

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Application of)	
)	
Unite Private Networks, LLC and)	
Unite Private Networks-Illinois, LLC)	
)	
<i>Licensees</i>)	
)	
REP UP, L.P.)	
)	File No. _____
<i>Transferor</i>)	
and)	
)	
Cox Communications, Inc.)	
)	
<i>Transferee.</i>)	
)	
Joint Application for Consent to Transfer Control)	
of Domestic Authority Pursuant to Section 214 of)	
the Communications Act of 1934, as amended)	

**JOINT APPLICATION FOR CONSENT TO TRANSFER CONTROL OF DOMESTIC
AUTHORITY PURSUANT TO SECTION 214 OF THE COMMUNICATIONS ACT OF
1934, AS AMENDED**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.03, 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.03, 63.04, 63.24, REP UP, L.P. (“REP UP”) and Cox Communications, Inc. (“Cox”) hereby request consent to the transfer of control of Unite Private Networks, LLC and Unite Private Networks-Illinois, LLC (collectively, “UPN” or the “UPN Companies,” and together with REP UP, L.P. and Cox, “Applicants”) from REP UP to Cox (the application for such consent, the “Application”).

In support of this Application, the Applicants respectfully submit the following information:

I. Description of the Transaction and the Applicants

Pursuant to a membership interest and stock purchase agreement, Cox will acquire an indirect majority interest in UPN Intermediate Holdings, LLC (“UPN-I”), which owns 100% of the UPN Companies. Following completion of the transaction, Cox will hold a combined 66 percent equity interest in Fiber Platform, LLC (“Fiber Platform”), through Cox’s wholly-owned subsidiaries, Fiber Platform Holdings, LLC (which will have approximately a 34 percent interest in Fiber Platform) and Fiber Platform Blocker, Inc. (which will have approximately a 32 percent interest in Fiber Platform). Ridgemont Equity Partners (“Ridgemont”), which controls REP UP, will hold approximately a 28 percent equity interest in Fiber Platform through three of its investment funds, as described below.¹ The remainder of the equity of Fiber Platform will be owned by members of the management of UPN, none of whom will hold a ten percent or greater equity interest. Fiber Platform, in turn, will own 100% of UPN-I. UPN-I will continue to operate as a stand-alone business as a direct subsidiary of Fiber Platform, which will be governed by a Board of Managers that consists of Managers appointed by Cox, Ridgemont and the management of UPN.

Cox and its affiliates provide domestic and international telecommunications services, broadband service, and video service in eighteen states, serving more than six million customers in the residential, small and medium business and enterprise markets.² Cox is a nondominant

¹ Under the transaction agreement, the interests reported above may vary slightly depending on what interests UPN management retains following the transaction. Cox, through Fiber Platform Holdings and Fiber Platform Blocker, will have an interest of approximately 66 to 69 percent and the Ridgemont companies will have a combined interest of approximately 27 to 30 percent.

² Cox has service areas in Arizona, Arkansas, California, Connecticut, Florida, Georgia, Idaho, Iowa, Kansas, Louisiana, Massachusetts, Missouri, Nebraska, Nevada, Ohio, Oklahoma, Rhode Island, and Virginia. Cox provides video service, but not telecommunications service, in North Carolina.

carrier in both the domestic and international service markets across its footprint, and is not affiliated with any dominant carrier. Cox is authorized by the Commission to provide domestic and international common carrier services.³

Ridgemont is a Charlotte-based middle market buyout and growth equity investor. The principals of Ridgemont have invested since 1993 in 129 companies including UPN. The firm focuses on investments in industries in which it has deep expertise including telecommunications/media/technology. Ridgemont, collectively through REP UPN, L.P., REP UPN II, L.P., and Ridgemont Equity Partners Affiliates II-B, L.P., all three of which are Delaware limited partnerships, will hold approximately 27-30 percent equity interest in UPN post-transaction. The general partner of REP UPN, L.P. is Ridgemont Equity Management I, L.P., a Delaware limited partnership, and its general partner is Ridgemont Equity Management I, LLC (“Ridgemont I LLC”), a Delaware limited liability company. The general partner of REP UPN II, L.P. and Ridgemont Equity Partners Affiliates II-B, L.P. is Ridgemont Equity Management II, L.P., a Delaware limited partnership, and its general partner is Ridgemont Equity Management II, LLC (“Ridgemont II LLC”), a Delaware limited liability company.

