FILED
12/03/20
08:04 AM

A2012002

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA

In the Matter of the Joint Application of Astound Broadband, LLC (U-6184-C), Radiate Holdings, L.P. and Stonepeak Associates IV LLC for Approval to Transfer Indirect Control of Astound Broadband, LLC, Digital West Networks, Inc. (U-7184-C), Norcast Communications Corporation (U-6640-C) and Blue Rooster Telecom, Inc. (U-7169-C)	A.20-____-____

JOINT APPLICATION OF ASTOUND BROADBAND, LLC (U-6184-C), RADIATE HOLDINGS, L.P., AND STONEPEAK ASSOCIATES IV LLC FOR APPROVAL TO TRANSFER INDIRECT CONTROL OF ASTOUND BROADBAND, LLC, DIGITAL WEST NETWORKS, INC. (U-7184-C), NORCAST COMMUNICATIONS CORPORATION (U-6640-C), AND BLUE ROOSTER TELECOM, INC. (U-7169-C)

[PUBLIC VERSION — EXHIBITS B AND D REDACTED]

Edward A. Yorkgitis, Jr.
Winafred R. Brantl
KELLEY DRYE & WARREN LLP
3050 K Street N.W., Suite 400
Washington, D.C. 20007
Tel: (202) 945-6649
Fax: (202) 342-8451
Email: **cyorkgitis@kelleydrye.com**
wbrantl@kelleydrye.com

Attorneys for Astound Broadband, LLC and Radiate Holdings, L.P.

William M. Wiltshire
HARRIS, WILTSHIRE & GRANNIS LLP
1919 M Street, NW, Suite 800
Washington, DC 20036
Tel: (202) 730-1300
Email: **wwiltshire@hwglaw.com**

Attorneys for Stonepeak Associates IV LLC

Dated: December 2, 2020

TABLE OF CONTENTS

I. Introduction 2

II. Description of the Applicants 3

III. Designated Contacts 5

IV. Certificates of Formation, Financial Statements and Management Team Information 6

V. Description of the Transaction 7

VI. Public Interest Statement 9

VII. Additional Information 10

A. Customer Transfer Notification 10

B. Compliance; Disclosures of Related Regulatory and Financial History of the Applicants, Officers, Directors and Major Shareholders 10

C. CEQA Considerations 11

VIII. Scoping Information 12

A. Proposed Category 12

B. Need for Hearing 12

C. Issues Requiring Consideration 13

D. Proposed Schedule 13

E. Compliance with Commission Procedural Requirements 14

IX. Conclusion 14

Exhibits

Verifications

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA

In the Matter of the Joint Application of Astound Broadband, LLC (U-6184-C), Radiate Holdings, L.P.\. and Stonepeak Associates IV LLC for Approval to Transfer Indirect Control of Astound Broadband, LLC, Digital West Networks, Inc. (U-7184-C), Norcast Communications Corporation (U-6640-C) and Blue Rooster Telecom, Inc. (U-7169-C)	A.20-____-____

JOINT APPLICATION OF ASTOUND BROADBAND, LLC (U-6184-C), RADIATE HOLDINGS, L.P., AND STONEPEAK ASSOCIATES IV LLC FOR APPROVAL TO TRANSFER INDIRECT CONTROL OF ASTOUND BROADBAND, LLC, DIGITAL WEST NETWORKS, INC. (U-7184-C), NORCAST COMMUNICATIONS CORPORATION (U-6640-C), AND BLUE ROOSTER TELECOM, INC. (U-7169-C)

Astound Broadband, LLC ("Astound") (U-6184-C),[1] Radiate Holdings, L.P. ("Radiate Holdings" or "Transferor"), and Stonepeak Associates IV LLC ("Transferee" and, together with Astound Broadband and Radiate Holdings, the "Applicants"),[2] pursuant to Section 854 of the California Public Utilities Code[3] as well as Article 2 and Rule 3.6 of the California Public Utilities Commission's ("Commission") Rules of Practice and Procedure ("Rules"), respectfully

---

[1] Astound and its affiliated operating companies, as described below, are referenced herein as the "Radiate Operating Companies."

[2] As explained below, Digital West Networks, Inc., Norcast Communications Corporation and Blue Rooster Telecom (together, the "Digital West Licensees") are the subject of a not-yet-consummated transaction through which they will be acquired by an affiliate of Radiate Holdings (and will become Radiate Operating Companies). Subsequent to the consummation of that transaction, the Digital West Licenses will be acquired by affiliates of the Transferee under the Proposed Transaction. Accordingly, a verification on their behalf is provided with this filing.

[3] All statutory references herein are to the California Public Utilities Code unless otherwise indicated.

request that the Commission approve the transfer of indirect control of Astound to Transferee (the "Proposed Transaction").

In addition, the Commission recently accepted an advice letter filed by Astound in connection with the proposed acquisition of the Digital West Licensees by one of its parent entities, Radiate HoldCo, LLC,.[4] The Federal Communications Commission ("FCC") has also approved the acquisition of the Digital West Licensees, completing the required regulatory approvals. The acquisition of the Digital West Licensees has not yet been consummated, but is expected to close in the near future, well before the Proposed Transaction. Post-close, the Digital West Licensees will become part of the Radiate Operating Companies. Consequently, the Proposed Transaction for which approval is sought in this Application will result in a transfer of indirect control of the Digital West Licensees to the Transferee, and the Applicants hereby request that the Commission approve this transfer as well.[5]

Concurrently, pursuant to California Public Utilities Code Section 583, California Public Utilities Commission General Order 66-D, and Rule 11.4 of the Rules, Applicants have filed a Motion to File Confidential Material Under Seal to request that certain sensitive commercial and financial information in this Application be accorded confidential treatment.

I. INTRODUCTION

On November 1, 2020, Stonepeak Infrastructure Partners ("Stonepeak") announced that it had reached an agreement to acquire Radiate Holdings and the Radiate Operating Companies

[4] Advice Letter No. 128 of Astound Broadband, LLC (U-6184-C) (filed Oct. 5, 2020).

[5] Promptly upon closing of the acquisition of the Digital West Licensees, notice will be filed in the docket for this Application to update the record.

from the current owners of Radiate Holdings.[6] Applicants respectfully submit this filing (the "Application") because the proposed acquisition will result in a material change in the control and ownership of Astound and of the Digital West Licensees, entities authorized by the Commission to provide telecommunications services in California. No assignment of licenses, assets, or customers will occur as a consequence of the Proposed Transaction. Immediately following the consummation of the Proposed Transaction, it is contemplated that Astound and the Digital West Licensees will continue to provide service to its existing customers pursuant to the same rates, terms, and conditions. Accordingly, the Proposed Transaction will be, for all practical purposes, imperceptible to the customers of these operating companies. The Proposed Transaction is not expected to adversely affect competition in the State of California because it will not result in a reduction of competitors, and customers will continue to have access to the same competitive alternatives they have today.

Applicants submit that the approval requested by this Application is in the public interest and should be granted on an expedited basis. Applicants seek to complete the Proposed Transaction by the second quarter of 2021 and therefore request that the Commission consider this Application no later than a Voting Meeting scheduled in April 2021.

---

[6] *See* Press Release, *Stonepeak Announces Agreement to Acquire Astound Broadband from TPG for $8.1 Billion*, Stonepeak Announces Agreement to Acquire Astound Broadband from TPG for $8.1 Billion | Business Wire (Nov. 1, 2020). For certain strategic reason, the press release refers to the current Radiate Operating Companies as the Astound Broadband Companies.

