers.

Other Part 250.

4. Intentionally Omitted

5. In what area of the state does the Applicant propose to provide service?

Throughout the State of Illinois, to the extent permitted by law.

6. The contact persons to work with Staff are as follows:

a. issues related to processing this application:

name: Lance J.M. Steinhart
title: Regulatory Counsel
mailing address: 1720 Windward Concourse, Suite 115
Alpharetta, Georgia 30005
telephone number: 770-232-9200
facsimile number: 770-232-9208
e-mail address: lsteinhart@telecomcounsel.com

b. consumer issues

name: Kevin Anderson
title: CEO
mailing address: 950 W. 92 Hwy, Suite 203
Kearney, Missouri 64060
telephone number: 816-260-1868
facsimile number: 866-594-6783
e-mail address: kevin.anderson@upnllc.com

c. customer complaint resolution

name: Kevin Anderson
title: CEO
mailing address: 950 W. 92 Hwy, Suite 203
Kearney, Missouri 64060
telephone number: 816-260-1868
facsimile number: 866-594-6783
e-mail address: kevin.anderson@upnllc.com

d. technical and service quality issues

name: Kevin Anderson
title: CEO
mailing address: 950 W. 92 Hwy, Suite 203
Kearney, Missouri 64060
telephone number: 816-260-1868
facsimile number: 866-594-6783
e-mail address: kevin.anderson@upnllc.com

e. "tariff" and pricing issues

name: Kevin Anderson
title: CEO
mailing address: 950 W. 92 Hwy, Suite 203
Kearney, Missouri 64060
telephone number: 816-260-1868
facsimile number: 866-594-6783
e-mail address: kevin.anderson@upnllc.com

f. 9-1-1 issues

name: Kevin Anderson
title: CEO
mailing address: 950 W. 92 Hwy, Suite 203
Kearney, Missouri 64060
telephone number: 816-260-1868
facsimile number: 866-594-6783
e-mail address: kevin.anderson@upnllc.com

g. Security/law enforcement

name: Kevin Anderson
title: CEO
mailing address: 950 W. 92 Hwy, Suite 203
Kearney, Missouri 64060
telephone number: 816-260-1868
facsimile number: 866-594-6783
e-mail address: kevin.anderson@upnllc.com

7. Please check type of organization?

Individual Limited Liability Company
 Partnership Date Limited Liability Company was formed August 16, 2010
In what state? Delaware
 Other (Specify)

8. Submit a copy of articles of incorporation and a copy of certificate of authority to transact business in Illinois.

The Company's Certificate of Organization is attached hereto as Exhibit D. The Company has applied to the Illinois Secretary of State's office for authority to transact business in Illinois. The Certificate of Authority will be provided to the Commission at the time of the hearing. A copy of the application is attached hereto as Exhibit D.

9. List jurisdictions in which Applicant is offering service(s).

None; however, Unite Private Networks-Illinois, L.L.C. is currently providing service in Illinois, and such operations will be transferred to Applicant as described above.

10. Has the Applicant, or any principal in Applicant, been denied a Certificate of Service or had its certification revoked or suspended in any jurisdiction in this or another name?

_____ YES (Please provide details) X NO

11. Have there been any complaints or judgments levied against the Applicant in any other jurisdiction?

_____ YES X NO

12. Has Applicant provided service under any other name?

_____ YES X NO

The Company was formed as a special-purpose entity in connection with the Transaction and has never provided service or conducted any business. Rather, as described above, it will be the surviving company in a merger with Unite Private Networks-Illinois, L.L.C. and, following the merger, will continue the business conducted by that entity.

13. Will the Applicant keep its books and records in Illinois? _____ YES X NO

If NO, permission pursuant to 83 Ill. Adm Code Part 250 needs to be requested.

Applicant seeks a waiver of Part 250 as noted in item number 3 above.

VII. MANAGERIAL

14. Please attach evidence of the applicant’s managerial and technical resources and ability to provide service. This may be in either narrative form, resumes of key personnel, or a combination of these forms.

Applicants and their related companies provide high-capacity, data communications networks and related services to schools, government, carriers, data centers, and enterprise business customers under long term contracts. Service offerings include dark and lit fiber, private line, metro-optical Ethernet, Internet access, and other customized solutions. Headquartered in the Kansas City, Missouri area, Applicants have been providing customer-focused communications solutions since 1999.

Applicants work closely with customer representatives as projects progress to ensure that it meets all customer expectation regarding project cost, quality and timeliness, and have a proven history of successful completion of fiber optic construction projects.

Biographical information and management resumes are attached hereto as Exhibit E. Additional information is available at www.upnllc.com.

15. List officers of Applicant.

**Kevin Anderson, Chairman and CEO
Ron Reckrodt, President and COO
Dennis Devoy, CFO
Jeff Ingram, SVP and Corp. Secretary**

Note that these individuals are presently officers of Unite Private Networks-Illinois, L.L.C. and will become officers of UPNI Merger Sub LLC upon the merger of those entities, as described above.

16. Does any officer of Applicant have an ownership or other interest in any other entity which has provided or is currently providing telecommunications services?

 X YES NO

If YES, list entity.

Unite Private Networks, L.L.C.

17. How will Applicant bill for its service(s)? (At a minimum, describe how often the Applicant will bill for service and details of the billing statement.)

Applicant will bill its customers on a monthly basis and provides detailed billing showing the rate assessed for each service, taxes, and any other applicable charges.

18. How does Applicant propose to handle service, billing, and repair complaints? (At a minimum, describe Applicant's internal process for complaint resolution, the complaint escalation process, the timeframe and process by which the customer is notified by Applicant that they may seek assistance from the Commission?)

Applicant will maintain full-time customer service and support personnel to address any complaints and service issues. A customer contact/escalation list will be provided to all customers.

19. Will personnel be available at Applicant's business office during regular working hours to respond to inquiries about service or billing?

YES **NO**

20. What telephone number(s) would a customer use to contact your company?

Applicant's contact number is (816) 903-9400 or (866) 963-4237. In addition, all customers will be provided a customer contact/escalation list.

21. Will Applicant abide by all Federal and State slamming and cramming laws pursuant to Section 13-902 of the Public Utilities Act and Section 258 of the 1996 Telecommunications Act?

YES **NO**

22. Please describe applicant's procedures to prevent slamming and cramming of customers?

The Applicant will comply with all state and federal cramming and slamming regulations. However, since the Applicant only expects to provide services to large organizations under long term contractual arrangements, it does not anticipate customer complaints associated with "slamming."

23. If granted authority to operate as a local exchange carrier, will the applicant abide by the following 83 Illinois Administrative Code Parts: 705, 710, 720, 725, 730, 735, 755, 756, 757, 770, and 772?

YES NO (If no, please provide an explanation.)

24. Is Applicant aware that it must file tariffs prior to providing service in Illinois?

YES NO

VIII. FINANCIAL

25. Please attach evidence of Applicant's financial fitness through the submission of its most current income statement and balance sheet, or other appropriate documentation of applicant's financial resources and ability to provide service.

Please see the attached *Confidential Financial Statements (Exhibit B)*.

IX. TECHNICAL

26. Does Applicant utilize its own equipment and/or facilities? YES NO

If YES, please list the facilities Applicant intends to utilize. Also include evidence that Applicant possesses the necessary technical resources to deploy and maintain said facilities:

Applicant intends to utilize its own fiber optic network facilities and fiber electronics equipment.

If NO, which facility provider(s)'s services does the Applicant intend to use?

27. Please describe the nature of service to be provided (e.g., operator services, internet, debit cards, long distance service, data services, local service, prepaid local service).

Applicants and their related companies provide high-capacity, data communications networks and related services to schools, government, carriers, data centers, and enterprise business customers under long term contracts. Service offerings include dark and lit fiber, private line, metro-optical Ethernet, Internet access, and other customized solutions.

28. Will technical personnel be available at all times to assist customers with service problems?

 X YES NO

29. If Applicant intends to provide payphone service, will the equipment utilized comply with FCC requirements and Finding (9) of the Commission Order entered in Docket No. 84-0442 on June 11, 1986, including, but not limited to: (a) touch dialing; (b) access to 9-1-1 and "0" operator dialing without use of a coin; (c) rules governing use of payphones by disabled persons; (d) ability to complete local and long-distance calls; (e) unlimited duration for local calls; and (f) a message explaining the telephone's general operations, dialing instructions for emergency assistance, payphone owner's name, method of reporting service problems and method of receiving credit for faulty calls?

 YES NO

Not Applicable. The Applicant has no plans to provide payphone services.



Kevin M. Anderson
Chairman and Chief Executive Officer

Standard Questions for Applicants Seeking Local Exchange Service Authority

1. Is your company seeking any waivers or variances of certain Commission rules and regulations in this proceeding that pertain to local exchange service? Please provide evidence as to why your company is seeking any waiver or variance.

Yes. As noted in the Application.

2. Will your company comply with 83 Illinois Administrative Code Part 772, Pay-Per-Call Services, including Part 772.55(a)(1), Billing and Part 772.100(d) Notices?

Yes.

3. Will your company comply with 83 Illinois Administrative Code Part 705, Preservation of Records of Telephone Utilities?

Yes.

4. Will your company abide by 83 Illinois Administrative Code Part 735, "Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of Service and Issuance of Telephone Directories for Telephone Utilities in the State of Illinois"?

Yes, for Local Exchange Services. The Company requests a waiver of Part 735 for its Interexchange Services.

5. Will your company abide by 83 Illinois Administrative Code Part 732, "Customer Credits"?

Yes.

6. Who will provide customer repair service for your company?

This will be done through a combination of in-house technicians and qualified subcontractors.

7. How many people does the Company employ?

UPNI and its affiliated companies employs 31 people.

8. Will your company meet the requirements as they pertain to the Telephone Assistance Programs imposed by Sections 13.301 and 13.301.1 of the Illinois Public Utilities Act and 83 Illinois Administrative Code Part 757?

Yes.

9. Will your company solicit, collect, and remit the voluntary contributions from its telephone subscribers to support the Telephone Assistance Programs?

Yes.

10. Does your company plan on filing to become an Eligible Telecommunications Carrier?

Not at this time.

11. Does the Company realize that it will not be able to receive any of the federal reimbursements for the Lifeline and Link Up Programs if it is not an eligible carrier?

Yes.

12. Will your company offer all of the waivers associated with the Universal Telephone Service Assistance Programs (UTSAP)?