³ Cox holds two international Section 214 authorizations, one for global resale and one for facilities-based services between the United States and Mexico, granted under FCC File Nos. ITC-97-845 and ITC-214-19991297-00764, respectively. *See* Overseas Common Carrier Section 214 Applications, Actions Taken, *Public Notice*, Rep. No. I-8266 (rel. Oct. 9, 1997) (global resale authorization), International Authorizations Granted, *Public Notice*, DA No. 00-11, Rep. No. TEL-00176 (rel. Jan. 6, 2000) (facilities-based authorization). Cox Communications also provides domestic common carrier service pursuant to the blanket Section 214 authorization granted under Section 63.01 of the Commission’s rules. 47 C.F.R. §§ 63.01. Cox also indirectly holds domestic and international Section 214 authorizations previously held by EasyTel Communications Carrier Corporation, which was acquired by Cox in 2013 and which was merged into CoxCom, LLC, another wholly-owned subsidiary of Cox, in 2016. EasyTel’s international Section 214 was granted under FCC No. ITC-214-20020509-00245, the transfer of control of that authorization to CoxCom was granted under File No. ITC-T/C-2013-0906 and the pro forma assignment of that authorization to CoxCom was granted under File No. ITC-ASG-20160415-00143. *See* International Authorizations Granted, *Public Notice*, Rep. No. TEL-01637, DA No. 13-2024 (rel. Oct. 18, 2013) (announcing grant of authorization for transfer of control of EasyTel to CoxCom, LLC); International Authorizations Granted, *Public Notice*, Rep. No. TEL-01794, DA No. 16-585 (rel. May 25, 2016) (announcing grant of authorization for assignment of EasyTel authorization to CoxCom, LLC). The transfer of control of EasyTel’s domestic Section 214 authorization was granted in WC Docket No. 13-928. *See* Notice of Domestic Section 214 Authorizations Granted, *Public Notice*, WC Docket No. 13-228, DA 13-1928, rel. Oct. 28, 2013. Under the Commission’s rules, the subsequent assignment of the EasyTel domestic Section 214 authorization to CoxCom did not require Commission approval. *See* 47 C.F.R. §§ 63.01, 63.03.

Ridgemont I LLC is controlled by its management committee comprised of: J. Travis Hain,⁴ Walker L. Poole, Robert H. Sheridan, III, Robert L. Edwards, Jr., George E. Morgan, III, and John Shimp, all of whom are U.S. citizens. Ridgemont II LLC is controlled by its management committee, comprised of Mr. Hain, Mr. Poole, Mr. Edwards, Mr. Morgan, Mr. Shimp, Scott R. Poole, and John J. Purcell, all of whom are U.S. citizens. REP UP currently controls the UPN companies through its ability to appoint a majority of the Managers on the Board of Managers of UPN Holdings, LLC. UPN Holdings, LLC (prior to a reorganization that will occur as an integral part of the transaction) owns all of the membership interests in UPN-I.⁵

The UPN companies are nondominant carriers that provide domestic telecommunications services over more than 6,200 fiber route miles to 3,750 on-net buildings for customers in Arizona, Arkansas, Colorado, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Missouri, Montana, Nebraska, New Mexico, Ohio, Oklahoma, Texas, Virginia, Washington, Wisconsin, and Wyoming.⁶ UPN offers telecommunications services to schools, local and state governments, carriers, data centers, hospitals, and enterprise customers in the areas it serves within those states. UPN does not offer residential services.

Both Cox and UPN are nondominant carriers in all of the markets they serve.

II. Public Interest Benefits

Applicants respectfully submit that the proposed transaction will serve the public interest.

⁴ Mr. Hain will also own an indirect interest of approximately 12 percent in UPN post-transaction through a combination of ownership interests in Ridgemont Equity Management I, L.P., Ridgemont I, LLC, Ridgemont Equity Management II, L.P., and Ridgemont II LLC and as a trustee/beneficiary of trusts with interests in Ridgemont Equity Management I, L.P. and Ridgemont Equity Management II, L.P.

⁵ The Commission granted authorization for the transfer of control of UPN's domestic Section 214 authorizations from Banc of America Capital Investors V, L.P. to REP UP in WC Docket No. 12-131. *See* Domestic Section 214 Authorization Granted, *Public Notice*, WC Docket No. 12-131, DA 12-1174 (rel. Jul. 23, 2012).

⁶ UPN also provides interstate services in California to one customer with a small number of leased facilities.