II. DESCRIPTION OF THE APPLICANTS

A. Radiate Holdings, L.P. ("Radiate Holdings")

Radiate Holdings is a Delaware limited partnership and serves as the common parent entity for Astound and the other Radiate Operating Companies.[7] The general partner of Radiate Holdings is Radiate Holdings GP, LLC, ("Radiate GP"), and the sole member of Radiate GP is TPG Advisors VII, Inc. ("TPG Advisors"), a Delaware investment fund holding company that is directly owned and controlled jointly by the principals of TPG Global, LLC ("TPG") – David Bonderman and James G. Coulter. Radiate GP is managed by its board of directors (the "GP Board"), a majority of which directors are appointed by TPG Advisors. . Accordingly, TPG Advisors, through its appointees on the GP Board, controls Radiate GP, Radiate Holdings, and, in turn, Astound and the other Radiate Operating Companies, which provide cable, telecommunications, and broadband services to over one million customers in California, nine other states,[8] and the District of Columbia. Upon the consummation of the acquisition of the Digital West Licensees described above, Radiate Holdings will also control the Digital West Licensees.

B. Astound and the Digital West Licensees

Astound is a Washington limited liability company, and is located at 650 College Road East, Suite 3100, Princeton, NJ 08540. Astound holds licenses to provide telecommunications

---

[7] *See* A1707018 - *Joint Application of Astound Broadband, LLC (U6184C), Wave Holdco, LLC and Radiate Holdings, L.P. for Expedite Approval of Indirect Transfer of Control of Astound Broadband, LLC (U6184C), Pursuant to Public Utilities Code Section 854(a).* The individual Radiate Operating Companies are identified in the attached organizational charts.

[8] In addition to California, these states include: Illinois, Maryland, Massachusetts, New York, Oregon, Pennsylvania, Texas, Virginia and Washington.

services in California as well as in Oregon and Washington.[9] Astound offers digital television, high-speed Internet services, voice and business data services, and currently provides these services to approximately 28,000 subscribers in California.

Astound is a direct wholly-owned subsidiary of WaveDivision Holdings, LLC, which itself is an indirect, wholly-owned subsidiary of Radiate Holdings. Further information regarding Astound has been submitted previously to the Commission and is therefore a matter of public record. Applicants request that this information be incorporated herein by reference.

The Digital West Licensees are California corporations and are located at 1998 Santa Barbara Avenue, San Luis Obispo, CA 93401. Each holds authority from the Commission to provide intrastate local and long distance telecommunications services in California.[10] Details of the current ownership of the Digital West Licensees and their ownership upon closing of the acquisition by Radiate HoldCo are available in Advice Letter No. 128 of Astound. Additional information regarding the Digital West Licensees has been submitted previously to the Commission and is therefore a matter of public record. Applicants request that this information be incorporated herein by reference.

---

[9] Astound was authorized by the Commission to provide telecommunications services in California in Decision 05-10-039 (approving the transfer of Seren Innovations, Inc.'s authorization to Astound).

[10] *See* Decision 17-08-027 (granting certificate of public convenience and necessity to Digital West Networks, Inc.); Decision 10-03-018 (granting certificate of public convenience and necessity is granted to Blue Rooster Telecom, Inc.); Decision 02-03-036 (granting certificate of public convenience and necessity (CPCN) is granted to Norcast Communications Corporation).

C. Stonepeak Associates IV LLC

Transferee is a Delaware limited liability company affiliated with private equity funds managed by Stonepeak Infrastructure Partners ("Stonepeak"), a specialized private equity firm that invests in strategically important infrastructure assets within the communications, energy, power, water, renewables, and transportation sectors. Founded in 2011 and headquartered in New York, Stonepeak manages over $29.2 billion of capital for its investors.[11] Stonepeak has considerable experience in the digital infrastructure sector with select investments across residential broadband, data centers, enterprise fiber, towers, and small cells that give it visibility and expertise across the broader communications sector. This experience positions Stonepeak as an ideal partner to the Radiate Operating Companies as they continue to grow and strengthen their service offerings.

Stonepeak itself is ultimately controlled by Michael Dorrell, who is a citizen of, and who resides in, the United States.[12] Mr. Dorrell has been involved in all phases of Stonepeak's development since 2011, and has 20 years of experience investing in infrastructure.

Upon consummation of the Proposed Transaction, Transferee will be the sole member of Radiate GP and, through the appointment of a majority of the directors of the GP Board, will control Radiate GP, Radiate Holdings, and, in turn, Astound, the Digital West Licensees, and the

---

[11] Stonepeak's assets under management ("AUM") calculation provided herein is determined by taking into account (i) unfunded capital commitments of Stonepeak Infrastructure Fund LP, Stonepeak Infrastructure Fund II LP, Stonepeak Infrastructure Fund III LP, Stonepeak Global Renewables Fund LP, and Stonepeak Infrastructure Credit Fund I LP and any co-invest vehicles managed by Stonepeak as of September 30, 2020, (ii) the gross asset value of such funds and co-invest vehicles, plus any feeder fund level cash with respect to such funds and co-invest vehicles as of September 30, 2020, and (iii) accepted capital commitments of Stonepeak Infrastructure Fund IV LP as of September 16, 2020. The AUM figure differs from the amount of assets under management reported for regulatory purposes and is based on gross asset values that are estimated and unaudited.

[12] Mr. Dorrell also holds Australian citizenship.

other Radiate Operating Companies. Transferee and the Stonepeak funds and managed vehicles that will indirectly own a majority of the limited partnership interests in Radiate Holdings are controlled by Mr. Dorrell.

Stonepeak's communications portfolio companies include the following providers of domestic telecommunications services:

- **ExteNet Systems, Inc. ("ESI") and its subsidiaries:** Founded in 2002, ESI designs, builds, owns and operates distributed networks for use by national and regional wireless service providers in key strategic markets in North America. ESI and its subsidiaries ("ExteNet") deploy distributed networks to enhance coverage and capacity and enable superior wireless service in both outdoor and indoor environments. Primary markets addressed by ExteNet include outdoor distributed networks in a variety of densely occupied or heavily traveled settings, and venues used for sports and entertainment events, the hospitality industry, commercial buildings, and healthcare facilities. Collectively, ExteNet holds authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Maine, North Dakota, Vermont, West Virginia and Wyoming. In California:
    - ESI providers full facilities-based and resold competitive local exchange and interexchange services pursuant to authorization granted in Docket No. A.18-11-002;
    - ESI's subsidiary ExteNet Systems (California), LLC provides limited facilities-based InterLATA and IntraLATA telecommunications services pursuant to authorization granted in Docket No. A.05-05-007 and full

facilities-based provider of local exchange in PacBell, VZ-CA, SureWest and Citizens and interexchange statewide pursuant to authorization granted in Docket No. A.05-07-025; and

- ESI's subsidiary Hudson Fiber Network Inc. provides full facilities-based and resold competitive local exchange and interexchange services pursuant to authorization granted in Docket No. A. 19-09-004.

