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December 30, 1999

VIA OVERNIGHT DELIVERY

Blanca S. Bayó  
Director, Division of Records & Reporting  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399-0870

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Re: UtiliCom Networks Clay County, Inc., Docket Nos. 971057-TX and 980164-TX  
Updated Notification of Proposed Indirect Transfer of Control


Dear Ms. Bayó:

On December 3, 1999 UtiliCom Networks, Inc. ("UtiliCom") and its wholly and partially owned operating subsidiaries (collectively, "the UtiliCom Companies"), including UtiliCom Networks Clay County ("UCNCC"); SIGECOM, LLC ("SIGECOM"); and TOTALink of Indiana, LLC, TOTALink of Michigan, LLC, and TOTALink of Ohio, LLC, (collectively, "TOTALink") submitted a letter notifying the Commission of a proposed series of equity financing transactions between the Blackstone Group, L.P. and UtiliCom resulting in a transfer of control of UtiliCom ("December 3 Letter"). After review, Commission staff determined that no action was needed by the Commission because the transactions occur at the parent company level and will not affect UCNCC, the certificated subsidiary. The December 3 Letter, however, was filed before final terms of the equity financing transactions were negotiated and therefore the terms have since changed. This letter is being filed to update information in the December 3 Letter to reflect more current terms contemplated for the equity financing transactions originally described in the December 3 Letter. Because the transactions still occur at the parent company level, this letter is being submitted for informational purposes only and should not alter the Commission staff's original determination that no action is required by the Commission in the context of these transactions.

The following changes have been made to the terms of the transactions:

1. Blackstone Capital Partners III Merchant Banking Fund, L.P. is no longer the Blackstone Group affiliate investing in UtiliCom or acquiring control of UtiliCom. Instead, Blackstone UC Management Associates L.L.C. ("Blackstone Management") (as General Partner for three special purpose investment vehicles - Blackstone UC Capital Partners L.P. ("Blackstone Capital"), Blackstone UC Offshore Capital

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Partners L.P. (“Blackstone Offshore”), and Blackstone Family UC Investment Partnership L.P. (“Blackstone Family”)) (collectively, “BLACKSTONE”) will be investing the \$100 million in financing in exchange for an ownership interest in UtiliCom. Blackstone Capital and Blackstone Family are Delaware limited partnerships. Blackstone Offshore is a Cayman Islands exempted limited partnership. Blackstone Management is a Delaware limited liability company. As general partner, Blackstone Management manages Blackstone Capital, Blackstone Offshore<sup>1/</sup> and Blackstone Family.

2. The closing date is now expected to be on or about the first or second week of January 2000.
3. To prepare for the first equity financing UtiliCom will complete a corporate restructuring which will interpose a holding company (“UtiliCom Holding LLC”) to hold a 100 percent interest in UtiliCom. The member of UtiliCom Holding LLC will be comprised of UtiliCom’s current shareholders and the BLACKSTONE entities that will be investing in UtiliCom through UtiliCom Holding LLC.
4. As part of the corporate restructuring, UtiliCom will change its name to Sigecom Holdings, Inc.
5. At the end of the first tranche, BLACKSTONE will have approximately 47 percent indirect ownership in Sigecom Holdings, Inc. f/k/a UtiliCom on a fully diluted basis. At the complete draw downs of both tranches, BLACKSTONE will have a total of approximately 64 percent indirect ownership in Sigecom Holding, Inc. f/k/a UtiliCom on a fully diluted basis.

Even with these changes, the transactions occur at the parent company level and will not affect UCNCC, the certificated subsidiary, and the changes in the transaction should not affect Commission staff’s analysis that no action is needed by the Commission. Please associate this letter with Order No. PSC-97-1387-FOF-TX in Docket No. 971057-TX and Order No. PSC-98-0644-FOF-TX in Docket No. 980164-TX. Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, postage prepaid envelope provided.

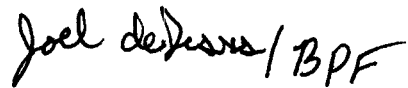
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<sup>1/</sup> Blackstone Offshore has two general partners, Blackstone Management and Blackstone UC Services (Cayman) LDC.

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Please do not hesitate to contact me if you have any questions regarding this transaction.

Respectfully submitted,

A handwritten signature in black ink that reads "Joel deJesus/BPF". The signature is written in a cursive, slightly slanted style.

Joel deJesus

Counsel for UtiliCom Networks Clay County, Inc.

cc: Tom Williams (FL PSC)  
Michael Angi  
Brett P. Ferenchak