First, the transaction will strengthen UPN because it will be affiliated with Cox, a well-established company with significant capital resources and a record of investment in deployment of advanced telecommunications facilities. Cox's history as a pioneer in advanced and innovative services is well-established – it was the first company to provide voice, video and high-speed data services simultaneously over a cable platform, and has invested more than \$16 billion in upgrades and extension of its plant over the last ten years, including significant investments in construction of fiber facilities, with more than 30,000 route miles of fiber in place today. UPN's affiliation with Cox will assist it in pursuing long-term strategic growth opportunities in new markets, as well as expanding and densifying its fiber network throughout its existing geographic footprint and adjacent areas. Similarly, the transaction will provide UPN with the ability to leverage Cox's strategic capabilities in serving UPN customers, including advanced data products and related managed services. UPN will also be able to continue to leverage strategic insights and equity capital from Ridgmont through its continuing involvement in the company. With Cox and Ridgmont as its equity owners, UPN will have access to the resources necessary to accelerate its strategic growth initiatives and position as an aggressive and expanding provider of differentiated fiber infrastructure solutions.

Further, as a result of the transaction Cox and UPN will be able to provide schools, government, carrier and enterprise customers with access to complementary and differentiated fiber networks with a broad geographic reach throughout the central United States. As a result, the transaction will significantly strengthen Cox and UPN's ability to compete with the ubiquitous services offered by incumbent local exchange carriers in local markets and regionally. In particular, Cox and UPN will be able to provide customers with access to metro and regional fiber infrastructure solutions that, on a combined basis, will connect all major markets in the

central United States including Des Moines and Cedar Rapids, Iowa; Kansas City, Missouri; Omaha and Lincoln, Nebraska; Wichita, Topeka and Manhattan, Kansas; Oklahoma City and Tulsa, Oklahoma; Little Rock, Arkansas; Dallas, Texas; and New Orleans, Baton Rouge and Lafayette, Louisiana.

The extension of the areas that can be served by both Cox and UPN is a significant benefit to both individuals and customers that will result from this transaction. The acquisition will allow Cox to reach nine states that it does not currently serve – Colorado, Illinois, Indiana, Montana, New Mexico, Texas, Washington, Wisconsin, and Wyoming – and allow UPN to reach customers in eight states that it does not currently serve with its own facilities – California, Connecticut, Florida, Louisiana, Massachusetts, Nevada, and Rhode Island.⁷ Similarly, in many of the states where both companies have service, each company will have access to significant cities and towns that are not currently reached by its network. The combination of filling in missing infrastructure in existing markets and extending their reach to markets outside their current footprint will permit UPN and Cox to broaden the scope of their customer bases and to serve customers in locations they cannot reach today, increasing competition to the benefit of all customers in those markets. The Commission recently recognized the public interest benefits of such network extensions in the Charter-Time Warner-Bright House order, noting that the transaction would “bring a benefit” for “customers that have multiple locations across those separate networks” and that, by allowing “New Charter to compete more effectively for commercial customers, the transaction will add vibrant new competition and output to the market and tend to undermine industry coordination.”⁸

⁷ As noted above, UPN’s service in California is limited to a small number of leased facilities.

⁸ Applications of Charter Communications, Inc., Time Warner Cable Inc. and Advance/Newhouse Partnership, Memorandum Opinion and Order, MB Docket No. 15-149, FCC 16-59 (rel. May 10, 2016), ¶¶ 378, 381.

As noted above, both Cox and UPN are nondominant carriers that compete with incumbent LECs that remain the dominant provider of business services in all of their markets. Moreover, as described in Attachment 1, both Cox and UPN face significant competition from other nondominant carriers in the markets where their services overlap. Consequently, there is little risk of competitive harm from the transaction, and the public interest benefits far outweigh that minimal risk.

III. Qualification of the Transaction for Streamlined Treatment

This transaction qualifies for streamlined treatment under Section 63.03 of the Commission's rules. 47 C.F.R. § 63.03. The Application is eligible for streamlined processing under Section 63.03(b)(2)(i) of the Commission's rules, 47 C.F.R. § 63.03(b)(2)(i), because, immediately following the transaction, (a) the Applicants and their affiliates (as defined in Section 3(1) of the Communications Act), will have a combined share of the interstate, interexchange market of less than 10 percent; (b) Applicants and their affiliates will provide local exchange service only in areas also served by a dominant local exchange carrier not a party to the proposed transaction; and (c) none of the Applicants is dominant with respect to any service.

Cox affiliates and UPN both provide facilities-based service in Arizona, Arkansas, Georgia, Idaho, Iowa, Kansas, Missouri, Nebraska, Ohio, Oklahoma, and Virginia. However, UPN's service area overlaps with the Cox service area only in the Fayetteville, Arkansas; Macon/Warner Robins, Georgia; Manhattan, Barton County and Geary County, Kansas; Omaha, Nebraska/Iowa; and Oklahoma City, Oklahoma markets.⁹ As shown in Attachment 1 to this Application, in each of these areas there is a wide range of competitors for the companies' business services. In addition, there is only minimal overlap in most of those states: In Fayetteville, Arkansas, UPN has facilities reaching two buildings; in Macon/Warner Robins,

⁹ The companies' service areas do not overlap at all in Arizona, Idaho, Missouri, Ohio, and Virginia.