III. DESIGNATED CONTACTS

Questions, correspondence or other communications concerning this Application should be directed to Applicants' counsel as identified below:

For Transferor and RCN:

Edward A. Yorkgitis, Jr.
Winafred R. Brantl
KELLEY DRYE & WARREN LLP
3050 K Street N.W., Suite 400
Washington, D.C. 20007
Tel: (202) 945-6649
Fax: (202) 342-8451
Email: cyorkgitis@kelleydrye.com
wbrantl@kelleydrye.com

For Transferee:

Michael Nilsson
HARRIS, WILTSHIRE & GRANNIS LLP
1919 M Street, NW, Suite 800
Washington, DC 20036
Tel: (202) 730-1334
Email: mnilsson@hwglaw.com

With a copy to:

Joseph Kahl
Vice President, Regulatory & Public Affairs
RCN Corporation
650 College Road East, Suite 3100
Princeton, NJ 08540
Fax: (703) 434-8184
Email: joseph.kahl@rcn.net

Jeffrey B. Kramp
EVP, Secretary & General Counsel
RCN/Grande Communications/Patriot Media Consulting
650 College Road East, Suite 3100
Princeton, NJ 08540
Fax: (609) 452-2540 (F)
Email: jkramp@patmedia.us

With copies to:

Brian McMullen
Senior Managing Director
Stonepeak Associates IV LLC
c/o Stonepeak Infrastructure Partners
55 Hudson Yards, 48th Floor
New York, NY 10001
Tel: (212) 907-5100
Email: mcmullen@stonepeakpartners.com

Adrienne Saunders
General Counsel
Stonepeak Associates IV LLC
c/o Stonepeak Infrastructure Partners
55 Hudson Yards, 48th Floor
New York, NY 10001
Tel: (212) 907-5100
Email: saunders@stonepeakpartners.com

IV. CERTIFICATES OF FORMATION, FINANCIAL STATEMENTS, AND MANAGEMENT TEAM INFORMATION

Pursuant to Rule 2.2 of the Commission. Rules, Certificates of Formation for Astound, the Digital West Licensees, Transferor and Transferee, and documentation of Astound's and the Digital West Licensees' registrations and good standing with the California Secretary of State as a foreign limited liability company are attached at **Exhibit A**. Neither Transferor nor Transferee is required to qualify to transact business in the State of California at this time because they do not have operations in the State of California.

The Commission's Rules require that when a party proposes to acquire control of a certificated company it must (i) demonstrate that it holds authority at least equivalent to that held by the company it seeks to acquire or (ii) demonstrate that it meets the same financial requirements as the certificated company. Because Astound and the Digital West Licensees have limited facilities-based authority, Transferee must demonstrate that it possesses, at minimum,

access to $100,000 cash or a cash equivalent, plus sufficient reserves to meet any carrier deposits of Astound and the Digital West Licensees.[13] Pursuant to Rule 3.6 of the Commission's rules, financial information that satisfies that requirement is provided under seal confidential **Exhibit B.**[14] Each of the Applicants maintains its financial records confidentially and does not disclose this information to the public. Moreover, each of the Applicants could be materially harmed by disclosure of this information to the public – in the case of Astound and the Digital West Licensees, particularly by disclosure to their current and prospective competitors in the California communications market. For this reason, Applicants submit the contents of this exhibit separately with an accompanying motion for confidential treatment.

As discussed below, the management of the Radiate Operating Companies has been central to their success in the national communications marketplace. Post-close, Transferee currently intends that the current management team will continue to guide the Radiate Operating Companies' operations, supported by the resources available through Stonepeak. Information about the Radiate Operating Companies' management team is provided in **Exhibit C.**

---

[13] The Applicants note that Astound does not have any carrier deposits for its existing, ongoing operations, and does not expect to be required to provide any such deposits in the future.

[14] Transferee is a holding company and does not prepare financial statements in the ordinary course. To demonstrate that Transferee will have at least $100,000 in cash or cash equivalents, post-closing, Applicants are providing in confidential **Exhibit B** equity commitment letters pursuant to which Transferee and Stonepeak Associates III LLC (on behalf of the funds they manage) commit to contribute cash upon closing of the Proposed Transaction to the parent entities of Radiate Holdings in the amounts as specified therein, as well as combined financial statements (unaudited) for the nine months ended September 30, 2020, for several of the Stonepeak funds that will invest in Radiate Holdings in the Proposed Transaction.

V. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of the Agreement and Plan of Merger (the "Agreement") dated October 31, 2020, by and among Transferor, certain affiliates of Transferor, and certain affiliates of Transferee,[15] the Proposed Transaction will be effected through a set of substantially simultaneous mergers, as a result of which:

- Control of Astound and the other Radiate Operating Companies will continue to be exercised indirectly through Radiate GP, the general partner of Radiate Holdings. However, upon consummation of the Proposed Transaction, (x) the sole member of Radiate GP will change from TPG Advisors to Transferee, and (y) Transferee and not TPG Advisors will have the right to appoint a majority of the directors of the GP Board and, accordingly, will control Radiate GP, Radiate Holdings, and, in turn, Astound, the Digital West Licensees, and the other Radiate Operating Companies.
- The current direct and indirect equity holders of Radiate Holdings will transfer their indirect interests in Astound, the Digital West Licensees, and the other Radiate Operating Companies – namely, their limited partnership interests in Radiate Holdings – to two Stonepeak-affiliated entities: Stonepeak Tiger Holdings I LLC, a Delaware limited liability company ("Tiger Holdings I"), and Stonepeak Tiger Holdings II Sub

[15] The Transferee-affiliated parties to the Agreement are: Stonepeak Tiger Holdings I LLC, Stonepeak Tiger Holdings II Sub LLC, Stonepeak Tiger Blocker I LLC, Stonepeak Tiger Blocker II LLC, Stonepeak Tiger Blocker III LLC, Stonepeak Tiger Blocker IV LLC, Stonepeak Tiger GP Merger Sub LLC, and Stonepeak Tiger Partnership Merger Sub LP.

The Transferor-affiliated parties are: Radiate Holdings GP, LLC, TPG VII Radiate BL, LLC; TPG Wakeboard BL, LLC; Radiate GF II Blocker, LLC; Radiate OF II Blocker, LLC, and TPG VII Radiate Holdings I, L.P.

LLC, a Delaware limited liability company ("Tiger Holdings II"), which, together with Transferee, will be under the common indirect control of Mr. Dorrell.

Transferee advises the Commission that Stonepeak is exploring syndicating a portion of its equity interest in Radiate Holdings:[16]

- For a period of up to 75 days after the signing of the Agreement, TPG has the right (the "TPG Investment Right") under a letter agreement by and among TPG, Tiger Holdings I and Stonepeak Tiger Holdings II LP (the parent entity of Tiger Holdings II) to elect to make, at the consummation of the Proposed Transaction, an investment in Tiger Holdings I and Stonepeak Tiger Holdings II LP of up to $750 million through one or more investment funds controlled by TPG (collectively, the "TPG Fund"). As of the date of this Application, TPG has not exercised the TPG Investment Right. Even if TPG exercises the TPG Investment Right and an investment is made through the TPG Fund up to the limit, *the controlling entity of Radiate GP and the ownership structure of Transferee as each is described herein will not change*. However, the ownership percentages of the reportable interest holders provided in this Application may be reduced or otherwise change, potentially materially, as a result of such

[16] The co-investors may be granted customary minority protections commensurate with their indirect interests in Radiate Holdings, e.g., consent/veto rights over the following matters: (i) amendment or repeal of organizational documents that would disproportionately affect the investor's rights in a material and adverse manner; (ii) variation of class rights that would disproportionately affect the investor's rights in a material and adverse manner; (iii) issuance of securities other than in accordance with the pre-emptive regime and other customary exceptions; (iv) changes to the capital structure that would disproportionately affect the investor's rights in a material and adverse manner; (v) declaration of any dividends/distributions other than on a pro-rata basis; (vi) liquidation, insolvency or winding up; (vii) cessation or material alteration to the nature of the business; (viii) entry into material affiliate transactions, other than on arm's length terms; and (ix) change in any tax classification that would disproportionately affect the investor in a material and adverse manner.

investment by the TPG Fund. The TPG Fund will be ultimately controlled by the principals of TPG. The principals of TPG are David Bonderman and James G. Coulter, each of whom is a United States citizen. It is not currently expected that TPG's exercise of the TPG Investment Right and the investment in Tiger Holdings I and Stonepeak Tiger Holdings II LP by the TPG Fund will result in any entity (other than the TPG Fund) holding a 10-percent-or-greater equity interest in Radiate Holdings. Applicants will, in a timely fashion, notify the Commission if, as a result of the exercise of the TPG Investment Right, (x) there will be changes in the ownership percentages for reportable interest holders provided in this Application or (y) any new entity (other than the TPG Fund) will hold a 10-percent-or-greater equity interest in Radiate Holdings.

