



RECEIVED
T. Scott Thompson
202.973.4200 tel
202.973.4499 fax

scottthompson@dwt.com

ORIGINAL

2009 JUN 12 P 3:58

AZ CORP COMMISSION
DOCKET CONTROL

June 11, 2009

Via Overnight Courier

Docket Control Center
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, AZ 85007-2927

Arizona Corporation Commission
DOCKETED

JUN 12 2009

DOCKETED BY	
-------------	---

Re: Notice of the Indirect Change in Ownership of NextG Networks of California, Inc. Docket No. T-20377A-05-0484 (Correspondence)

Dear Sir or Madam:

NextG Networks of California, Inc. ("NextG-CA"), through undersigned counsel, hereby notifies the Arizona Corporation Commission ("Commission") of a transaction whereby ownership and control of NextG-CA's parent corporation, NextG Networks, Inc. ("Parent"), will transfer to new investors. This letter is for informational purposes only to ensure the continuing accuracy of the Commission's records. As described below, Commission approval is not required for this transaction.

NextG-CA, which is a certified public utility in Arizona, will not sell, lease, assign, mortgage or otherwise dispose of any assets in connection with this transaction. Because this asset transfer will occur only at the parent company level, approval is not required under A.R.S. §40-285. Approval is also not required under the Public Utility Holding Companies and Affiliated Interests Rules ("Affiliated Interest Rules"). NextG-CA reported less than \$1 million in jurisdictional revenue in 2008 and does not qualify as a Class A utility. See A.A.C. R14-1-103.A.3.q. The Affiliated Interests Rules apply only to Class A utilities. A.A.C. R14-2-801.8. Although approval of the transaction is not required, NextG-CA files the following information to insure that current and complete corporate ownership information is available at the Commission.

NextG-CA is authorized to provide private line and intrastate access services pursuant to authority granted by the Commission in Decision No. 68915, issued in Docket No. T-20377A-05-0484 on August 29, 2006 ("CC&N"). As fully described to the Commission during NextG-CA's CC&N application process, NextG-CA is wholly-owned by Parent. Parent is a holding company whose operating subsidiaries, including NextG-CA, design, build, own, operate, and

DWT 12930797v1 0103871-000061

manage Distributed Antenna System ("DAS") networks and other telecommunications networks and facilities. NextG-CA provides telecommunications services, including "radio frequency ("RF") transport" and private line services, primarily to commercial mobile radio service providers. Additional details regarding NextG-CA's services and its legal, technical, managerial and financial qualifications to provide service were provided in its CC&N application.

On May 15, 2009, Parent and Nodes Merger Corp. ("Nodes") entered into a Merger Agreement and Plan ("Merger Agreement"). The Merger Agreement contemplates the merger of Nodes into Parent, with Parent continuing as the surviving corporation (the "Transaction"). Following consummation of the Transaction, the current stockholders of Parent will cease to own a majority of the outstanding shares of Parent's capital stock, and investment funds affiliated with Madison Dearborn Partners, LLC ("Madison Dearborn") will collectively own approximately 61% of the outstanding shares of Parent's capital stock. The parties anticipate consummating the merger on or about August 31, 2009, subject to the receipt of the required regulatory approvals, among other things.

After the Transaction, NextG-CA will provide the same products and services as it does at present, at the same rates and on the same terms and conditions, pursuant to the same telecommunications authorizations and contracts, and without changes to any billing protocol. The Transaction will not result in any loss or impairment of service to NextG-CA's customers, and customers will use the same contact information for inquiries or other communications with NextG-CA. Notice of any future changes in rates, terms and conditions of service will be provided to NextG-CA customers as required by law.

If you have any questions about the Transaction or desire any additional information regarding the matters discussed in this letter, please contact me.

Respectfully submitted,



T. Scott Thompson
Davis Wright Tremaine LLP
1919 Pennsylvania Avenue NW, Suite 200
Washington, DC 20006
Tel: (202) 973-4208
Fax: (202) 973-4499
Email: scottthompson@dwt.com

Counsel for NextG Networks of California, Inc.

Cc: Michael Hallam, Esq.
Melissa Conway, Esq.
Robert L. Delsman, Esq.