Georgia, UPN has only a small number of legacy customers and has no sales presence; in Manhattan, Barton County, and Geary County, Kansas, UPN has facilities reaching 38 buildings; and in Oklahoma City, UPN has facilities reaching 67 buildings, almost all of which are outside the existing Cox service area.

Consequently, the Application should be granted streamlined processing.¹⁰

IV. Information Required by Section 63.04 of the Commission's Rules

The following information is provided to address the requirements of Section 63.04:

(1) Name, address and telephone number of each Applicant

UPN

Unite Private Networks, LLC
Unite Private Networks-Illinois, LLC
7200 NW 86th Street, Suite M
Kansas City, MO 64153
(816) 260-1868

Transferor:

REP UP, L.P.
150 North College Street
Suite 2500
Charlotte, NC 28202
(704) 944-0914

Transferee:

Cox Communications, Inc.
6205-A Peachtree-Dunwoody Road

¹⁰ The Parties note that UPN's service area overlaps with the service area for Cox's video services in the Fayetteville, Arkansas; Macon/Warner Robins, Georgia; Manhattan, Barton County and Geary County, Kansas; Omaha, Nebraska/Iowa; and Oklahoma City, Oklahoma markets. Pursuant to the Commission's Section 652 Forbearance Decision, transactions involving the acquisition of competitive local exchange carrier facilities and operations by cable providers no longer are subject to the requirements of Section 652, and thus no Section 652 waiver is required for this Application. Petition for Declaratory Ruling to Clarify 47 U.S.C. § 572 in the Context of Transactions Between Competitive Local Exchange Carriers and Cable Operators, *Order*, 27 FCC Rcd 11532, 11544 (2012) ("We conclude that application of section 652(b) to transactions involving competitive LECs is not necessary to ensure that the charges, practices, classifications, or regulations by, for, or in connection with the relevant telecommunications services and providers are just and reasonable and are not unjustly or unreasonably discriminatory.").

Atlanta, Georgia 30328
(404) 269-0983

(2) Government, state or territory under the laws of which each corporate or partnership Applicant is organized

Each of the UPN companies is a Delaware limited liability company.

REP UP is a Delaware limited partnership.

Cox is a Delaware corporation.

(3) Name, title, post office address, and telephone number of the officer or contact point of each Applicant to whom correspondence concerning the Application is to be addressed

For UPN:

Kevin M. Anderson
7200 NW 86th Street, Suite M
Kansas City, MO 64153
(816) 260-1868
Kevin.anderson@upnfiber.com

With a copy to:

Tamar Finn
Danielle Burt
Morgan, Lewis & Bockius LLP
2020 K Street, N.W.
Washington, DC 20006
(202) 373-6000
tamar.finn@morganlewis.com
danielle.burt@morganlewis.com

For Transferor:

Edward Balogh, COO
Ridgemont Equity Partners
150 North College Street
Suite 2500
Charlotte, NC 28202
(704) 944-0914
ebalogh@ridgemontep.com

With a copy to:

Matthew Kent
Alston & Bird LLP
1201 W. Peachtree St.
Atlanta, GA 30309
(404) 881-7000

For the Transferee:

J.G. Harrington
Cooley LLP
1299 Pennsylvania Avenue, NW
Suite 700
Washington, DC 20004
Tel. (202) 776-2818
Fax (202) 842-7899
Email jgharrington@cooley.com

With a copy to:

Joiava Philpott, Esq.
Cox Communications, Inc.
6205-B Peachtree-Dunwoody Road
Atlanta, Georgia 30328
Tel. (404) 269-0983
Email joiava.philpott@cox.com

(4) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferor or Transferee

Transferor:

REP UP is a Delaware limited partnership that holds 84.9% of the equity interest in UPN Holdings, LLC, a Delaware limited liability company. UPN Holdings, LLC owns 100% of UPN Intermediate Holdings, LLC. REP UP's ownership was reported to the Commission when it acquired control of UPN in 2012. *See* WC Docket No. 12-13. Since 2012, one additional entity, Rhombus Kaiser Limited, obtained an indirect equity interest in UPN of more than 10% through its passive, indirect partnership interests in REP-UP. There is no other individual or entity who holds a 10% or greater equity interest in UPN Holdings.