- Stonepeak is also exploring further syndicating a portion of its equity interest in Radiate Holdings to other co-investors. The structure of any such co-investment, and identity of the co-investors, is yet to be finalized. Excluding the TPG Fund, reflected in the organizational charts provided in **Exhibit E** are the co-invest vehicles that could potentially hold a 10-percent-or-greater equity interest in Radiate Holdings (although it is also possible that no such vehicle will hold such an interest). While Transferee is unable to currently specify with sufficient accuracy the equity interest to be held by any such co-invest vehicle, the Transferee advises that each such co-invest vehicle will be under the common indirect control of Mr. Dorrell. In addition, and most importantly, *no such co-investment will change the proposed controlling entity of Radiate GP or affect the ownership structure of Transferee as each is described herein.* However, the ownership percentages of the reportable interest holders

provided in this Application may be reduced or otherwise change, potentially materially so, as a result of such co-investment. Applicants will, in a timely fashion, notify the Commission if, as a result of such co-investment, (x) there will be changes in the ownership percentages for reportable interest holders provided in this Application or (y) any new vehicles (other than those reflected in the organizational charts provided in **Exhibit E**) will hold a 10-percent-or-greater equity interest in Radiate Holdings and the percentage interest held by them.

For the Commission's convenience, pre- and post-Transaction organization charts are provided as **Exhibit E**.

Consummation of the Transaction is contingent on, among other requirements, receipt of all necessary regulatory approvals.

VI. PUBLIC INTEREST STATEMENT

The Proposed Transaction Will Serve the Public Interest

Stonepeak's goal in the Proposed Transaction is simple: to make more resources available to an already excellent group of cable, broadband, and telephone providers. Stonepeak believes that it can create value by investing incremental capital after closing of the Proposed Transaction, and has a history of partnering with leading management teams to provide a financial partner with available growth capital to scale their platforms. A majority of Stonepeak's investments have substantial follow-on growth capital commitments. For example, since its acquisition by Stonepeak in 2015, ExteNet has expanded its indoor and outdoor "neutral host" distributed network systems ("DNS") to help meet the intense demand for improved mobile and wireless broadband coverage and capacity in key strategic markets across the United States, and is the largest independent DNS provider in the United States.

Stonepeak has chosen this investment among other ones potentially available to it, in part, because of the excellent management and operations teams leading the Radiate Operating Companies. Stonepeak currently intends to retain the current management team and does not currently intend to materially change the operations of Astound, the Digital West Licensees, and the other Radiate Operating Companies – other than to devote additional resources to help Astound, the Digital West Licensees, and the other Radiate Operating Companies invest in their networks and services.

The Proposed Transaction will have no adverse impact on the customers or operations of Astound or the Digital West Licensees. Upon consummation of the Proposed Transaction, these carriers intend to continue to provide service at the same rates, terms, and conditions as contained in existing customer contracts. It is contemplated that existing customers will continue to be served by Astound and the Digital West Licensees pursuant to the Companies' existing authorizations, as well as their existing tariffs and contracts. The Proposed Transaction is not anticipated to result in service disruption, contract termination, or customer confusion. And, as discussed above, it is contemplated that Astound and the Digital West Licensees will continue to operate under the current experienced and knowledgeable management of the Radiate Operating Companies. It is anticipated that the only material change resulting from the Proposed Transaction will be that Astound, the Digital West Licensees, and the other Radiate Holding Companies will be controlled by Transferee rather than TPG Advisors. Transferee and the Stonepeak funds and managed vehicles acquiring the passive equity interests are well-qualified to become the new controller and owners, respectively, of Astound, the Digital West Licensees, and the other Radiate Operating Companies, which, following closing, will enjoy access to the

resources and management expertise of Transferee and its affiliates and the Stonepeak funds and managed vehicles.

VII. ADDITIONAL INFORMATION

A. Customer Transfer Notification

Customer transfer notification is not applicable to the Proposed Transaction described in this application. The change in the ultimate ownership and control of Astound and the Digital West Licensees will not result in a transfer of those carriers' customers to another provider in California or any other jurisdiction. Moreover, it is contemplated that the customers of Astound and the Digital West Licensees will continue to receive their existing services at the same rates, terms, and conditions as they do today. Consequently, the Proposed Transaction does not effectuate a customer base transfer as contemplated by Section 851 and customer notice is not required.

B. Regulatory Compliance and Disclosures of Related Regulatory and Financial History of the Applicants, Officers, Directors and Major Shareholders;

Astound and the Digital West Licensees are committed to compliance with the regulatory requirements of this Commission, the State of California and all of the jurisdictions in which it provides services. To Applicants' knowledge, Astound and the Digital West Licensees are in compliance with the Commission's requirements, including reporting and fee and surcharge remittance.

In Decision No. 13-05-035, the Commission adopted a requirement that a telephone corporation seeking approval for a transfer control must include with its application a broad certification that neither applicant nor any of its affiliates, officers, directors, partners, agents, or owners (directly or indirectly) of more than 10% of applicant, or anyone acting in a management capacity has, among other items, held a position with a company that filed for bankruptcy, been

found liable for misrepresentations to consumers, or agreed to any other type of monetary forfeitures in resolution of any action by any regulatory body, agency, or attorney general. The Decision provides that, if an applicant cannot make this certification, it shall provide a statement of exceptions or other explanatory documentation.

Because it has a large number of affiliates it would be unreasonably burdensome for Stonepeak Associates IV LLC to make the broad certification provided for in D.13-05-035. Instead, attached as **Exhibit F** is the certification of Michael Dorrell, the Chairman, CEO, and co-founder of Stonepeak, who controls the Stonepeak-affiliated investment funds, including Stonepeak Associates IV LLC. This certification is made to the best of the certifying individual's knowledge and covers the last five years.

A certification on behalf of Astound and Radiate Holdings will be provided via supplemental filing, also as **Exhibit F.**

C. CEQA Considerations

The Proposed Transaction will have no adverse effect on the environment whatsoever, as it will consist solely of a transfer of indirect control of Radiate Holdings, Astound, the Digital West Licensees, and Radiate Holdings' other subsidiaries. No authority for new construction is requested by this Application. In the past, the Commission has found that a proposed transaction which is simply a transfer of equity interests – *i.e.*, a "paper transaction" – does not require CEQA review because, in these circumstances, there is no possibility that granting the application would have an adverse effect on the environment.[17] Applicants submit that this

[17] *See, e.g.*, D.19-12-045, Decision Authorizing the Transfer of Indirect Control of Fusion Connect, Inc. to Telecom Holdings, ("This application proposes no new construction. Accordingly, there is no possibility that the transaction described herein may have any

Application is exempt from CEQA review pursuant to 14 California Code of Regulation §15061(b)(3).[18]

VIII. SCOPING INFORMATION

A. Proposed Category

The Applicants propose that the Commission classify this proceeding as rate setting. Although this Application does not affect rates, the definitions of "adjudicatory" or "quasi-legislative" as set forth in Rule 1.3(a) and (d) do not apply to this Application. Rules 1.3(e) and 7.1(e)(2) provide that when a proceeding clearly does not fit into either the "adjudicatory" or "quasi-legislative," it should be conducted under the rate setting procedures.

B. Need for Hearing

No hearings are needed for the Commission to act on Applicants' request. The Proposed Transaction is uncontroversial, and no safety considerations are raised by the proposed change to indirect control of Astound and the Digital West Licensees.