Yes.

13. Will your company abide by the regulations as prescribed in 83 Illinois Administrative Code Part 755, "Telecommunications Access for Persons with Disabilities," 83 Illinois Administrative Code Part 756 "Telecommunications Relay Service," and Sections 13-703 of the Illinois Public Utilities Act?

Yes.

14. Will the Company's billing system be able to distinguish between resale and facilities based service for the collection of the ITAC line charge?

Yes.

15. Has your company signed and returned the Universal Telephone Assistance Corporation ("UTAC") and the Illinois Telecommunications Access Corporation ("ITAC") to Commission staff?

Yes.

16. How does your company plan to solicit customers once it begins to provide local service?

Direct sales force.

17. Has your company provided service under any other name?

The Company was formed as a special-purpose entity in connection with the Transaction and has never provided service or conducted any business. Rather, as described above, it will be the surviving company in a merger with Unite Private Networks-Illinois, L.L.C. and, following the merger, will continue the business conducted by that entity.

18. Have any complaints or judgments been levied against the Company? (Instate, out-of-state, or FCC).

No.

Appendix B

9-1-1 Questions for Applicants Seeking Local Exchange Service Authority

1. Will your company ensure that 911 traffic is handled in accordance with the 83 Illinois Administrative Code Part 725 and the Emergency Telephone System Act?

Yes.

2. Will your company contact and establish a working relationship with the 911 systems when you begin to provide local telephone service?

Yes.

3. Will your company coordinate with the incumbent LEC(s) and local 911 systems to provide transparent service for your local exchange customers?

Yes.

4. Who will be responsible for building and maintaining the 911 database for your local exchange customers?

The Company will work with the incumbent LEC or a third-party clearinghouse.

5. How often will your company update the 911 database with customer information?

If done through the LEC, on a daily basis. If done through a third-party clearinghouse, 5 days per week.

6. Will your company's billing system have the ability to distinguish between facilities based and resale for the collection of the 911 surcharge?

Yes.

7. Does your company have procedures for the transitioning of the 911 surcharge collection and disbursement to the local 911 system?

Yes.

8. Will your company's proposal require any network changes to any of the 911 systems?

No.

9. Will your company be able to meet the requirements specified under Part 725.500(o) and 725.620(b) for the installation of call boxes?

No.

10. Does your company plan to file for a waiver of Part 725.500(o) and 725.620(b) in the future?

Yes.

Appendix C

Financial Questions for Applicants Seeking Local Exchange Service Authority

1. (Answer if requesting waiver of Part 710) What circumstances warrant a departure from the prescribed Uniform System of Accounts (“USOA”)?

The Company uses GAAP accounting. This will also be discussed in prefiled testimony in support of this Application as Exhibit F.

2. Will records be maintained in accordance with Generally Accepted Accounting Principles (“GAAP”)?

Yes.

3. Will applicants accounting system provide an equivalent portrayal of operating results and financial condition as the USOA?

Yes.

4. Will applicants accounting procedures maintain or improve uniformity in substantive results as among similar telecommunications companies?

Yes.

5. Will applicant maintain its records in sufficient detail to facilitate the calculation of all applicable taxes?

Yes.

6. Does the accounting system currently in use by applicant provide sufficiently detailed data for the preparation of Illinois Gross Receipts Tax returns? What specific accounts or sub-accounts provide this data?

Yes. This information will be provided in a chart of accounts.

7. If a waiver of Part 710 is granted, will applicant provide annual audited statements or all periods subsequent to granting of the waiver?

If requested.

8. Does applicant agree that the requested waiver of Part 710 will not excuse it from compliance with future Commission rules or amendments to Part 710 otherwise applicable to the Company?

Yes.

9. Please attached a copy of applicant's chart of accounts.

A chart of accounts is attached hereto as Exhibit F.

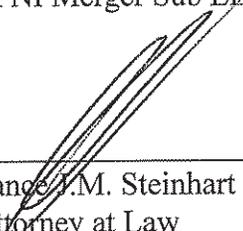
X. Conclusion

For the reasons stated above, Applicants hereby respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Joint Application.

Respectfully Submitted,

UPN Holdings LLC
Unite Private Networks-Illinois, L.L.C.
UPNI Merger Sub LLC

By: _____


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

Their Attorney

Dated: September 21, 2010

List of Exhibits

Exhibit A - Contribution and Merger Agreement

Exhibit B – Financial Information

Exhibit C - Organizational Charts

Exhibit D – Certificate of Organization and Certificate of Authority

Exhibit E – Biographical and Technical Information

Exhibit F - Chart of Accounts

Exhibit G – Prefiled Testimony

Exhibit A – Contribution and Merger Agreement

FILED AS CONFIDENTIAL MATERIAL

Exhibit B – Financial Information

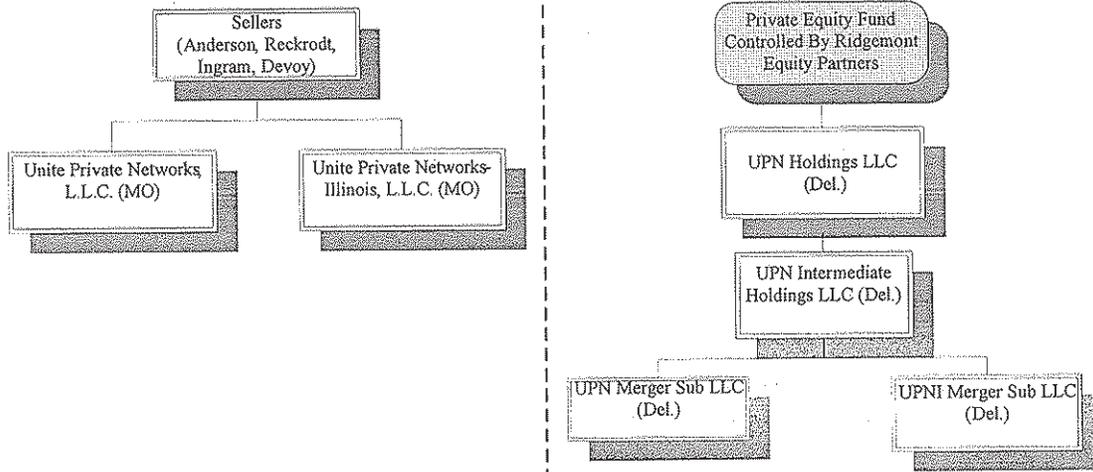
FILED AS CONFIDENTIAL MATERIAL

Exhibit C - Organizational Charts

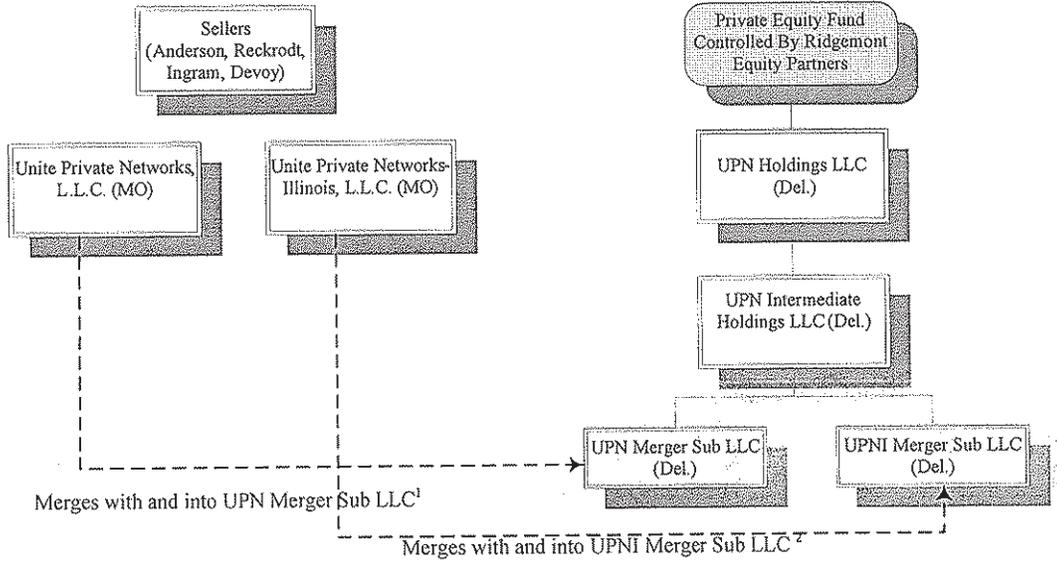
**ACQUISITION OF
UNITE PRIVATE NETWORKS, L.L.C. AND UNITE PRIVATE NETWORKS-ILLINOIS, L.L.C. BY
PRIVATE EQUITY FUND CONTROLLED BY RIDGEMONT EQUITY PARTNERS**

TRANSACTION STRUCTURE

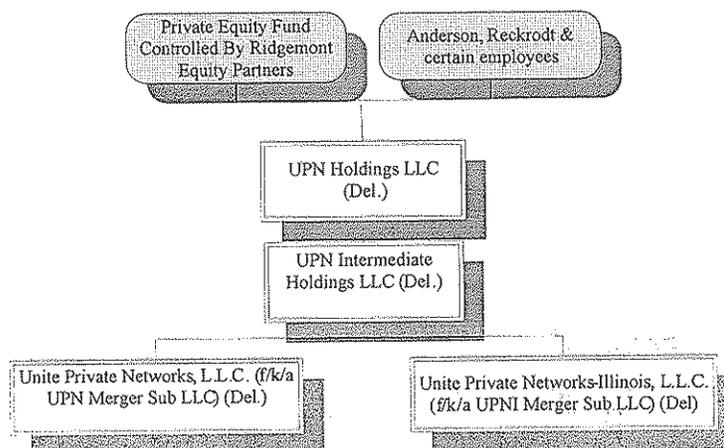
Immediately prior to Transaction



Effect of the Transaction



Immediately after Transaction



¹ The Sellers' membership interests in Unite Private Networks, L.L.C. are cancelled in exchange for the Merger Consideration. UPN Merger Sub LLC changes its name to "Unite Private Networks, L.L.C."

² The Sellers' membership interests in Unite Private Networks-Illinois, L.L.C. are cancelled in exchange for the Merger Consideration. UPNI Merger Sub LLC changes its name to "Unite Private Networks-Illinois, L.L.C."