To the best of Ridgemont's knowledge, greater than 10% indirect equity interests held in domestic telecommunications carriers other than UPN by Ridgemont, Mr. Hain, and REP UP's reported investors include:

- Ridgmont and Mr. Hain hold a greater than 10% indirect equity interest in Cross River Fiber, LLC which provides competitive access provider services in New Jersey and New York.
- Goldman, Sachs & Co.¹¹ holds an indirect 17.5% interest in Perseus Telecom Limited (“Perseus”). Perseus, a non-dominant carrier, is authorized to provide domestic and international telecommunications services. See, e.g., ITC-T/C-20150423-00103.

Transferee:

Unite Private Networks, LLC and Unite Private Networks – Illinois, LLC are both Delaware limited liability companies. Their address is 7200 NW 86th Street, Suite M, Kansas City, MO 64153. Their primary business is telecommunications. They each are wholly-owned subsidiaries of UPN Intermediate Holdings, LLC.

UPN Intermediate Holdings, LLC is a Delaware limited liability company. Its primary business is investments. Its address is 7200 NW 86th Street, Suite M, Kansas City, MO 64153.

Following consummation of the transaction, UPN Intermediate Holdings will be a wholly-owned subsidiary of Fiber Platform, LLC, a Delaware limited liability company. Its primary business is investment. Its address is 7200 NW 86th Street, Suite M, Kansas City, MO 64153.

The following is information concerning the ownership of Fiber Platform, LLC following consummation of the proposed transaction:¹²

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Fiber Platform Holdings, LLC 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	34%	Delaware	Investments
Fiber Platform Blocker, Inc. 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	32%	Delaware	Investments
REP UPN II, L.P.	20.8%	Delaware	Investments
REP UPN, L.P.	7.0%	Delaware	Investments
Ridgmont Equity Partners Affiliates II-B,	0.2%	Delaware	Investments

¹¹ Goldman Sachs is in the process of confirming certain information regarding its holdings in FCC regulated entities.

¹² As noted above, under the transaction agreement, the interests reported above may vary slightly depending on what interests UPN management retains following the transaction. Cox, through Fiber Platform Holdings and Fiber Platform Blocker, will have an interest of approximately 66 to 69 percent and the Ridgmont companies will have a combined interest of approximately 27 to 30 percent.

L.P.
150 North College Street
Suite 2500
Charlotte, NC 28202

Fiber Platform Holdings and Fiber Platform Blocker are wholly-owned subsidiaries of Cox Communications, Inc., which in turn is wholly-owned by Cox Enterprises, Inc. (“CEI”) via a 95.4% direct interest and a 4.6% indirect interest by virtue of its 100% ownership of minority owner Cox DNS, Inc. The following is the information concerning these companies:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
Cox Communications, Inc. 6205-B Peachtree-Dunwoody Road Atlanta, GA 30328	Delaware	Communications
Cox Enterprises, Inc. 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	Delaware	Conglomerate
Cox DNS, Inc., 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	Delaware	Holding company

Voting control of CEI is vested in the Cox Family Voting Trust, which holds 100% of the voting stock of CEI. The trustees of the Cox Family Voting Trust are as follows:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
James C. Kennedy 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Communications
Alexander Taylor 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Communications
John M. Dyer 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Communications

The following are the 10 percent or greater owners of the equity of Cox Enterprises, Inc.:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Trailsend Ventures, LLC 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	29.49%	Delaware	Investments
JKR Ventures, L.P. 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	23.28%	Delaware	Investments

The following are the owners of 10 percent or more of Trailsend Ventures, LLC:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Barbara Cox G-4 Trust f/b/o Andrew Parry-Okeden 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	11.25%	Georgia	Trust
Barbara Cox G-4 Trust f/b/o Henry Parry-Okeden 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	11.25%	Georgia	Trust
Barbara Cox Descendants Continuation Trust f/b/o James C. Kennedy 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	19.00%	Georgia	Trust
Barbara Cox Descendants Continuation Trust f/b/o Blair Parry-Okeden 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	21.50%	Georgia	Trust

The following are the trustees of the trusts listed above:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
James C. Kennedy 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Communications
James C. Kennedy, Jr. 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Investing
Daniel L. Mosley Cravath, Swaine & Moore LLP 825 Eighth Avenue New York, NY 10019	U.S.	Law

The following are the owners of 10 percent or more of JKR Ventures, L.P.:

<u>Name and Address</u>	<u>Ownership</u>	<u>Citizenship</u>	<u>Principal Business</u>
Chambers G-4 Trust f/b/o Amanda A. Taylor 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	10.40%	Georgia	Trust
Chambers G-4 Trust f/b/o Alexander C. Taylor 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	10.40%	Georgia	Trust
Chambers G-4 Trust f/b/o James C. Chambers, Jr. 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	11.00%	Georgia	Trust
Chambers G-4 Trust f/b/o Ulysses L. Cox Chambers 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	11.00%	Georgia	Trust
Chambers Descendants Continuation Trust f/b/o Margaretta J. Taylor 6205-A Peachtree Dunwoody Road	10.50%	Georgia	Trust