C. Issues Requiring Consideration

The Applicants believe that the sole issue in this proceeding is whether the Commission should approve the Proposed Transaction, specifically the transfer of indirect control of Astound and the Digital West Licensees to Transferee.[19]

---

significant impact on the environment."); D.17-09-030, Decision Granting Transfer of Control to Olympus Holdings II LLC.

[18] 14 CCR § 15061 (b) (3) (Classifying a project as exempt from CEQA requirements where "[t]he activity is covered by the common sense exemption that CEQA applies only to projects which have the potential for causing a significant effect on the environment. Where it can be seen with certainty that there is no possibility that the activity in question may have a significant effect on the environment, the activity is not subject to CEQA.").

[19] Applicants' respective operations do not generate California revenues at a level that implicates the provisions of Section 854(b)-(c).

D. Proposed Schedule

The Applicants propose the following schedule:

Application Filing Date	December 2, 2020
Protests and Other Responses to Application Due	30 days after Notice in the Daily Calendar
Replies to Protests, if any	10 days after protests, if any
Prehearing Conference	75 days after Application filing date
Issuance of Scoping Memo	14 days after Prehearing Conference
Issuance of Proposed Decision	120 days after Application filing date
Commission Final Decision	150 days after Application Filing date *Provided that this Application remains an uncontested matter, the Applicants respectfully request, pursuant to § 311(g)(2) of the Public Utilities Code and Commission Rule 14.6(c)(2), that the otherwise applicable 30-day period for public review and comment on a proposed decision be waived.*

E. Compliance with Commission Procedural Requirements

Rule	**Requirement**	**Section(s)/ Exhibit(s)**
2.1(a)	Legal Name and Address	II, III
2.1(b)	Persons to Receive Notice	III
2.1(c)	Categorization/Hearing/Proposed Schedule	VIII
2.2	Formation Agreements and Qualifications to Transact Business	IV, Exh. A
2.3 and 3.6(e)	Financial Statements	IV, Exh. B
2.4	CEQA Compliance	VII
3.6(a)	Character of business	II
3.6(b)	Description of Property	V, Exh. D
3.6(c)	Reasons for Transaction	V, Exh. D
3.6(d)	Terms of Transaction	V, Exh. D

3.6(f)	Transaction Documents	Exh. D
2.1 and D.13-05-035, ¶14	Certification	Exh. F

IX. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity will be furthered by grant of this Application. Accordingly, Applicants request that the Commission authorize Stonepeak Associates IV LLC to acquire indirect control of Astound and the Digital West Licensees as set forth above.

Respectfully submitted this 2nd day of December, 2020 at San Francisco, California.

/s/ Edward A. Yorkgitis, Jr.

Edward A. Yorkgitis, Jr.
Winafred R. Brantl:
Kelley Drye & Warren LLP
3050 K Street, N.W., Suite 400
Washington, D.C. 20007
Tel: (202) 945-6649
Email: cyorkgitis@kelleydrye.com
wbrantl@kelleydrye.com

Attorneys for Astound Broadband, LLC, and Radiate Holdings, L.P.

/s/ William M. Wiltshire

William M. Wiltshire
HARRIS, WILTSHIRE & GRANNIS LLP
1919 M Street, NW, Suite 800
Washington, DC 20036
Tel: (202) 730-1300
Email: wwiltshire@hwglaw.com

Attorneys for Stonepeak Associates IV LLC

Joint Application of Astound Broadband, LLC (U-6184-C), Radiate Holdings, L.P. and Stonepeak Associates IV LLC for Approval to Transfer Indirect Control of Astound Broadband, LLC, Digital West Networks, Inc., Norcast Communications Corporation and Blue Rooster Telecom, Inc.

Exhibits

Exhibit A	Corporate Documentation for Astound, the Digital West Licensees, Radiate Holdings and Stonepeak Associates IV LLC
Exhibit B	Financial Qualifications **[*Confidential – submitted separately with a motion for leave to file under seal*]**
Exhibit C	Management Information
Exhibit D	Agreement and Plan of Merger **[*Confidential – submitted separately with a motion for leave to file under seal*]**
Exhibit E	Pre- and Post-Closing Organizational Diagrams for Astound and the Digital West Licensees
Exhibit F	Disclosures of Related Regulatory and Financial History of the Applicants, Officers, Directors and Major Shareholders

Joint Application of Astound Broadband, LLC (U-6184-C), Radiate Holdings, L.P. and Stonepeak Associates IV LLC for Approval to Transfer Indirect Control of Astound Broadband, LLC, Digital West Networks, Inc., Norcast Communications Corporation and Blue Rooster Telecom, Inc.

EXHIBIT A

Corporate Documentation for Astound, the Digital West Licensees, Radiate Holdings, L.P. and Stonepeak Associates IV LLC

State of California
Secretary of State

File # 200523710225

FILED
In the office of the Secretary of State
of the State of California

AUG 22 2005

LIMITED LIABILITY COMPANY
APPLICATION FOR REGISTRATION

A $70.00 filing fee AND a certificate of good standing from an authorized public official of the jurisdiction of formation must accompany this form.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

ENTITY NAME (End the name in Item 1 with the words "Limited Liability Company," "Ltd. Liability Co." or the abbreviations "LLC" or "L.L.C.")

1. NAME UNDER WHICH THE FOREIGN LIMITED LIABILITY COMPANY PROPOSES TO REGISTER AND TRANSACT BUSINESS IN CALIFORNIA
   Astound Broadband, LLC
2. NAME OF THE FOREIGN LIMITED LIABILITY COMPANY, IF DIFFERENT FROM THAT ENTERED IN ITEM 1 ABOVE

DATE AND PLACE OF ORGANIZATION

3. THIS FOREIGN LIMITED LIABILITY COMPANY WAS FORMED ON 08 (MONTH) - 19 (DAY) - 05 (YEAR) IN Washington (STATE OR COUNTRY)
   AND IS AUTHORIZED TO EXERCISE ITS POWERS AND PRIVILEGES IN THAT STATE OR COUNTRY.

AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both Items 4 and 5 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 4 must be completed (leave Item 5 blank).

4. NAME OF AGENT FOR SERVICE OF PROCESS
   Corporation Service Company which will do business in California as CSC-Lawyers Incorporating Service
5. IF AN INDIVIDUAL, ADDRESS OF INITIAL AGENT FOR SERVICE OF PROCESS IN CALIFORNIA | CITY | STATE CA | ZIP CODE

APPOINTMENT (The following statement is required by statute and may not be altered.)

6. IN THE EVENT THE ABOVE AGENT FOR SERVICE OF PROCESS RESIGNS AND IS NOT REPLACED, OR IF THE AGENT CANNOT BE FOUND OR SERVED WITH THE EXERCISE OF REASONABLE DILIGENCE, THE SECRETARY OF STATE OF THE STATE OF CALIFORNIA IS HEREBY APPOINTED AS THE AGENT FOR SERVICE OF PROCESS OF THIS FOREIGN LIMITED LIABILITY COMPANY.

OFFICE ADDRESSES (Do not abbreviate the name of the city.)

	CITY AND STATE	ZIP CODE
7. ADDRESS OF THE PRINCIPAL EXECUTIVE OFFICE 401 Kirkland Park Place, Suite 410	Kirkland, WA	98033

8. ADDRESS OF THE PRINCIPAL OFFICE IN CALIFORNIA, IF ANY | CITY | STATE CA | ZIP CODE

EXECUTION

9. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF AUTHORIZED PERSON — DATE 8/22/05

Steven B. Weed — TYPE OR PRINT NAME OF AUTHORIZED PERSON

CEO & Manager — TITLE OF AUTHORIZED PERSON

RETURN TO (Enter the name and the address of the person or firm to whom a copy of the filed document should be returned.)

