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RECEIVED

June 3, 2009

VIA OVERNIGHT MAIL

Public Service Commission of Utah
160 East 300 South
Salt Lake City, Utah 84114

**Re: Notice of Indirect Transfer of Control of NextG Networks of California, Inc.
d/b/a NextG Networks West**

Dear Sir or Madam,

NextG Networks of California, Inc. d/b/a NextG Networks West ("NextG"), through its counsel and pursuant to Utah Code §§ 54-4-28, 54-4-29, hereby provides notice to the Commission of a transaction whereby majority ownership of NextG Networks, Inc. ("Parent"), the ultimate parent corporation of NextG, will be transferred to new investors.

Please note that this is a parent holding company level transaction. NextG is the wholly owned subsidiary of Parent, and there is no change in the ownership or interest in NextG, the Certificate of Public Convenience and Necessity ("Certificate") holder. Moreover, the rights and privileges accorded NextG under the Certificate will not be assigned to any other entity in the course of this transaction, and there will be no change in the day-to-day operations or management of NextG as a result of the transaction.

In support of this notice, NextG provides the following information:

I. DESCRIPTION OF NEXTG

NextG is a Delaware corporation whose sole stock holder is Parent, NextG Networks, Inc., a Delaware corporation. NextG and Parent have a principal business address at 2216 O'Toole Ave, San Jose, California 95131. Parent is an unregulated holding company whose operating subsidiaries, including NextG, design, permit, build, own, operate and manage Distributed Antenna System (DAS) networks. NextG provides telecommunications services using those DAS networks, primarily Radio Frequency transport and backhaul telecommunications services, primarily to commercial mobile radio service providers.

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NextG is authorized to provide telecommunications services in Utah pursuant to a Certificate of Public Convenience and Necessity approved by the Public Service Commission of Utah in Docket Number 04-2445-01 on March 30, 2005.

II. DESCRIPTION OF THE TRANSACTION

Parent and Nodes Merger Corp. (“Nodes”) have entered into a Merger Agreement and Plan (“Merger Agreement”) as of May 15, 2009. 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 Transaction on or about August 31, 2009, subject to the receipt of the required regulatory approval, among other things.

After the Transaction, NextG 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 without changes to any billing protocol. The Transaction will not result in any loss or impairment of service to NextG’s customers, and the Commission will use the same contact information for inquiries or other communications with NextG. Indeed, NextG does not anticipate any change in management or operational personnel as a result of the Transaction, thus maintaining the managerial and technical expertise of NextG and its Parent. Therefore, the Transaction will be seamless and transparent to customers in Utah.

III. BENEFITS OF THE TRANSACTION

As a result of the Transaction, NextG will continue to provide high-quality telecommunications services to consumers, while gaining critically important access to additional resources. This Transaction, therefore, will give NextG the ability to become a stronger competitor, to the ultimate benefit of consumers. Further, NextG will not change its name or rates, terms or conditions of service as a result of the transfer of control. Moreover, NextG does not anticipate any change in the day-to-day operational or managerial control over its networks and services as a result of the Transaction. The only change will be that the ultimate ownership and control of Parent, NextG Networks, Inc., will transfer to the new investors.

NextG anticipates that this Transaction will provide it additional corporate resources, thereby putting NextG in a better position to sustain or expand its service offerings which inures to the ultimate benefit of its customers.

IV. CONCLUSION

For the reasons stated above, NextG submits that the Transaction will serve the public interest. Questions regarding this letter may be directed to the undersigned. Thank you for your attention to this matter.

Respectfully submitted,

Davis Wright Tremaine LLP



T. Scott Thompson
Robert Morgan

*Attorneys for NextG Networks of California, Inc.
d/b/a NextG Networks West*

cc: Robert Delsman