Exhibit D – Certificate of Organization and Certificate of Authority

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "UPNI MERGER SUB LLC", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF AUGUST, A.D. 2010, AT 2:56 O'CLOCK P.M.



4860626 8100

100831533

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8175463

DATE: 08-17-10

**CERTIFICATE OF FORMATION
OF
UPNI MERGER SUB LLC**

The undersigned authorized person, desiring to form a limited liability company pursuant to Section 18-201 of the Delaware Limited Liability Company Act, 6 Delaware Code, Chapter 18, does hereby certify as follows:

I.

The name of the limited liability company is UPNI Merger Sub LLC (the "*LLC*").

II.

The address of the registered office of the LLC in the State of Delaware is Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of the LLC's registered agent for service of process in the State of Delaware at such address is The Corporation Trust Company.

III.

The Certificate of Formation shall be effective upon filing of the Certificate in the Office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of UPNI Merger Sub LLC on August 16, 2010.

By: /s/ Lisa DeBarber Simmons
Lisa DeBarber Simmons
Authorized Person

Form **LLC-45.5**
June 2010

Illinois Limited Liability Company Act
**Application for Admission to
Transact Business**

FILE #:

This space for use by Secretary of State.

Secretary of State
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.com

SUBMIT IN DUPLICATE

Type or Print Clearly.

This space for use by Secretary of State.

Filing Fee: \$500

Penalty: \$

Approved:

Payment must be made by certified check, cashier's check, Illinois attorney's check, C.P.A.'s check or money order payable to Secretary of State.

1. Limited Liability Company Name: UPNI Merger Sub LLC

2. Assumed Name: _____
(This item is only applicable if the company name in Item 1 is not available for use in Illinois, in which case form LLC 1.20 must be completed and submitted with this application.)

3. Jurisdiction of Organization: Delaware

4. Date of Organization: August 16, 2010

5. Period of Duration: Perpetual
(Enter Perpetual unless there is a Date of Dissolution provided in the agreement, in which case enter that date.)

6. Address of the Office required to be maintained in the jurisdiction of its organization or, if not required, of the Principal Place of Business: (P.O. Box alone or c/o is unacceptable.)

c/o Corporation Trust Company, 1209 Orange Street
Number Street Suite #
Wilmington, Delaware 19801
City,State ZIP Code

7. Registered Agent: C T Corporation System
First Name Middle Name Last Name

Registered Office: 208 South LaSalle Street, Suite 814
(P.O. Box alone or c/o is unacceptable.) Number Street Suite #
Chicago, Illinois 60604
City Zip Code

8. If applicable, Date on which Company first conducted business in Illinois: _____

(continued on back)

LLC-45.5

9. Purpose(s) for which the Company is Organized and Proposes to Conduct Business in Illinois: _____
To engage in any lawful act or activity for which a company may be organized under the Delaware Limited Liability Act
and permitted under the Illinois Limited Liability Company Act.

10. The Limited Liability Company: (check one)

a. is managed by the manager(s) (List names and addresses.)

b. has management vested in the members(s) (List names and addresses.)

UPN Intermediate Holdings LLC, Sole Member

100 North Tryon Street, Suite 2510

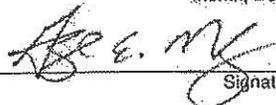
Charlotte, NC 28202

11. The Illinois Secretary of State is hereby appointed the agent of the Limited Liability Company for service of process under circumstances set forth in subsection (b) of Section 1-50 of the Illinois Limited Liability Company Act.

12. This application is accompanied by a Certificate of Good Standing or Existence, duly authenticated within the last 60 days, by the officer of the state or county wherein the LLC is formed.

13. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated: September 17, 2010
Month, Day, Year


Signature

George E. Morgan, Authorized Person
Name and Title (type or print)

UPN Intermediate Holdings LLC, its Sole Member
If applicant is signing for a Company or other Entity, state Name
of Company and indicate whether it is a member or manager of the LLC.

Exhibit E – Biographical and Technical Information

Management Overview

Kevin Anderson – CEO

- 23 years of experience in industry, including UPN, Everest, UtiliCorp, and Arthur Andersen.

Ron Reckrodt – President

- 21 years of experience in engineering, construction and operations in telecom and utilities.

Dennis Devoy - CFO

- 29 years of finance and accounting experience, 17 of those in the telecom industry.

Jeff Ingram – Executive VP

- 25 years of experience, including 15 years in the telecom industry at UPN, Everest, and Sprint

Rob Oyler – VP, Sales and Business Development

- 25 years of experience in telecom industry, including UPN, KMC Telecom and Bell Atlantic Mobile

Paul Anderson – VP, Operations

- 35 years experience in telecom and construction industries, including UPN, Alltel, and General Excavating

Jeff Hughes – VP, Operations

- 30 years of experience in telecom and construction industries, including UPN and McLeod USA.

Walter Aude – VP, Information Technology

- 18 years of experience in information technology, including UPN and the University of Nebraska

Kevin M. Anderson

6319 N. Kensington Ct.
Kansas City MO 64119
(816) 260-1868 kanderson2@kc.rr.com

Senior executive with a broad range of skills in finance, accounting, operations, sales, business development, and people development. Proven ability to build organizations and deliver results. Provide energy and discipline to lead high-performance organizations.

Professional Experience

Unite Private Networks Kansas City, MO

Chief Executive Officer 2003 - Present
Owner, founder & CEO of organization that provides high-capacity, data communications networks and related services to schools, government, carriers, data centers, and enterprise business customers throughout the United States. Service offerings include dark and lit fiber, private line, metro-optical Ethernet, Internet access, and other customized solutions.

Unite Communications Kansas City, MO

Chief Executive Officer 2003 - 2006
Owner and CEO of organization that provides triple play services of telephone, cable TV, and high speed Internet services to over 3,000 homes and businesses in Kansas City, MO metro area. Sold business to publicly-traded communications company in 2006.

Everest Connections Kansas City, MO

President 2000 - 2003
Founded triple play communications provider serving telephone, high speed Internet and cable TV to residential and commercial customers in Kansas City metro area. Led organization from start-up to \$30 million in revenue and positive cash flow over 3-year period. Exceeded original business plan targets every month of existence. Achieved industry-leading performance for customer penetration, revenue per customer, capital payback and customer service.

UtiliCorp United Omaha NE / Kansas City, MO

V.P. Business Development (Utilities) 1997 - 2000
Director Business Services 1994 - 1997
Director Internal Audit 1991 - 1994
Held management positions of increasing responsibility in areas of internal audit, accounting, finance, business development, and operations for international utility company. Led successful special projects involving organization-wide efforts in strategy development, performance improvement, and cost savings. Led M&A teams focused on due diligence, acquisitions integration, partner relations, capital raising, and public stock offerings (IPOs). Significant international experience in Australia, New Zealand, United Kingdom, Canada and Brazil.

Arthur Andersen & Co. Omaha NE

Audit & Business Consultant 1987 - 1990
Performed/supervised audits and consulting engagements for international audit and consulting services organization. Industry focus on gas and electric utilities, telecommunications, transportation, and retail services.

Education and Development

Bachelor of Arts in Accounting, Briar Cliff College, Sioux City IA (Valedictorian)
Certified Public Accountant. Certified Internal Auditor
Board of Directors - Advent Networks, PrairieInet, United Energy, Everest, Unite
References Available Upon Request

Ronald C. Reckrodt

16412 NE 138th Street - Kearney, MO 64060
(816) 628-4031(Home) (816) 260-2464(Cell)

PROFESSIONAL EXPERIENCE:

10/03-Present President, Unite Private Networks, LLC.

Responsible for the overall operations of the company.

4/01-10/03 Vice President and General Manager – Unite (CLEC and Private Networks)

Reported to Senior Vice President – Business Development. Ultimate accountability for dual business line P/L with 27 personnel, annual budget of \$1.3mm O&M, \$4.9mm capital (2002) and annual revenue of \$3.6mm. Plant in service exceeds \$13mm and subscriber count is 2000+. Private Network business encompasses operations in four states.

- Raised residential customer penetration from 40% to 72% by increasing employee engagement and advancing various community exposure initiatives.
- Increased Customer Count By 68% (CLEC)
- Increased Consolidated Revenue By 112% In One Year
- Increased annual Private Network revenue by \$1.0mm.

2/00-4/01 Vice President of Operations - UtiliCorp Communications Services

Reported to President and COO of this utility telecom startup initiative that later became Everest Connections. Responsible for "On Net" tier 3 and smaller market development. Instrumental in achieving state authority to operate as a telecommunications provider in Colorado, Nebraska and Kansas. Spearheaded negotiations with city representatives in UtiliCorp United's largest markets for telecommunications and cable television franchises. Negotiated fiber optic private network deployments in four states and oversaw projects through construction.

12/89-2/00 UtiliCorp United, Inc. (UCU) (subsequently renamed Aquila), Headquartered in Kansas City, Missouri, is an electric and natural gas utility company with 1.2+mm customers, 4700 employees, \$1.5B+ in revenues and total assets of more than \$3.1 billion. Aquila operates utilities in 7 states, England, Canada, Australia and New Zealand.

4/97 – 2/00 Asset Manager - Colorado / Kansas Electric UtiliCorp United, (UCU), Pueblo, Colorado

One of five domestic Asset Managers for UtiliCorp United. Sole responsibility for P/L of electric distribution business line serving 144,000 customers in two states. Provided high level strategic planning and direction for all distribution operations in both states as well as day-to-day implementation oversight. Provided "phased" spending reduction plans for budgets of \$15.3mm in expense and \$11.5mm in capital. Implemented initiatives exceeding 2% planned profit increases on annual revenues of \$58.8mm with plant in service of \$128.2mm.

- Developed and implemented micro-generation plan saving \$2.4mm expense.
- Implemented pole attachment survey increasing annual pole attachment revenue by 67% and a one-time revenue increase of \$297k.
- Implemented customer distributed generation program reducing peak generation cost by 50% per MW.

2/94 – 4/97 **Manager - Distribution Engineering, WestPlains Energy (WPE), Pueblo, Colorado, a division of UtiliCorp United (UCU).**

Responsible for distribution engineering personnel, design functionality, standardization and implementation in a two state region with 140,000 customers and over 700MW of electric load. Merged distribution-engineering resources for two acquisition properties into one functional department. Implemented standardized construction practices, developed and oversaw authorship of several "operating standards" for other distribution functions. Organized and chaired the first WPE Distribution Construction Standards Committee.