10 NAME [Laurce Seko]
FIRM Cairncross & Hempelmann, P.S.
ADDRESS 524 2nd Ave., Suite 500
CITY/STATE/ZIP [Seattle, WA 98104]

UNITED STATES OF AMERICA

The State of Washington

Secretary of State

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

ASTOUND BROADBAND, LLC

I FURTHER CERTIFY that the records on file in this office show that the above named Limited Liability Company was formed under the laws of the State of WA and was issued a Certificate Of Formation in Washington on 8/19/2005.

I FURTHER CERTIFY that as of the date of this certificate, ASTOUND BROADBAND, LLC remains active and has complied with the filing requirements of this office.

Date: August 19, 2005

UBI: 602-531-913

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed

Sam Reed, Secretary of State

200523710225

2342972

Articles of Incorporation of Digital West Networks

I. The undersigned, acting as incorporator(s) of a corporation under the General Corporation Law adopt(s) the following Articles of Incorporation for such corporation.

II. The name of the corporation is Digital West Networks.

III. The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporation Code.

IV. The name and address in the State of California of this corporation's initial agent for service of process is:

Timothy Williams
243 Granada Drive
Suite D
San Luis Obispo, CA 93401

V. This corporation is authorized to issue only one class of shares stock and the total number of shares, which this corporation is authorized to issue is three hundred thousand (300,000).

VI. The provision regarding par value of shares is as follows: No Par Value.

VII. Provisions granting preemptive rights are:

> **"Such rights are granted to ensure existing shareholders maintain their equity position in the Corporation."**

VIII. The incorporator or incorporators until the directors are elected may do whatever is necessary and proper to perfect the organization of the corporation, including the adoption and amendment of by-laws of the corporation and the election of directors and officers.

IX. Upon appointment of a Board of Directors by the incorporator, the Board of Directors by a simple majority will have the right to adopt, amend or repeal the by-laws, except as provided in California Corporation Code, Section 212.

X. Provisions for the regulation of the internal affairs of the corporation will be governed by its by-laws.

XI. The transfer or hypothecate of all shares to any person requires approval of a simple majority of the Board of Directors.

XII. Pursuant to Corporation Code, paragraph 10 of subdivision (a) of Section 204, the liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

XIII. The corporation will indemnify agents (as defined in Section 317) in excess of that expressly permitted by Section 317 for those agents of the corporation for breach of duty to the corporation and its stockholders, except for indemnification of any agent for any acts or omissions or transactions from which a director may not be relieved of liability as set forth in the exception to paragraph (VIII) or as to circumstances in which indemnity is expressly prohibited by Section 317.

Signature of Incorporator,
Timothy Williams, Incorporator

FILED
In the Office of the Secretary of State
of the State of California

APR 17 2001

BILL JONES, Secretary of State

3228287

FILED
in the Office of the Secretary of State
of the State of California

SEP - 8 2009

ARTICLES OF INCORPORATION

OF

BLUE ROOSTER TELECOM, INC.

ARTICLE I - NAME

The name of this corporation is Blue Rooster Telecom, Inc.

ARTICLE II - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III - AGENT FOR SERVICE OF PROCESS

The name and address of the corporation's initial agent for service of process is Steven J. Adamski, Adamski Moroski Madden & Green LLP, 6633 Bay Laurel Place, Avila Beach, California, 93424.

ARTICLE IV - SHARES OF STOCK

This corporation is authorized to issue only one class of shares, which shares shall be known as common shares, and which shares shall number 100,000 shares.

ARTICLE V - EXCULPATION

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

ARTICLE VI - INDEMNIFICATION

The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation or its stockholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on September 8, 2009, at Avila Beach, California.

Steven J. Adamski

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Steven J. Adamski

G:\Bluerooster\Docs\Articles Of Inc 090809.Doc

2335037

FILED
In the Office of the Secretary of State
of the State of California

MAR 06 2001

BILL JONES, Secretary of State

ARTICLES OF INCORPORATION
OF
NORCAST COMMUNICATIONS CORPORATION

ARTICLE I.
NAME

The name of this Corporation is Norcast Communications Corporation.

ARTICLE II
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III
AGENT FOR SERVICE OF PROCESS

The name and mailing address of the Corporation's initial agent for service of process is Linda Somers Smith, c/o Duggan Smith & Hutkin LLP, P.O. Box 3936, San Luis Obispo, California 93403-3936, with a street address of 979 Osos Street, Suite F, San Luis Obispo, CA 93401.

ARTICLE IV
SHARES OF STOCK - TWO CLASSES

A. Complex Stock Structure. The Corporation is authorized to issue two classes of shares to be designated respectively as Common and Preferred. The number of Common shares authorized is One Hundred Thousand (100,000). The number of Preferred shares authorized is One Hundred Thousand (100,000.)

B. Series of Preferred Shares Set by Directors. The Preferred shares may be issued in any number of series, as determined by the Board of Directors. The Board may, by resolution, fix the designation and number of shares of any such series.

C. Rights, Preferences, Privileges and Restrictions of Preferred Shares. The Board may determine, alter or revoke the rights, preferences, privileges, and restrictions pertaining to any wholly unissued preferred series of shares. The Board may thereafter in the same manner increase or decrease

the number of shares of any such series (but not below the number of shares of that series outstanding).

ARTICLE V
EXCULPATION

The liability of the Board of Directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

ARTICLE VI
INDEMNIFICATION

The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the Corporation or its stockholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 1, 2001, at San Luis Obispo, California.

Linda Somers Smith

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Linda Somers Smith

The Norcast Corporation
PMB 156
3920 Broad Street, Suite 5
San Luis Obispo, CA 93401

March 1, 2001

Bill Jones
Secretary of State
1500 11th Street
Sacramento, CA 94244

Re: The Norcast Corporation
Number C1938732

To whom it may concern:

My name is Phillip G. Norton and I am President of The Norcast Corporation (C1938732). Daniel Castenholz is a shareholder of this Corporation. We are both forming a new corporation named Norcast Communications Corporation. As representatives of The Norcast Corporation, we do not object to the formation of the new California corporation, Norcast Communications Corporation, under that similar name.

Phillip G. Norton
President,
The Norcast Corporation

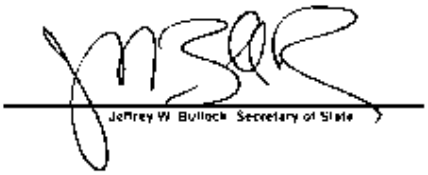
Daniel Castenholz
Shareholder,
The Norcast Corporation

ClientFiles\Norcast\Incorporation\Consent-0301.doc

Delaware

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 "STONEPEAK ASSOCIATES IV LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2019, AT 7:22 O`CLOCK P.M.



7672987 8100
SR# 20197750574

Authentication: 203876974
Date: 10-28-19

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:22 PM 10/25/2019
FILED 07:22 PM 10/25/2019
SR 20197750574 - File Number 7672987

Execution Version

CERTIFICATE OF FORMATION

OF

STONEPEAK ASSOCIATES IV LLC

This Certificate of Formation for Stonepeak Associates IV LLC (the "Company"), dated as of October 25, 2019, has been duly executed and is being filed by the undersigned, as the sole member, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

1. The name of the limited liability company formed hereby is Stonepeak Associates IV LLC.

2. The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, New Castle County, Wilmington, Delaware 19801.

3. The name and address of the registered agent for service of process on the Company in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, New Castle County, Wilmington, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

By: /s/ Adrienne Saunders
Name: Adrienne Saunders
Title: Authorized Person

Joint Application of Astound Broadband, LLC (U-6184-C), Radiate Holdings, L.P. and Stonepeak Associates IV LLC for Approval to Transfer Indirect Control of Astound Broadband, LLC, Digital West Networks, Inc., Norcast Communications Corporation and Blue Rooster Telecom, Inc.