Atlanta, GA 30328

Chambers Descendants Continuation Trust f/b/o Katharine J. Rayner 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	10.46%	Georgia	Trust
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Chambers Descendants Continuation Trust f/b/o James C. Chambers 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	10.46%	Georgia	Trust
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The following are the trustees of the trusts listed above:

<u>Name and Address</u>	<u>Citizenship</u>	<u>Principal Business</u>
Margaretta J. Taylor 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Investing
Katharine J. Rayner 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Investing
James C. Chambers 6205-A Peachtree Dunwoody Road Atlanta, GA 30328	U.S.	Investing
Daniel L. Mosley Cravath, Swaine & Moore LLP 825 Eighth Avenue New York, NY 10019	U.S.	Law

Other than their interests in Cox Communications, Inc., none of the entities or individuals listed above holds an attributable interest in any entity that provides interstate telecommunications services.

Ridgmont, collectively through REP UPN, L.P., REP UPN II, L.P., and Ridgmont Equity Partners Affiliates II-B, L.P., will hold approximately 27-30 percent equity interest in UPN post-transaction. The general partner of REP UPN, L.P. is Ridgmont Equity Management I, L.P., a Delaware limited partnership, and its general partner is Ridgmont Equity Management I, LLC (“Ridgmont I LLC”), a Delaware limited liability company. The general partner of REP UPN II, L.P. and Ridgmont Equity Partners Affiliates II-B, L.P. is Ridgmont Equity Management II, L.P., a Delaware limited partnership, and its general partner is Ridgmont

Equity Management II, LLC (“Ridgemont II LLC”), a Delaware limited liability company. Ridgemont I LLC is controlled by its management committee comprised of: J. Travis Hain,¹³ Walker L. Poole, Robert H. Sheridan, III, Robert L. Edwards, Jr., George E. Morgan, III, and John Shimp, all of whom are U.S. citizens. Ridgemont II LLC is controlled by its management committee, comprised of Mr. Hain, Mr. Poole, Mr. Edwards, Mr. Morgan, Mr. Shimp, Scott R. Poole, and John J. Purcell, all of whom are U.S. citizens.

All of the Ridgemont entities and individuals may be reached at 150 North College Street, Suite 2500, Charlotte, NC 28202. Investments is the principal business for all of the Ridgemont entities.

No other individual or entity will own or control a 10% or greater direct or indirect interest in UPN.

To the best of Ridgemont’s knowledge after the transaction described herein is consummated, Ridgemont and Mr. Hain will hold a greater than 10% indirect equity interest in UPN and Cross River Fiber, LLC (described above), and there will be no other domestic telecommunications carrier in which they (or their affiliates as defined by the Act) have a greater than 10% equity interest.

(5) Certification by Transferee pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583

The parties hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to this Application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583. See Attachment 2.

(6) Description of the Transaction

See Section II of this Application, above.

(7) Description of the Geographic Areas in Which the Transferor and Transferee Offer Domestic Telecommunications Services, and What Services Are Provided in Each Area

See Section I of this Application, above.

¹³ Mr. Hain will also own an indirect interest of approximately 12 percent in UPN post-transaction through a combination of ownership interests in Ridgemont Equity Management I, L.P., Ridgemont I, LLC, Ridgemont Equity Management II, L.P., and Ridgemont II LLC and as a trustee/beneficiary of trusts with interests in Ridgemont Equity Management I, L.P. and Ridgemont Equity Management II, L.P.

(8) Streamlined processing

For the reasons described in Section III above, this Application is eligible for streamlined processing under Section 63.03(b) of the Commission's rules.

(9) Other Commission Applications Related to This Transaction

There are no other Commission applications related to this transaction.

(10) Considerations Because of Imminent Business Failure

There is no imminent business failure at this time and the parties do not request special considerations.

(11) Identification of any separately-sought waiver requests

The Applicants are not requesting any waivers.

(12) Public interest statement

See Section II of this Application, above.

ATTACHMENT 1

Competition in Markets Where Cox and UPN Service Areas Overlap

UPN's service area overlaps with the Cox service area only in the Fayetteville, Arkansas; Macon/Warner Robins, Georgia; Manhattan, Barton County and Geary County, Kansas; Omaha, Nebraska/Iowa; and Oklahoma City, Oklahoma markets. The following is a review of the competitors in those markets.