- Reduced breaker interruptions by 85%.
- Implemented first ever engineering planning methodology for construction.
- Standardized inventory purchases saving \$200k annually with initial savings of \$500k.
- Introduced engineering optimization methods to increase revenue and improve service.

12/89 – 2/94 **Distribution Utility Engineer (Electric and Gas), Missouri Public Service Company, Sedalia, Missouri, a division of UtiliCorp United (UCU).**

Natural Gas and Electric design engineering for new customer installations and system improvement initiatives. Provided engineering support for district operations under normal and extreme circumstances for 12,000 electric and 8,000 natural gas customers. Member of Warsaw Economic Development Council.

- Member of work order / job order (WOJO) automation committee.
- Member of Electric Distribution Construction Standards committee.
- Member of first automated mapping and facilities management team (AM/FM).
- First use of automated capacitor banks and "automatic" splices for Missouri Public Service.

OTHER WORK EXPERIENCE:

9/81 - 5/82 **Executone Communications Inc.**
Communications Technician – Installation and maintenance of office and hospital communications systems.

7/77 – 12/99 **Officer - US Army (National Guard Retired)**
Battalion Supply and Logistics Officer (S4)

Company Commander / Helicopter Pilot

Responsible for 207 personnel, seven AH-1 Cobras and three OH-58 Scout aircraft.

EDUCATION**University Of Missouri - Rolla**

MSEE (Power Emphasis GPA 3.6/4.0)

BSEE

SPECIAL**ASSIGNMENTS****UTILICORP UNITED**

- 1/95 -3/97 **Director - Renewable Energy Technologies**
 Selected By Senior Vice President - Technology
 Managed Multi-State Deployment Of Residential Solar Systems
- 8/95-11/95 **Director - Customer Operations (Interim)**
 Selected for position by division President, UtiliCorp Energy Delivery – Colorado. Responsible for overall operation and 75 non-union and union personnel throughout UtiliCorp's natural gas and electric distribution properties in Colorado.
- Introduced First Fleet Readiness Tracking System
 - Provided direction and leadership for natural gas construction to fastest growing county in US.
- 5/97– 2/00 **Fleet Committee Chairman (UtiliCorp United Domestic Operations)**
 Charter Committee Chairman
 Consolidated Over 2300 Fleet Units In Eight States And
 Five Different Operating Units
 Realized Savings Of \$1.5 Million
 Implemented first preventive maintenance and standardized operational readiness tracking programs resulting in fleet reduction of over 10%.
- 8/95 **Project Coordinator / Manager**
 First Energized Transmission Reconductor Project in United States

Community Relations

- Northland Development Corp. (Philanthropic)
- Kearney Area Development Council (Board Of Directors)
- Mayor's Strategic Community Planning (Kearney, MO)
- Rotary International
- Chairman – Trinity Lutheran School Capital Fund Raising Campaign – Pueblo, CO

DENNIS R. DEVOY

P.O. Box 111
Kearney, Missouri 64060
(816) 564-2902
dennis.devoy@upnllc.com

OBJECTIVE

Use knowledge and experience in the telecommunications industry to efficiently and effectively enhance the profitability of a growing company.

PROFESSIONAL EXPERIENCE

Unite (formally ExOp of Missouri)/Unite Private Networks Kearney, Missouri
Unite - CLEC offering voice, video & high speed data services in Kearney & Platte City, Missouri
Unite Private Networks – CLEC offer dark fiber and broad band data services to Governmental and Enterprises Customer in Missouri, Kansas, Nebraska, Colorado and Illinois

Chief Financial Officer

October 2003 - Present

Director of Business Services / Controller

September 2000 – October 2003

Responsible for all accounting, customer service and billing functions as well as the supervision of accounting and customer service staff

- Issue monthly financial statements according to GAAP
- Interface with independent accounts for all financial certification and tax preparation
- Setup financial reporting and operational analysis
- Refined billing system for end user and CABS billings
- Act as interface with billing vendor for end user and CABS billing
- Complete regulatory compliance and tariff filings at the state and federal level
- Secured USF support payments for company
- E-rate funding specialist, support school applicants through funding process
- Setup property records system
- Created back office procedures for service orders and trouble tickets
- Implemented a SQL based end user billing system

Chariton Valley Telephone Corporation

Bucklin, Missouri

(Provider of voice, video, data and wireless communication services)

Controller

September 1993 - September 2000

Responsible for all accounting and CIS operations for parent company and subsidiaries

- Prepared annual budget for all companies
- Processed monthly CABS billing
- Managed corporate computer information services including the implementation of GenSoft billing software and Great Plains accounting software
- Performed annual cost study
- Worked in both average schedule and cost settlement environments

- Supervised customer service department for LEC operations
- Prepared new tariffs and modified existing tariffs
- Negotiated financing for multi-million dollar modernization projects for local telephone company and wireless service provider
- Represented parent company on MTIA Joint Legislative Committee studying wireless 911 and municipal franchise and right-of-way fees
- Represented parent company on industry technical committee to establish intraLATA dialing parity

Cooke Sales & Service Company
 Missouri
 (Construction Equipment Dealer)

Chillicothe

Controller

September 1991 - September 1993

Responsible for accounting, budgeting and cash management functions

- Created and maintained new financial relationships with lending and financial institutions
- Handled financing for customer purchases and underwriting of customer credit
- Handled sale of commercial paper held by Cooke Sales
- Managed the collection of all delinquent customer accounts
- Acted as controller of Machinery Credit Inc., an employee-owned finance company
- Managed loan portfolios

American Consolidated Financial Corp.
 (Diversified Holding Company)

Overland Park, Kansas

Controller

September 1989 - September 1991

Responsible for all accounting and financial reporting operations

- Supervised accounting functions and cash management
- Worked closely with company executives in the planning and the accounting for a variety of financial transactions
- Obtained a good working knowledge of computer systems and worked with several accounting software packages

Accounting Manager

1984 - 1989

- Supervised accounting and financial reporting operations of parent company and a diverse variety of subsidiary companies
- Responsible for daily cash management
- Acted as liaison with Kansas City area banking institutions and worked closely with key banking personnel

Staff Accountant

1981 - 1984

- Prepared financial statements
- Prepared tax filings for real estate partnerships, hotel, restaurants and record storage operations

EDUCATION

B.A., Accounting, 1981, Benedictine College, Atchison, Kansas
Minor: Business Administration.

REFERENCES

Available upon request

Jeffrey S. Ingram

8401 W. 144th Place • Overland Park, KS 66223
Work (913) 486-6556 • Home (913) 685-8586 • e-mail: jingram@kc.rr.com

Executive Career Summary

Executive with strong general management experience with Fortune 100 companies in both the energy and telecommunications industries. Experience includes Senior Vice President of Business Development with Everest Connections and President of Unite Broadband Services. Twenty-two year track record of exceptional performance in all phases of business development, strategic planning, financial analysis and capital acquisition/deployment. Highly developed negotiation, strategic analysis and valuation skills. Experienced in developing and modifying strategic plans and executing in extremely competitive environments.

Key Skills

- Demonstrated ability to identify, develop, negotiate and close strategic partnerships and equity investment opportunities
- Conceptualization, development and execution of strategic business plans
- Creative and flexible problem solving capabilities
- Strong relationship, partnering and negotiation skills

Professional Experience

Unite Private Networks, LLC/Unite Private Networks Illinois, LLC 2003-Present
Owner/Executive Vice President/Secretary/Treasurer – Equal partner in the following businesses:

- Unite Private Networks, LLC - Builds, operates and leases custom wide area networks for school districts, government and private enterprise clients
- Unite Private Networks Illinois, LLC - Builds, operates and leases custom wide area networks for wireless carriers in the Chicago metro area

Unite Communications Systems, Inc. 2003-2006
Owner/Executive Vice President/Secretary/Treasurer

- ExOp of Missouri, Inc. - Triple play service provider offering local and long-distance voice, high-speed internet access and digital cable television
- Sold Unite Communications Systems, Inc. and ExOp of Missouri, Inc. to FairPoint Communications in August 2006

Everest Connections, LLC/Aquila, Inc., Kansas City, Missouri 1999-2003
(Broadband services and multinational distributor of electricity and natural gas)
Senior Vice President, Business Development & Operations Support (2000-2003)

- Co-developed and executed Aquila's broadband service strategy creating Everest Connections (triple play service provider) and Unite Broadband Services
- Closed \$29 million of equity investments in strategic partner companies
- Responsible for the Business Development process and all aspects of Real Estate, Risk, Fleet, Purchasing and Inventory

President, Unite Broadband Services (2001-2003)

- Led the effort to transform a rural, facilities based CLEC into a triple play broadband service provider (voice, digital video and high-speed data)
- Co-created a private network business that led directly to the creation of Unite Private Networks, LLC

Senior Director, Business Services (1999-2000)

- Responsible for Aquila's non-regulated business development efforts focusing on telecom/broadband, fuel cell technology and HVAC services. This development activity led directly to the creation of Everest Connections and Unite Broadband Services

Ferrellgas Partners, L.P., Liberty, Missouri (Nation's largest retail distributor of propane gas)	1997-1999
<i>Director, Mergers and Acquisitions</i> <i>Senior Manager, Financial Analysis</i>	
Sprint Corporation, Overland Park, Kansas (International telecommunications provider)	1993-1997
<i>Project Manager, Mergers and Acquisitions (Corporate)</i> <i>Senior Financial Analyst, Operations Analysis (LDD)</i> <i>Financial Analyst, Operations Analysis (LDD)</i>	
Mercantile Bank (currently US Bank), Kansas City, Missouri (Banking and investment services)	1990-1993
<i>Investment Broker, Investment Services Division</i>	
Ferrellgas Partners, L.P., Liberty, Missouri (Nation's largest retail distributor of propane gas)	1989-1990
<i>Acquisitions Associate, Mergers and Acquisitions</i> <i>Financial Analyst, Analysis and Research</i>	
Western Resources (currently Westar Energy), Topeka, KS (Energy distribution and monitored security systems)	1985-1989
<i>District Credit Manager, Natural Gas Operations</i> <i>Division Office Manager, Natural Gas Operations</i> <i>Accounting Analyst, Payroll</i>	

Additional Professional Activities

Board of Directors, ExOp of Missouri, Inc., Kansas City, Missouri	2001-2003
Board Advisor, Prairie iNet, LLC, Des Moines, Iowa	2000-2002
Board Advisor, Advent Networks, Inc., Austin, Texas	2000-2003
Board Observer, eScout, LLC, Lees Summit, Missouri	2001-2003

Education

Rockhurst University, Kansas City, Missouri M.B.A., Finance concentration	1996
The Wharton School, University of Pennsylvania, Philadelphia, Pennsylvania Wharton Executive Education, Mergers and Acquisitions Program	1996
Missouri Western State University, Saint Joseph, Missouri B.S.B.A., Management	1985

Robert Oyler

22404 W. 44th Terrace
Shawnee, Kansas 66226
E-mail: rob.oyler@upnlc.com

Home: 913-422-9464
Wireless: 913-530-5346

Vice President, Business Development

- Fast track professional successful in daily business practices including Sales Management, Operations, Engineering, Construction and Finance.
- Diverse background includes Business Development, Business Management, Sales Management, Operations Management, Customer Service Management, Profit & Loss Responsibilities, Budgeting and Direct Sales.
- Extensive knowledge of the Internet and its infrastructure, Fiber Optic WAN networks, communications systems including wireless and data platforms.
- E-Rate expert with a thorough understanding of USAC rules, regulations, and timelines associated with a successful E-Rate experience.
- Expansive thinker with outstanding documented record of achievement implementing new business concepts, delivering aggressive sales results, and facilitating turnaround of Midwest markets serving medium and large enterprise customers.