EXHIBIT B

Financial Qualifications

[*Confidential – submitted separately with a motion for leave to file under seal*]

REDACTED

Joint Application of Astound Broadband, LLC (U-6184-C), Radiate Holdings, L.P. and Stonepeak Associates IV LLC for Approval to Transfer Indirect Control of Astound Broadband, LLC, Digital West Networks, Inc., Norcast Communications Corporation and Blue Rooster Telecom, Inc.

EXHIBIT C

Management Information

BIOGRAPHIES OF KEY PERSONNEL

Jim Holanda - President & CEO

Jim began his cable industry career 28 years ago with Comcast after graduating from The Ohio State University. His career has taken his family to California, New Jersey, Colorado and Missouri, where he was the Regional Vice President of Operations for Charter Communications in St. Louis.

Jim returned to New Jersey as President and General Manager of Patriot Media, establishing and running that cable operation for four-and-a-half years until its' sale in August 2007. Post-sale, Patriot Media Consulting was founded with Jim as Chief Executive Officer and consists of numerous former Patriot Media executives. The company is engaged in the evaluation, acquisition and management of cable investments.

In December 2007, Patriot Media Consulting assumed management of Choice Cable TV of Puerto Rico, an internet, phone and cable TV provider passing 340,000-plus households in the western and southern portions of the island. In August 2010, this same team began management of RCN Cable's cable operation, passing over 1.4 million households, and in 2013 added Grande Communications to the list of companies they manage; Jim serves as Chief Executive Officer of both companies.

John Feehan - EVP & CFO

John joined Patriot Media in March, 2011. He serves as CFO for Patriot Media, Grande, and RCN. John had spent the previous 10 years before joining Patriot Media in the wireless communications industry where he was most recently the SVP, CFO of the Sprint/Nextel Prepaid Group. For the 8 years prior to joining Sprint/Nextel, John was the EVP, CFO of Virgin Mobile USA and joined Sprint/Nextel when Virgin Mobile was acquired by Sprint in November 2009. John was the initial finance department hire in January 2002 when Virgin Mobile USA was formed and helped lead the company from its national launch to become one of the nation's top wireless carriers with more than 5 million subscribers and $1.3 billion in annual revenues. As CFO, John led the initial public offering of Virgin on the NYSE in October 2007. Prior to joining Virgin Mobile, he served as chief financial officer of SAGE BioPharma, a leading manufacturer of infertility products. John began his career at Price Waterhouse and has held various senior level management positions throughout his 29-year career. He holds a bachelor's degree in accounting and management information systems from St. Joseph's University in Philadelphia and is a certified public accountant in the state of PA.

Chris Fenger - EVP & COO

Chris has served as the Executive Vice President and Chief Operating Officer at RCN Cable since May 2013 and previously served as the Senior Vice President of Operations at RCN Cable since April 2011. He currently also serves as the Executive Vice President and Chief Operating Officer at Grande. Chris has been in the cable industry for over 34 years and most recently was the Division President of Bright House Networks of Central Florida. Prior to that, he was with Charter Communications for over four years, initially as Regional Senior Vice President of Operations for the North Central Region and then as the Divisional Senior Vice President of Operations for the Western Division. Earlier in his career, Chris held various general management and senior operations positions at Marcus Cable, Simmons Communications and Warner Amex Cable.

Pat Murphy - EVP & CTO

Patrick is a 39-year cable television veteran with extensive management expertise in engineering, technical system operations, construction, and acquisitions.

During his tenure at Patriot Media, Patrick directed a very aggressive system upgrade. Its completion enabled the system to launch digital video, VOD, increased HSD speeds as well as a voice service. These contributions, along with strong financial, operation and customer growth, garnered Patriot Media the "Independent Operator of the Year Award" by Cable World Magazine.

Prior to joining Patriot Media, he had been with Charter Communications and its predecessors for 18 years in the Los Angeles area in the position of Western Regional Vice President of Engineering and Technical Operations. During his tenure he oversaw capital budgets in excess of $300 million, upgraded/rebuilt 25,500 miles of system to 750/860 MHz, built six headends and ten hub sites, launched digital video, HSD and VOD services. He also served in several senior technical/operations management positions with Simmons Cable Television, Group W and Acton Communications.

Patrick received his formal education from California State University, Los Angeles, CA, National Institute of Communications (FCC First Class Radio/Telephone license) and Washington University, St. Louis, Mo. Patrick is a member of the Society of Cable Telecommunications Engineers (SCTE). In 2003 he was elected into The Cable TV Pioneers. A published author, his articles have appeared in such periodicals as CED and Communications Technology.

Rob Roeder - EVP & CDO

Rob has 36 years of diverse cable television experience, including positions in general management and engineering management, spanning several companies throughout the country.

Prior to joining Patriot Media, Rob was the Western Division Vice President of Advanced Services for Charter Communication's, which encompassed a five-state area and served 2 million customers. In that role, he was responsible for the launch and ongoing operation of a suite of video and broadband products including digital services, high-speed data services, video-on-demand, and interactive services. In his role, Rob was also responsible for the United States first launch of Voice over Internet Protocol (VOP) phone service.

In addition, Rob was responsible for the launch, and operation, of products geared towards the emerging commercial services market including long-haul network transport, Ethernet services, SIP telephony, and Point-to-Point direct circuits.

John Gdovin - EVP & CAO

John has a 36-year career with independent telecommunications companies that began soon after his 1979 college graduation when he joined a northeastern Pennsylvania company which would become C-TEC. He played an integral part of the team that started the cable television division for C-TEC in the early 1980s. In 1989 he oversaw the consolidation of its customer service operations and established a new customer service call center facility. In addition to customer service, he was also responsible for other corporate business including acquisitions, programming agreements, MIS, franchising, corporate contracts and strategy. He was twice

awarded the Company's "Pursuit of Excellence" award for individual performance, in 1986 and 1990, as well as the group award for "Pursuit of Excellence" in 1990.

CTEC continued its growth and was acquired by RCN Cable in the early 1990s. John remained with RCN Cable and became Executive Vice President of the cable division, responsible for the overall performance of its 380,000 cable TV customers in Michigan, Pennsylvania, New Jersey and New York. After more than 20 years with the company, John joined WideOpenWest, another start-up independent cable operation, in December 1999. Most recently John was a member of the senior team managing Patriot Media since its inception in late 2002. Continuing in that role with Patriot Media, John handles negotiation of programming and retransmission consent agreements, renegotiation of all expired or expiring franchise agreements, government relations, as well as other regulatory, administration and human resources management.

John is an active member of the American Cable Association (ACA) Board of Directors.

Jeff Kramp - EVP & S&GC

Jeff joined RCN as Senior Vice President, Secretary and General Counsel in June 2011. He is responsible for the management of all legal matters concerning the Company, including corporate and corporate governance, joint ventures/strategic alliances, transactions/contracts, labor, intellectual property and litigation.

Jeff brings to RCN over 27 years of experience, including seven years working with telecommunications companies, as a member of/legal counselor to senior management teams at public and private companies in a variety of industries. He most recently served for eight years as Senior Vice President, Secretary & General Counsel of NEW Customer Service Companies, Inc., the leading global provider of extended service and buyer protection plans, and as Vice President & General Counsel of Counsel Corporation, a publicly traded investment company with holdings including the telecommunications companies I-Link, Acceris Communications and WorldxChange Communications. He also served as Secretary and General Counsel of WESCO International, Inc., a $4+ billion Fortune 500 distributor of over 200,000 electrical and industrial products, and as an Associate General Counsel at Westinghouse Electric Corporation providing general corporate counsel to businesses in the commercial division, including Group W Productions. Jeff began his legal career as an Associate Attorney with a litigation and corporate practice at the Pittsburgh office of the law firm of Eckert, Seamans, Cherin & Mellott.