UPN does not provide any residential services. Consequently, the information provided in this exhibit concerns only competition in the business services market.

Arkansas

The Cox and UPN service areas overlap Pea Ridge, Arkansas, in the Fayetteville MSA, but UPN serves only two buildings in the MSA. Cox and UPN compete with AT&T, the incumbent local exchange carrier ("ILEC") in those markets, as well as various well-established competitive local exchange carriers ("CLECs") and other providers of services to business customers. The following is a partial list of competitors to Cox and UPN in the business market:

- AT&T – ILEC providing data, voice, wireless, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- Birch Telecom – CLEC providing data, voice, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- CenturyLink – CLEC providing Ethernet, MPLS VPN, private line and other network services to SMB and enterprise
- EarthLink – Communications company providing data, voice, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- Level 3 - CLEC providing data, voice, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- MegaPath – CLEC providing data, voice, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- Ozark Electric – electric utility providing data, voice and fiber/gig service
- RazorNet – Provider of Ethernet, internet access, wireless backhaul and colocation to carriers, enterprises and SMBs
- Ritter Communications – Provider of Ethernet, dedicated internet access and waves to businesses and carriers, including cell backhaul
- Windstream – CLEC providing data, voice, metro E, zip Ethernet , fiber/gig service, trunking, PBX and MPLS
- Zayo – National provider of dark and lit fiber services to enterprise, healthcare, government, wireless and wireline carriers

Georgia

The Cox and UPN service areas overlap in the Macon and Warner Robins MSAs. UPN serves only legacy customers and has no sales presence in this market. Cox and UPN compete with AT&T, the incumbent local exchange carrier (“ILEC”) in those markets, as well as various well-established competitive local exchange carriers (“CLECs”) and other providers of services to business customers. The following is a partial list of competitors to Cox and UPN in the business market:

- Allied Fiber – Dark fiber provider to enterprise, healthcare, content providers, and carriers
- AT&T – ILEC providing data, voice, wireless, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- Birch Telecom – CLEC providing data, voice, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- CenturyLink – CLEC providing Ethernet, MPLS VPN, private line and other network services to SMB and enterprise
- Cogent Communications – Fiber company offering Ethernet, dedicated internet access and IP transit to enterprise and carriers
- EarthLink – Communications company providing IP VPN, metro E, zip Ethernet, fiber/gig service, hosted VoIP, trunking, PBX, MPLS, managed network and other connectivity services to businesses
- Level 3 – CLEC providing offers data, voice, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- MegaPath – CLEC providing offers data, voice, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- Tower Cloud – Provider of lit and dark fiber cell tower backhaul
- Windstream – CLEC providing data, voice, metro E, zip Ethernet , fiber/gig service, trunking, PBX and MPLS
- XO Communications – CLEC providing data, voice, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- Zayo – National provider of dark and lit fiber services to enterprise, healthcare, government, wireless and wireline carriers

Kansas

The Cox and UPN service areas overlap in the Manhattan MSA and parts of Barton and Geary counties. UPN has facilities reaching only 38 buildings in this overlapping region of Kansas. Cox and UPN compete with AT&T, the incumbent local exchange carrier (“ILEC”) in those markets, as well as various well-established competitive local exchange carriers (“CLECs”) and other providers of services to business customers. The following is a partial list of competitors to Cox and UPN in the business market:

- AT&T – ILEC providing data, voice, wireless, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS

- Birch Telecom – CLEC providing data, voice, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- CenturyLink – CLEC providing Ethernet, MPLS VPN, private line and other network services to SMB and enterprise
- EarthLink – Communications company providing data, voice, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- KS Fiber Net – Provider of Ethernet, internet access and wireless backhaul to carriers, enterprises and SMBs
- Level 3 – CLEC providing data, voice, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- MegaPath – CLEC providing data, voice, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- Windstream – CLEC providing data, voice, metro E, zip Ethernet , fiber/gig service, trunking, PBX and MPLS
- Zayo – National provider of dark and lit fiber services to enterprise, healthcare, government, wireless and wireline carriers

Nebraska and Iowa

The Cox and UPN service areas overlap in the Omaha MSA, including portions of that MSA in Iowa. Cox and UPN compete with CenturyLink, the incumbent local exchange carrier (“ILEC”) in those markets, as well as various well-established competitive local exchange carriers (“CLECs”) and other providers of services to business customers. The following is a partial list of other competitors to Cox and UPN in the business market:

- Birch Telecom – CLEC providing data, voice, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- CenturyLink – ILEC providing data, voice, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- EarthLink – Communications company providing data, voice, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- Great Plains Communications – Fiber company offering Ethernet connectivity to businesses and wholesale connectivity to regional and national carriers
- Level 3 – CLEC providing data, voice, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- MegaPath – CLEC providing data, voice, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- Nebraskalink – Provider of business Ethernet and internet access
- Neutral Path Communications – Provider of dark fiber, Ethernet and wavelengths
- Windstream – CLEC providing data, voice, metro E, zip Ethernet , fiber/gig service, trunking, PBX and MPLS
- Zayo – National provider of dark and lit fiber services to enterprise, healthcare, government, wireless and wireline carriers

Oklahoma

The Cox and UPN service areas overlap in the Oklahoma City MSA. UPN has facilities reaching 67 buildings, almost all of which are outside the existing Cox service area. Cox and UPN compete with AT&T, the incumbent local exchange carrier (“ILEC”) in those markets, as well as various well-established competitive local exchange carriers (“CLECs”) and other providers of services to business customers. The following is a partial list of competitors to Cox and UPN in the business market:

- AT&T – ILEC providing data, voice, wireless, metro E, zip Ethernet , fiber/gig service, hosted VoIP, trunking, PBX and MPLS
- Birch Telecom – CLEC providing data, voice, metro E, zip Ethernet , hosted VoIP, trunking, PBX and MPLS
- CenturyLink – CLEC providing Ethernet, MPLS VPN, private line and other network services to SMB and enterprise
- Dobson Technologies – Provider of business network connectivity, cell backhaul and wholesale connectivity
- EarthLink – Communications company providing data, voice, metro E, zip Ethernet, hosted VoIP, trunking, PBX and MPLS
- Level 3 – CLEC providing data, voice, metro E, zip Ethernet , hosted VoIP, trunking, PBX and MPLS
- KS Fiber Net – Communications company providing data, zip Ethernet and wireless voice
- LOGIX – CLEC providing Ethernet and T1 services to SMB and enterprise
- MBO Corp – Provider of Ethernet, Wavelength and TDM/SONET services to carriers, enterprises and small- and medium-sized businesses
- MegaPath – CLEC providing data, voice, metro E, zip Ethernet , hosted VoIP, trunking, PBX and MPLS
- Windstream – CLEC providing data, voice, metro E, zip Ethernet ,trunking, PBX and MPLS
- Zayo – National provider of dark and lit fiber services to enterprise, healthcare, government, wireless and wireline carriers

ATTACHMENT 2

Certifications

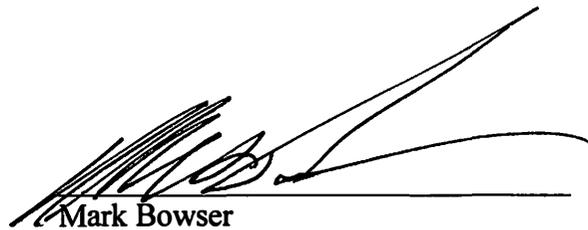
**APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC SECTION 214
AUTHORIZATION**

CERTIFICATION OF MARK BOWSER FOR COX COMMUNICATIONS, INC.

I, Mark Bowser, Executive Vice President and Chief Financial Officer of Cox Communications, Inc. ("Cox"), hereby certify that (1) Cox is not subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988; and (2) the factual statements in this Application concerning Cox and its affiliates are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: July 26, 2016

A handwritten signature in black ink, appearing to read 'Mark Bowser', is written over a horizontal line. The signature is stylized and extends upwards and to the right.

Mark Bowser
Executive Vice President and Chief Financial Officer
Cox Communications, Inc.
6205-B Peachtree-Dunwoody Road
Atlanta, GA 30328

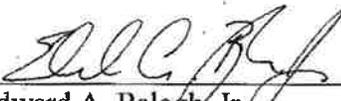
**APPLICATION FOR TRANSFER OF CONTROL OF INTERNATIONAL SECTION 214
AUTHORIZATION**

**CERTIFICATION OF EDWARD A. BALOGH, JR. FOR REP UP, L.P., UPN
HOLDINGS, LLC, UNITE PRIVATE NETWORKS, LLC, AND UNITE PRIVATE
NETWORKS-ILLINOIS, LLC**

I, Edward A. Balogh, Jr., an authorized representative of REP UP, L.P., hereby certify that (1) REP UP, L.P., UPN Holdings, LLC, Unite Private Networks, LLC and Unite Private Networks-Illinois, LLC are not subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988; and (2) the factual statements in this Application concerning UPN Holdings, LLC and its affiliates are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: July 27, 2016



Edward A. Balogh, Jr.
Authorized Representative
REP UP, L.P.
150 North College Street
Suite 2500
Charlotte, NC 28202