Professional Experience

Unite Private Networks, Shawnee, Kansas

Vice President, Business Development

2005-Present

Creatively position Unite's network & construction expertise to offer nationwide customers turn-key Wide Area Networks leveraging our assets, relationships and financing capabilities. Responsible for nationwide Sales team calling on K-12 Education, Municipalities & Wireless providers.

- Have called on Sprint/Nextel for 8 years
- \$8.4M NPV sales 2009 YTD
- 8 current Access Optimization deals with Sprint
- 7 recent Sprint/Nextel network build successes
- Directly report to Board of Directors with weekly reporting responsibility to CEO.
- Extensive network of Sprint decision makers throughout organization from Executive level to middle management to analysts.

KMC Telecom, Shawnee, Kansas
Vice President, Business Development

1999-2005

2004 Budget - \$3.9 Million (Finished 116% to Quota)

Innovatively posture KMC's outsourcing strengths of non-core operational competencies to optimize/manage networks and personnel.

Responsible for Business Development opportunities within top Wireless/Wireline Accounts. Sales include network optimization functions, network builds and/or augmentations, access grooms, Private Network Builds, local access, Gateway-MSC solutions (via soft switch platforms), 8YY origination, cell site optimization and aggregation, IRU's, Fiber Leases, Collocation and End Customer loops

Solve Capital Expenditure challenges through Finance partnership with GE Capital.

High level Executive and Regional penetration into Sprint, AT&T Wireless and Verizon.

Bell Atlantic Mobile, Phoenix, Arizona
Global Account Manager

1996 - 1999

President's Cabinet 1997, 1998, 1999
Salesperson of the Month 9 consecutive months

McCaw Cellular/AT&T Wireless, Lawrence, Kansas
Direct Sales

1989 - 1996

Circle of Excellence 1995, 1996

Education

Baker University, Baldwin City, Kansas
B.S. in Business Management/Finance

Military

United States Army Reserves, Topeka, Kansas 1987-1993
Administration Management and Logistics
Army Achievement Medal - 2

Secret Security Clearance

Volunteer Work

President, Foothills Gateway Community Neighborhood Association
Core Leader, Capital Campaign Fund Raising Effort, St. Maria Goretti Church
Youth Group Leader, St. Maria Goretti Church

Treasurer, Maplewood of Crimson Ridge Neighborhood Association

PAUL ANDERSON

Experience

Over 35 years in telecommunications construction, engineering and project management.

2008-present Vice President Outside Plant Operations, Unite Private Networks

- Accountability for network build, maintenance and expansion projects
- Supervise 3 direct report construction managers in the Nebraska, Iowa and Missouri region
- Negotiate and procure contracts with sub-contractors and one-call agreements
- Develop initial project engineering and cost estimates for customer proposals

2001 - 2008 Project Manager, General Excavating

- Supervising and managing a 30 to 54 person construction and splicing staff
- Overseeing the management and maintenance of the construction equipment
- Customer relations
- Generating new contracts
- Representing and promoting company at trade shows
- Interacting with other General Excavating managers to facilitate the use of manpower and equipment
- Safety Manager
- Staffing and performance management
- Working with independent engineering firms (i.e. R.V. W. Engineering, Findley Engineering, Martin Group) and communication companies (i.e. M.C.I., Sprint and miscellaneous independents in Nebraska, Kansas and Iowa)

1996 – 2001 Field Engineer, Alltel Communications (formerly Aliant Communications)

- Designed City, County & State road move projects, buried and aerial fiber projects, DLC installations, new services and joint subdivision projects with various utilities.
- Participated in establishing maintenance and rehab projects.
- Advised and trained new Engineers.
- Acquired easements and became a Notary Public to facilitate the efficiency and professionalism of that function.
- Developed relationships both at the work level as well as the design level, and became the ALLTEL contact for the Lincoln area engineering staff.

1976 – 1996 Lincoln Telephone & Telegraph / Aliant Communications Contract Inspector (18 years) Aerial/buried, copper and fiber

- Worked closely with the Engineering departments of both Aliant and other companies and directly with County & State representatives, survey crews, outside contractors and other utilities.
- Responsible for maintaining accurate prints and details and tracking work performed by contractors for billing and recording damages for possible billing.
- Made in-field decisions as to cable routing, scheduling and activity completion.
- Managed customer complaints and resolved conflicts with other utilities.

Lineman, Outside Plant Technician, Driver, Equipment Operator, In-Charge

PAUL ANDERSON

Technical Qualifications/Knowledge

- Extensive knowledge of Telecommunication construction practices
- Strong background/knowledge of City, State & County construction projects and practices (i.e. road moves, bridges, culverts and relocations)
- Proficient in scheduling with local and area power companies (aerial & buried)
- Understanding of National Electric Safety Codes
- Develop strong working relationships with power companies, City, State & County agencies, rural gas & water departments and other utilities
- Copper installations (i.e. 1 and 4 party, maintenance and new service)
- Fiber installations (including buried, aerial, conduit & DLC's)
- Current Commercial Driver's License, Class A Endorsement

Education

Two years - UNL

Drafting class - SCC

PC Windows's class - MicroAge

Marketability workshop - Allant Communications

CAD Drafting class - SCC Milford

OSHA Trenching & Shoring

References available upon request

Jeffrey L. Hughes

8116 Beth
Rye, CO 81069
719-671-1734

SUMMARY OF QUALIFICATIONS

Over thirty years dedicated to excellence in the communications industry. Known to be a gifted supervisor, with a calm demeanor in high stress situations. Special expertise in difficult construction sites. Ability to assess, design, estimate and implement all technical and construction operations.

PROFESSIONAL EXPERIENCE:

2001-Present **Unite Private Networks LLC, Director of Operations. Designing and constructing private Wide Area Networks for school districts in many states.**

Completed 46-mile fully diverse fiber Wide Area Network to 36 schools in Pueblo CO.
Completed 80-mile fiber Wide Area Network to 59 schools in Lincoln NE.
Completed 17-mile fiber Wide Area Network to 14 schools in Dodge City KS.
Completed 6-mile fiber Wide Area Network to 8 schools in Lexington NE.
Roll out of a Metro Optical Ethernet system.
Multiple cost estimates presented to districts in many States.
Assisted with sales and contract negotiation.

1998-2001 **McLeodUSA, Manager Network Engineering / OSP Manager. Constructing a 650-mile fiber optic Sonnet ring infrastructure along the Front Range of Colorado and Wyoming.**

Completed 62 mile Sonnet ring in Colorado Springs.
Completed 4 mile Sonnet ring in Downtown Denver
17 other individual projects including City ring and backbone configurations.
Oversee multiple engineering firms ensuring McLeod specifications.
Liaison with governmental agencies for license agreements, permits and Right-of-Way
Prepare and execute general contracts with contract labor.
Negotiate pricing, joint construction agreements.

1991 - 1997 **News Press & Gazette, St. Joseph, Missouri, dba CABLEVISION of BULLHEAD CITY, Bullhead City Arizona (formerly Cox Cable and Dimension Cable).**

Technical Operations Manager. One headend coupled with fiber optics and an AML microwave path to service in Mohave Valley.
Supervisor of all field personnel, along with all subcontractors' work. Responsible for the implementation of all construction, headend upgrades and additions.
Capital budget and technical forecasting.
Assisted in and supervised 550 MHz fiber to feeder redesign of the system. Coupled the two existing channel lineups to one quality headend output.
Installed Jerrold addressable system with eight pay and six PPV channels.

Professional Experience, continued:

1981 – 1991 HERITAGE CABLEVISION, Silverthorne, Colorado. Fifteen headends, serving eighteen communities and five outlying areas. 31,000 subscribers.

District Chief Technician. Completed microwave change-out in Vail/Avon.
System design, public access studio design and implementation.
FCC compliance and proof of performance, design of plant and headend buildings.
Supervised up to eight contract crews simultaneously.
Supervisor of four chief technicians and twenty-six subordinates.
Negotiated land development agreements with developers, a seven-mile extension with the Town of Avon.
Appointed to Communications Committee for the World Cup Ski Championship in Vail.
Served on CCTA Convention and Legislative Committees.
Held capital expenditures under budget for five years, technical expenditures under budget.

Lifetime goals: To complete construction of "My Cabin" in Rye CO. and enjoy a healthy and fruitful life.

EDUCATION/TRAINING:

Colorado Northwestern Community College, Rangley, Colorado. Deans' List.

Eagle Valley High School, Gypsum, Colorado. Graduate.

Comm/Scope Coaxial Cable, Cable Testing & Design. Certificate.

Hughes AML Microwave. Certificate.

Transtector Systems, Power Disturbance I. Certificate.

STAR (Supervisor Training to Achieve Results). Times Mirror Training Center. Certificate.

Heritage Engineering Conference, five years. Being a Better Manager

Effective Time Management. Professor Walt H. Warrick, Drake University.

Basic Telephony, McLeodUSA University

Leadership 2020, McLeodUSA University

FLI. Utility truck driver.

SCTE. Member, four years.

Letters of reference, personal references, salary history available upon request.

Personal References:

Don Freeman Operations Coordinator Lincoln Public Schools Lincoln NE	402-436-1725
Larry Dillie Owner Dillie & Kuhn Construction	719-591-9900
Jerry Freeman Construction Manager Bombard Electric	719-671-3980
Jim Petro President NewComm Technologies	800-626-6234
Frank Klein Assistant Superintendent of Technology	719-549-7292
Scott Potter IT Director Lexington Public Schools	308-324-4681
Brian Wilson Headend Supervisor SBC	515-202-5532
Bruce Campbell TVC Vikamatic Sales	720-842-1861
Larry Hector Infrastructure Director University of Nebraska	402-472-1334

Walter W. Aude

2300 SW 35th Court
Lincoln, NE 68522
(402) 314-6787

CAREER OBJECTIVE

Seeking a challenging position as a Network Engineer, where my experience can assist with maximizing data communication resources within an environment dedicated to providing unprecedented service.

EDUCATION/CERTIFICATIONS

06/93 Southeast Community College A.A.S. degree in Electronics with Computer Emphasis
06/96 Certified NetWare Engineer 3.1X to 4.1 Track (CNE)- Expired
07/00 Cisco Certified Network Associate (CCNA) - Renewed 06/2008
03/03 Cisco Certified Network Professional (CCNP)- Expired as of 03/2006

COMPUTER SKILLS

Network Management Software

Cisco ACS, Cisco Works LAN Management Solution, nGenius, Statseeker, Kiwi Syslog, NetMRI, MRTG, WhatsUp Spectrum, Solarwinds, and Statseeker.

Operating Systems

Windows XP, NT, 2000 server, MacOS, Novell 3.1x and 4.1.

Network Hardware

Cisco Routers 2500 through 7600 series, Cisco Switches 1900 through 6500 series, Cisco PIX 525 and VPN 3030. Cisco ASA5500, Cisco LS1010 ATM switches. Juniper M and J series routers. Cabletron, HP, 3Com, and IBM switches. Xyplex terminal servers. Asante, GaterBox, and Shevia Ethernet to LocalTalk bridges. Nescout Probes and miscellaneous DSU/CSU's. The use of OTDR to locate fiber problems.

Software

Lotus Notes, Network General Sniffer, Netflow, Visio, Microsoft Office, Hummingbird Exceed, PC Anywhere, Corel Draw, Acrobat, Front Page, Extra, TN3270, Remedy, Bind, and QIP DNS/DHCP server.

EXPERIENCE

06/09 Unite Private Networks
Present VP of Information Technology

- Responsible for developing strategy, planning, organizing and evaluating technology both internally and for our customers
- Manage IT staff of Engineers
- Responsible for designing and implementing solutions for our customers

- Develop and implement IT policies and procedures
- Defines priorities, and assigns projects and tasks pertaining to IT department
- Resolves network problems
- Manages network vendors
- Monitors performance of the network with SNMPtools
- Researches and recommends network products
- Analyzes network traffic to troubleshoot network performance problems
- Mentors network engineers

08/97
07/09

UNIVERSITY OF NEBRASKA – COMPUTING SERVICES NETWORK
Network Specialist

- Support Internet connection to Level 3 for Network Nebraska
- Support Network Nebraska WAN infrastructure
- Support Telehealth Network
- Documentation of network infrastructure
- Backup support for Pix525, Cisco VPN3030, and local LAN
- Monitoring of managed devices using WhatsUP, RMON probes, Network General Sniffer, Statsecker, and NetMRI
- LAN/WAN Network design and support that consist of CiscoRouters, Juniper Routers, Cisco Catalyst Switches, Cisco Wireless Access Points, Cisco Pix525 Firewalls, Cisco VPN3030 concentrator, IBM 8260 Token Ring concentrators, CSU/DSU's, 56K, T1, DS3, POS, ATM and 10/100/1000 Mbps Ethernet circuits in a multi-protocol network
- Termination of fiber jumpers and UTP Category 6 cables
- Troubleshoot fiber problems with OTDR
- Support Network related servers
- Coordinated with various vendors in the requisition of data communications equipment and the resolutions of problems with the mission critical network
- Installation of applications and support of a multi-protocol network
- Adhere to all change management and disaster recovery procedures
- Support University of Nebraska Foundation Network

07/94
07/97

UNL - INFORMATION SERVICES,
Computer Hardware Tech III

- Certified NetWare Engineer (CNE)
- Troubleshooting of network problems with use of Spectrum, Network General Siffer and Distributed Sniffers
- Installation and administration of multiple network environments consisting of a variety of Ethernet hubs and switches, bridges, terminal servers, AppleTalk gateway, and Token Ring concentrators
- Documentation of network infrastructure
- Termination of fiber jumpers and UTP Category 5 cables
- Installation and configuraton of PC hardware and software

07/93

AUTOMATED SYSTEMS INC., - Lincoln, NE

07/94

Field Technician

- Network cabling consisting of UTP and Coax
- Configuration and installation of Ethernet hubs
- Component level repair of terminals, printers, monitors, and PC's
- Installation and setup of PC's and software

03/89

UNIVERSITY OF NEBRASKA - COMPUTING SERVICES NETWORK

06/93

Technical Assistant

- Network cabling of STP cable for Token Ring and Coax for Main Frame connectivity
- Installation and configuration of PC's, printers, and terminals
- Cataloged reference manuals
- Documentation of network infrastructure

Exhibit F - Chart of Accounts

Unite Private Networks - Illinois, LLC.

Account Listing

September 18, 2010

Account	Type
101500 · Cash in Bank - Keatney Comm.	Bank
111000 · A/R Sprint	Accounts Receivable
111010 · A/R KMC	Accounts Receivable
111020 · A/R Duke Construction	Accounts Receivable
111030 · A/R Adesta	Accounts Receivable
111040 · A/R Shareholders	Accounts Receivable
111050 · A/R - Level 3	Accounts Receivable
111060 · Fiber Tower	Accounts Receivable
111064 · Sunnybrook SD 171	Accounts Receivable
111065 · A/R CHSD 218	Accounts Receivable
111066 · A/R Kentucky Data Link	Accounts Receivable
111067 · Midlothian	Accounts Receivable
111100 · AR Other	Accounts Receivable
111104 · AR NCS	Accounts Receivable
111110 · Accounts Receivable UPN	Accounts Receivable
1120 · Inventory Asset	Other Current Asset
133010 · Prepaid Pole Attachments	Other Current Asset
133020 · Prepaid ROW	Other Current Asset
140000 · Inventory	Other Current Asset
1499 · Undeposited Funds	Other Current Asset
150006 · CWIP-Midlothian School #1049	Other Current Asset
150010 · CWIP - Level 3 Fiber	Other Current Asset
150011 · CWIP - CHSD218 #26	Other Current Asset
150012 · CWIP - Fiber Tower #545	Other Current Asset
150013 · CWIP-KDL Arlington Height#1092	Other Current Asset
150016 · CWIP - Buffalo Grove	Other Current Asset
150020 · CWIP - Lansing/Sunnybrook #26	Other Current Asset
160620 · Buried Fiber - Lansing Illinois	Fixed Asset
160625 · Buried Fiber Cable - CHSD#218	Fixed Asset
160651 · Buried Cable Fiber-Arlington HI	Fixed Asset
160652 · Buried Cable Fiber-Bridgeview	Fixed Asset
160653 · Buried Cable Fiber-Aurora/Naper	Fixed Asset
160654 · Buried Cable Fiber-Hickory Hill	Fixed Asset
160655 · Buried Cable Fiber Level 3	Fixed Asset
160656 · Buried Fiber Buffalo Grove	Fixed Asset
160820 · Aerial Fiber- Lansing Illinois	Fixed Asset
160825 · Aerial Cable Fiber - CHSD #218	Fixed Asset
160852 · Aerial Cable Fiber-Bridgeview	Fixed Asset
160853 · Aerial Cable Fiber-Aurora/Naper	Fixed Asset
160854 · Aerial Cable Fiber-Hickory Hill	Fixed Asset
160855 · Aerial Fiber Buffalo Grove	Fixed Asset
161720 · Electronics - Lansing Illinois	Fixed Asset
161725 · Electronics - OSHD #26	Fixed Asset
170620 · Acc Depr - Buried Fiber Lansing	Fixed Asset
170625 · Acc Depr Buried Cable Fibr CHSD	Fixed Asset
170651 · Acc Depr-Buried Fiber Arlington	Fixed Asset
170652 · Acc Depr-Buried Fib Bridgeview	Fixed Asset
170653 · Acc Depr-Buried Fib Aurora/Naper	Fixed Asset
170654 · Acc Depr-Buried Fib Hickory Hill	Fixed Asset
170655 · Acc Depr-Buried Fib Level 3	Fixed Asset
170656 · Acc Depr - Bur Fibr Buffalo Grv	Fixed Asset

Unite Private Networks - Illinois, LLC.

Account Listing

September 18, 2010

Account	Type
170820 · Acc Depr Aerial Fiber Lansing	Fixed Asset
170825 · Acc Depr Aerial Cable Fibr CHSD	Fixed Asset
170852 · Acc Depr-Aerial Fib Bridgeview	Fixed Asset
170853 · Acc Depr-Aerial Fib Aurora/Nap	Fixed Asset
170854 · Acc Depr-Aerial Fib Hickory Hill	Fixed Asset
170855 · Acc Depr - Aerial Fbr Buff Grov	Fixed Asset
171720 · Acc Depr - Electronics Lansing	Fixed Asset
171725 · Acc Depr Electronics CHSD	Fixed Asset
180000 · Loan Fees	Other Asset
180001 · Accumulated Amort - Loan Fees	Other Asset
202000 · Accounts Payable	Accounts Payable
202210 · Accounts Payable - UPN	Accounts Payable
202211 · Accounts Payable NCS	Accounts Payable
205350 · Accrued Interest KCB loan	Other Current Liability
205351 · Accrued Interest Partners Note	Other Current Liability
2100 · Payroll Liabilities	Other Current Liability
220000 · Deferred Revenue Sprint 3	Other Current Liability
220001 · Deferred Revenue Hickory Hills	Other Current Liability
220002 · Deferred Revenue Level 3	Other Current Liability
220003 · Deferred Revenue - Buffalo Grov	Other Current Liability
250001 · Current Portion of KCB note	Other Current Liability
250010 · N/P Kearney Commercial Bank	Long Term Liability
250011 · Note Payable - UPN	Long Term Liability
250045 · N/P - Heartland Bank	Long Term Liability
250900 · Current Portion of LTD	Long Term Liability
260010 · N/P Kevin Anderson	Long Term Liability
260020 · N/P Ron Rockrodt	Long Term Liability
260030 · N/P Jeff Ingram	Long Term Liability
260040 · N/P Dennis Devoy	Long Term Liability
260041 · Current Portion of LTD - offset	Long Term Liability
270000 · Members equity	Equity
270010 · Shareholder Distribution	Equity
290000 · Retained Earnings	Equity
290001 · Paid in Capital	Equity
300000 · Opening Bal Equity	Equity
Revenue	Income
310000 · Dark Fiber Revenue	Income
310000 · Dark Fiber Revenue:ICARLDW · Dark Fiber Lease-Arlington Heig	Income
310000 · Dark Fiber Revenue:ICAUJDW · Dark Fiber Lease Rev-Aurora/Nap	Income
310000 · Dark Fiber Revenue:ICBRVDW · Dark Fiber Lease Rev-Bridgeview	Income
310000 · Dark Fiber Revenue:ICBUFDW · Dark Fiber Lease -Buffalo Grove	Income
310000 · Dark Fiber Revenue:ICFIBTW · Dark Fiber - Fiber Tower	Income
310000 · Dark Fiber Revenue:ICHILDW · Dark Fiber Lease Rev-Hickory Hill	Income
310000 · Dark Fiber Revenue:ICKENTU · Kentucky Data Link	Income
310000 · Dark Fiber Revenue:ICL3HDW · Dark Fiber Revenue - Level 3	Income
310000 · Dark Fiber Revenue:ICSBGDW · Sprint Buffalo Grove	Income
310000 · Deferred Revenue	Income
320000 · Fiber Maintenance Revenue	Income
320000 · Fiber Maintenance Revenue:ICARLMW · Fiber Maint Rev-Arlington Heigh	Income
320000 · Fiber Maintenance Revenue:ICAURMW · Fiber Main. Rev.-Aurora/Napervi	Income
320000 · Fiber Maintenance Revenue:ICBRVMW · Fiber Main. Revenue-Bridgeview	Income

Unite Private Networks - Illinois, LLC.

Account Listing

September 18, 2010

Account	Type
320000 · Fiber Maintenance Revenue:ICBUFMW · Fiber Main Rev Buffalo Grove	Income
320000 · Fiber Maintenance Revenue:ICHHLMW · Fiber Main. Revenue-Hickory Hill	Income
320000 · Fiber Maintenance Revenue:ICL3HMMW · Fiber Maintenance Rev Level 3	Income
320000 · Fiber Maintenance Revenue:IC5BGMW · Sprint Buffalo Grove Maintenance	Income
320060 · Deferred Revenue Maintenance	Income
330000 · Lt Fiber Revenue	Income
330000 · Lt Fiber Revenue:ICCHSLE · Chicago School District 218	Income
330000 · Lt Fiber Revenue:ILNSING · Lansing School District	Income
330000 · Lt Fiber Revenue:IMDLOT · Midlothian Schools	Income
410000 · Dark Fiber Cost of Goods Sold	Cost of Goods Sold
420000 · Fiber Maintenance Cost of Goods	Cost of Goods Sold
5000 · Cost of Goods Sold	Cost of Goods Sold
400000 · Direct Operating Expense	Expense
500000 · Network Operations	Expense
500000 · Network Operations:606500 · Line Locates and Markings	Expense
500000 · Network Operations:510030 · M&R of Cable a Wire Facilities	Expense
500000 · Network Operations:510041 · ROW Cost	Expense
500000 · Network Operations:510060 · Management Fees - KMC	Expense
500000 · Network Operations:511000 · Permits and License Utilities	Expense
600000 · Network Operations:511042 · Pole Rental Expense	Expense
6500 · Payroll Expenses	Expense
700000 · General and Administrative	Expense
700000 · General and Administrative:606410 · Marketing Expense	Expense
700000 · General and Administrative:706500 · Office Supplies	Expense
700000 · General and Administrative:708200 · Airfare	Expense
700000 · General and Administrative:708201 · Meals	Expense
700000 · General and Administrative:708202 · Lodging	Expense
700000 · General and Administrative:708203 · Fuel/Vehicle	Expense
700000 · General and Administrative:710000 · Legal	Expense
700000 · General and Administrative:710010 · Accounting Fees	Expense
700000 · General and Administrative:710200 · Regulatory	Expense
700000 · General and Administrative:715000 · Insurance Expense	Expense
700000 · General and Administrative:720000 · Misc. G & A - Bank Charges	Expense
700000 · General and Administrative:720200 · Courier/Shipping Fees	Expense
700000 · General and Administrative:721600 · Loan Fees - Kearney Commercial	Expense
700000 · General and Administrative:722000 · Management Fees	Expense
700000 · General and Administrative:910000 · Business Tax Expense	Expense
700000 · General and Administrative:999999 · Suspense Account	Expense
800001 · Depreciation Expense	Other Income
800001 · Depreciation Expense:810010 · Depreciation	Other Income
800000 · Amortization Expense	Other Expense
800000 · Amortization Expense:810020 · Amortization Expense	Other Expense
810026 · Line of Credit Fees	Other Expense
820010 · Interest Income	Other Expense
820020 · Interest Expense	Other Expense
2 · Purchase Orders	Non-Posting

Exhibit G – Prefiled Testimony

PREFILED DIRECT TESTIMONY

OF

KEVIN M. ANDERSON

- 1. Q. Please state your full name, business address, and title for the record.**

A. My name is Kevin Anderson, and my business address is 950 W. 92 Hwy., Suite 203, Kearney, Missouri 64060. I am the Chief Executive Officer of Unite Private Networks-Illinois, L.L.C.
- 2. Q. What is the purpose of your testimony?**

A. I am testifying in support of the Application of UPNI Merger Sub LLC for a Certificate of Service Authority to operate as a resale and facilities-based telecommunications carrier within the state of Illinois. As described in the Application, UPNI Merger Sub LLC is a special-purpose entity recently formed for the sole purpose of being the surviving company in a merger with Unite Private Networks-Illinois, L.L.C. Following the merger, UPNI Merger Sub LLC will continue the business of Unite Private Networks-Illinois, L.L.C. (and will change its name to Unite Private Networks-Illinois, L.L.C.). In light of the foregoing, references in my testimony to “the Company” refer to the business conducted by Unite Private Networks-Illinois, L.L.C., which following the merger will be conducted by UPNI Merger Sub LLC.

3. Q. Are all statements in the Company's Application for a Certificate of Public convenience and necessity true and correct to best of your knowledge, information and belief?

A. Yes, unless as modified in this testimony.

4. Q. Can you briefly outline what relief the Applicant seeks?

A. Yes. The Company requests an order from the Commission granting Applicant a Certificate of Service Authority under Sections 13-403, 13-404, and 13-405 to provide resale and facilities-based local exchange and interexchange telecommunications services within the State of Illinois, to the extent permitted by law.

5. Q. Please describe the Company's corporate structure.

A. The Company is a Delaware limited liability company. A copy of the Company's Certificate of Organization is attached to the Application as Exhibit D. The Company has filed an Application for Authority to Transact Business in Illinois. The Company understands that its certification will not be approved until its certificate to transact business is received; as such, the certificate will be provided as soon as it is received.

6. Q. Please describe the Company's service offerings and its proposed territory.

A. The Company provides facilities-based and resold local exchange, exchange access and interexchange telecommunications services throughout the State of Illinois, to the extent permitted by law. Applicants and their related companies currently provide high-capacity, data communications networks and related services to schools, government, carriers, data centers, and enterprise business customers under long term contracts. Service offerings include dark and lit fiber, private line, metro-optical Ethernet, Internet access, and other customized solutions.

I. MANAGERIAL, TECHNICAL, AND FINANCIAL RESOURCES

7. Q. Could you please identify the Company's key officers and employees?

A. For a complete explanation of the Company's management and their backgrounds, please refer to Exhibit E. As explained below, both myself and my fellow management personnel have extensive experience in the telecommunications industry that should satisfy the Commission's concerns regarding the managerial and technical resources of the Company.

8. Q. Please describe the relevant business or professional expertise that some of these officers and directors bring to the Company to provide telecommunications services.

A. I would again refer to Exhibit E of the UPN Application. I have over 20 years experience in a wide range of communications, and utility industry operations. The other management personnel of the Company also possess the necessary

managerial and technical experience in the telecommunications industry which will be a valuable asset for the Company should the Commission grant this Application. As noted in the Application, Applicants and their related companies have been providing customer-focused communications solutions since 1999. Applicants and their related companies currently provide high-capacity, data communications networks and related services to schools, government, carriers, data centers, and enterprise business customers under long term contracts. Service offerings include dark and lit fiber, private line, metro-optical Ethernet, Internet access, and other customized solutions.

9. Q. Do you believe that these officers possess sufficient managerial and technical abilities to provide the services for which the Company has applied for authority?

A. Yes.

10. Q. Has the Company provided a proposed tariff?

A. No, not with this filing. Applicant proposes to provide services which will be under the same terms and conditions as currently provided by UPNI to its customers. A tariff will be filed upon approval of this Application.

11. Q. Please provide information concerning the Company's customer service and repair contacts.

A. Applicant will maintain full time customer service and support personnel to address complaints. A customer contact/escalation list is provided to all customers.

12. Q. Please describe the Company's internal process for compliant resolution.

A. As mentioned above, the Company has personnel dedicated to address customer service issues. If a customer service representative is unable to satisfy the customer, the problem will be brought to the attention of a supervisor. After the supervisor has discussed the problem with the customer and the customer is still not satisfied with the result, the customer will be informed of his or her right to file a complaint at the ICC. The supervisor will also be instructed to escalate the customer's complaint to my attention.

13. Q. Have any complaints or judgments been levied against the Company?

A. No.

14. Q. Has the Company begun to negotiate the terms of an interconnection agreement with an incumbent local exchange carrier?

A. No. The Applicant's current services do not require interconnection arrangements. Future services may include voice and data services dependent on securing acceptable interconnection arrangements with local exchange carriers.

15. Q. How will the Company market its services to customers in Illinois?

A. The Company will utilize direct sales personnel in the state to contract directly with customers. Since the Company plans to only provide services to large organizations under long term contract arrangements, it does not anticipate customer complaints associated with “slamming.” The Company will comply with all state and federal cramming and slamming regulations.

16. Q: Please describe the financial resources that are available to the Company in the provision of telecommunications services.

A: The Company has sufficient financial resources and abilities to provide telecommunications services to customers in Illinois. In support, the Company has attached financial information which is attached to the Application as Exhibit B. Because of the sensitive nature of the information contained in the financial statement, I ask that Exhibit B be filed on a confidential basis.

II. COMPLIANCE WITH ICC REGULATIONS

17. Q. Will the Company comply with all applicable rules and orders?

A: Yes. The Company will comply with all applicable Commission rules, regulations, orders, tariff and other service requirements relevant to the provision of telecommunications service.

18. Q. Will the Company meet the requirements of Sections 13-301 and 13-301.1 of the Public Utilities Act and the Emergency Telephone System Act (ETSA), 50 ILCS 750.01 ET SEQ?

A. Yes. The Company will meet all statutory and regulatory requirements legally imposed on them as a provider of local exchange and interexchange services. That includes complying with the terms of Sections 13-301 and 13-301.1, as well as the ETSA.

19. Q. Will the Company comply with the regulations prescribed in 83 Illinois Administrative Code Parts 720 and 725 applicable to 9-1-1 emergency systems?

A. Yes. The Company will satisfy all statutory and regulatory requirements legally imposed on them as a provider of local exchange and interexchange services.

20. Q. How will the Company ensure that its customers have access to the 911 emergency services systems, and that the customers will be listed in the 911 emergency services database?

A. Yes, to the extent appropriate, the Company will handle 911 traffic in accordance with 83 Illinois Administrative Code Part 725 and the Emergency Telephone System Act. Prior to beginning operations in each territory, we will coordinate with the incumbent local exchange carriers to establish a working relationship with 911 systems.

21. Q. Will the Company coordinate with the Incumbent LEC(s) and local 9-1-1 systems to minimize obstacles and provide transparent service to the end-users?

A. Yes. The Company provides customer information to the LEC for the LEC 911 database. The Company coordinates with the local exchange carriers to assure that there will be seamless emergency 911 services.

22. Q. Will there be an additional call setup time for 911 calls?

A. No. To the best of our knowledge, there will be no need to change existing 911 systems.

23. Q. How will the Company handle the billing of 911 surcharges and ITAC line charges?

A. To the extent required, the Company will remit 911 surcharges that it collects to the local 911 emergency services system as well as collect and remit the ITAC line charges.

24. Q. Will the Company provide call boxes?

A. No. The Company will not provide call boxes, and will file a waiver of Part 725.500 and 725.600 after the Company's application is approved.

25. Q. Who is the person that would serve as the Company's contact to the consumer service division to resolve customer complaints?

A. The Commission can contact me at (816) 260-1868.

26. Q. Will the Company follow the regulations prescribed in 83 Illinois administrative code part 705, relating to the preservation of records?

A. Yes.

27. Q. Will the Company follow the regulations prescribed in 83 Illinois administrative code part 755 and 756 for the distribution and provision of TTY and telecommunications relay service?

A. Yes. The Company will either provide these services directly, or will contract with the incumbent local exchange carriers to make these services available to its voice grade telecommunications customers.

28. Q. Will the Company sign and return to the Universal Telephone Assistance Corporation (UTAC) all of necessary membership forms in a timely manner and remit to UTAC the line charge amounts collected monthly from all telephone subscribers for the TTY equipment loan program and telecommunications relay service?

A. Yes.

29. Q. Will the Company follow the regulations prescribed in 83 Illinois Administrative Code Part 757, “Telephone Assistance Programs”?

A. Yes. The Company will meet all statutory and regulatory requirements legally imposed on them as a provider of local exchange and interexchange services. The Company will solicit, collect, and remit the voluntary contributions from our subscribers to support the Telephone Assistance Programs. In addition, the Company will offer all of the waivers associated with the Universal Telephone Service Assistance Programs (UTSAP.)

30. Q. Does the Company intend to become an eligible telecommunications carrier?

A. The Company has not made that determination as yet. The Company does understand that it will not be able to receive any of the federal reimbursements for the Lifeline and Link Up Programs if it is not an eligible carrier.

III. WAIVERS OF ADMINISTRATIVE CODE PROVISIONS

31. Q. Has the Company requested any waivers of administrative code provisions?

A. Yes. The Company requests that it continue to be exempted from 83 Illinois Administrative Code 710, which pertains to the uniform systems of accounts, 83 Illinois Administrative Code Part 735 for any its interexchange customers, and 83 Illinois Administrative Code 735.180, which requires local exchange carriers to list its customers in its directory.

32. Q. Could you provide the Commission with a chart of the accounts the Company maintains?

A. A chart of accounts is attached as Exhibit F to our Application.

33. Q. Will the Company file the required reports and tax returns?

A. Yes. The Company will file all required Annual Reports, invested capital tax returns, public utility returns, and telecommunications excise tax returns.

34. Q. Does the Company's accounting system provide sufficient detailed data for the preparation of Illinois gross receipts tax returns?

A. Yes.

35. Q. What other requirements will the Company comply with as provider of facilities-based interexchange and local exchange services?

A. In addition to filing tariffs, the Company will file its Annual Reports with the Commission, the public utility tax payments and returns, and otherwise comply with the requirements imposed on other interexchange and local exchange carriers providing the types of services. In addition, the Company has and will continue to take all steps necessary to comply with the Emergency Telephone System Act when it provides voice grade local exchange services.

36. Q. Is the Company's application in the public interest?

A. Yes. Granting the Company's application will further the public interest by expanding the availability of technologically advanced telecommunications facilities.

IV. PREPAID LOCAL SERVICE ISSUES

37. Q. Does the Company intend to provide prepaid local services?

A. No.

38. Q. Does this conclude your testimony?

A. Yes.

Verifications

VERIFICATION

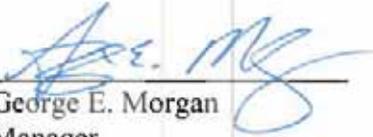
This application shall be verified under oath.

OATH

State of Texas)
)ss
County of Dallas)

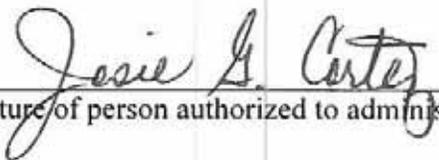
I, George E. Morgan, state that I am Manager of UPN Holdings LLC, an Applicant in the foregoing Joint Application; that I am authorized to make this Verification on behalf of UPN Holdings LLC; that the foregoing Joint Application was prepared under my direction and supervision; and that the contents pertaining to UPN Holdings LLC are true and correct to the best of my knowledge, information, and belief.

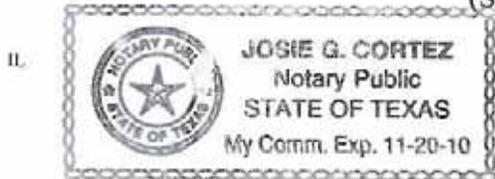
I declare under penalty of perjury that the foregoing is true and correct. Executed this 23rd day of September, 2010.


George E. Morgan
Manager
UPN Holdings LLC

Subscribed and sworn to before me, a Notary Public/ Josie G. Cortez
(Title of person authorized to administer oaths)

in the State and County above named, this 23rd day of September 2010.


(Signature of person authorized to administer oath)



VERIFICATION

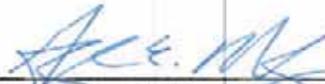
This application shall be verified under oath.

OATH

State of Texas)
)ss
County of Dallas)

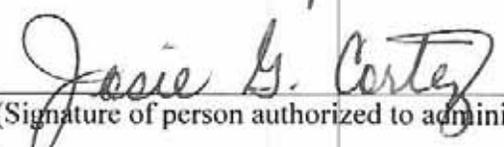
I, George E. Morgan, state that I am Manager of UPN Holdings LLC, the sole Member of UPN Intermediate Holdings LLC, the sole Member of UPNI Merger Sub LLC, an Applicant in the foregoing Joint Application; that I am authorized to make this Verification on behalf of UPNI Merger Sub LLC; that the foregoing Joint Application was prepared under my direction and supervision; and that the contents pertaining to UPNI Merger Sub LLC are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 23rd day of September, 2010.

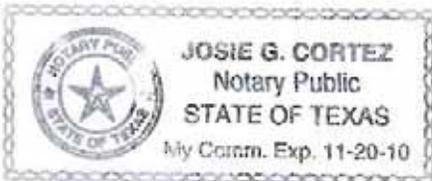

By: George E. Morgan
Title: Manager of UPN Holdings LLC, the sole Member of UPN Intermediate Holdings LLC, the sole Member of UPNI Merger Sub LLC

Subscribed and sworn to before me, a Notary Public/ Josie G. Cortez
(Title of person authorized to administer oaths)

in the State and County above named, this 23rd day of September 2010.


(Signature of person authorized to administer oath)

IL



VERIFICATION

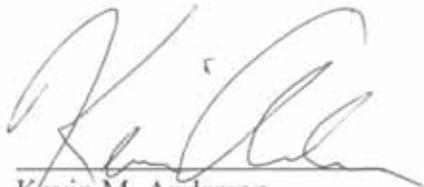
This application shall be verified under oath.

OATH

State of Missouri)
)ss
County of Clay)

I, Kevin M. Anderson, state that I am Chairman and Chief Executive Officer of Unite Private Networks-Illinois, L.L.C., an Applicant in the foregoing Joint Application; that I am authorized to make this Verification on behalf of Unite Private Networks-Illinois, L.L.C.; that the foregoing Joint Application was prepared under my direction and supervision; and that the contents pertaining to Unite Private Networks-Illinois, L.L.C. are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 22nd day of September, 2010.



Kevin M. Anderson
Chairman and Chief Executive Officer
Unite Private Networks-Illinois, L.L.C.

Subscribed and sworn to before me, a Notary Public/ Christine Christensen
(Title of person authorized to administer oaths)

in the State and County above named, this 22nd day of September 2010.



Christine E. Christensen
(Signature of person authorized to administer oath)