Jeff earned a Juris Doctorate degree from Case Western University School of Law in Cleveland, Ohio and a bachelor's Degree from The College of Wooster in Wooster, Ohio, where he graduated with honors.

Patrick Knorr, EVP and CCO

Mr. Knorr joined us in connection with the TPG Acquisition of Wave. Previously, he served as Executive Vice President of Business Solutions at Wave Broadband from 2012 to 2017. Prior to Wave, Mr. Knorr served as Chief Operation Officer of The World Company with P&L responsibilities for Cable, Broadband, Newspaper, and Magazine properties across three states including industry leading small cable operator Sunflower Broadband from 1999 to 2011. Earlier in his career Mr. Knorr was in leadership roles at several smaller technology companies bringing the first available Internet access to many rural Kansas communities.

Parisa Salehani - SVP & Controller

Parisa joined Patriot Media Consulting in October 2018. Previously, Ms. Salehani served as Vice President, Corporate Controller at Internova Travel Group, the largest travel agency in the United States, where she was part of the redesign of the company to support its acquisition program and public-market readiness. Prior to joining Internova Travel Group, Ms. Salehani served as Assistant Controller at Time Inc. where she was an integral part of the team that led its successful spin-off from Time Warner and ultimate sale to Meredith Corporation. Before joining Time Inc. Ms. Salehani held financial positions at Viacom Inc. and American Express Corporation. Ms. Salehani began her career at PricewaterhouseCoopers LLP and is a Certified Public Accountant. Ms. Salehani holds a B.S in Accounting, Information Systems and Economics from the City University of New York.

Jackie Heitman - SVP Sales & Marketing

With over 30 years of marketing experience, Jackie has an extensive background in integrated marketing across a variety of industries including cable, sports, entertainment, telecommunications, and broadcast television. Prior to her current role as Senior Vice President of Sales and Marketing, she was the Senior Vice President of Marketing at Bresnan where she oversaw corporate marketing and sales. She also spearheaded the company's bundled service initiatives, including such products as digital cable, high-speed Internet, and digital phone.

Previously, Ms. Heitman worked with Cox Communications where she held the post of Marketing Vice President for New Orleans. At Cox, she planned and executed the launch of the company's telephony product on a facilities-based switched platform. Prior to that, she held a variety of top-level marketing and research positions in which she was responsible for the development and implementation of integrated and targeted business-to-business and business to consumer programs, growth of revenue streams, and realization of cost savings for large and medium-size businesses.
Ms. Heitman holds an MBA and a BS in Business Administration, both of which she earned at the University of Dayton.

Joint Application of Astound Broadband, LLC (U-6184-C), Radiate Holdings, L.P. and Stonepeak Associates IV LLC for Approval to Transfer Indirect Control of Astound Broadband, LLC, Digital West Networks, Inc., Norcast Communications Corporation and Blue Rooster Telecom, Inc.

EXHIBIT D

Agreement and Plan of Merger

[*Confidential – submitted separately with a motion for leave to file under seal*]

REDACTED

Joint Application of Astound Broadband, LLC (U-6184-C), Radiate Holdings, L.P. and Stonepeak Associates IV LLC for Approval to Transfer Indirect Control of Astound Broadband, LLC, Digital West Networks, Inc., Norcast Communications Corporation and Blue Rooster Telecom, Inc.

EXHIBIT E

Pre- and Post-Closing Organizational Diagrams for Astound and the Digital West Licensees

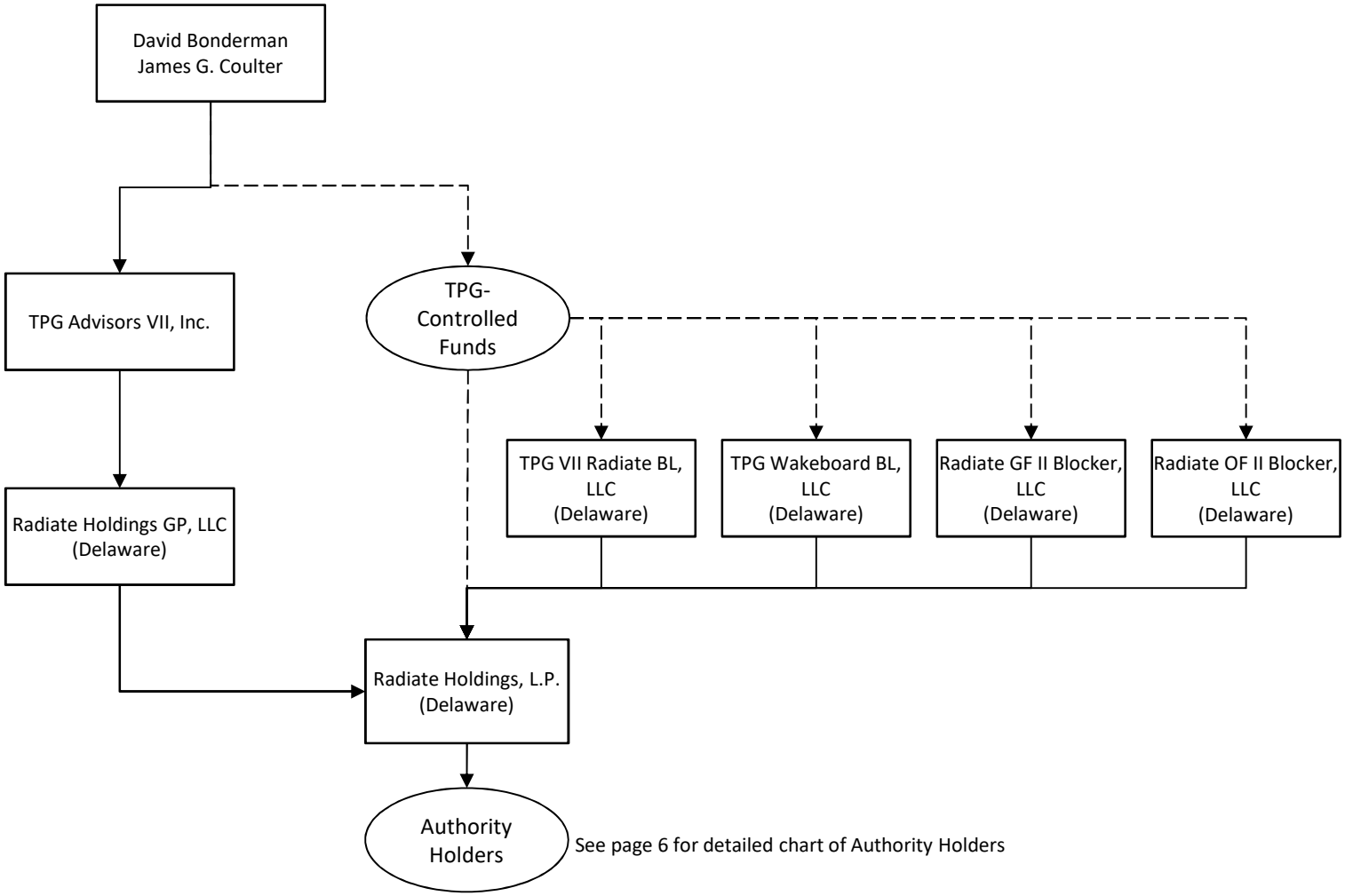
Pre-Close Ownership of Authority Holders

Red: GP or other controlling person

Blue: Non-controlling member/limited partner equity interests

Controlling interests are 100% unless otherwise indicated

Dash lines indicate indirect interest.



See page 6 for detailed chart of Authority Holders

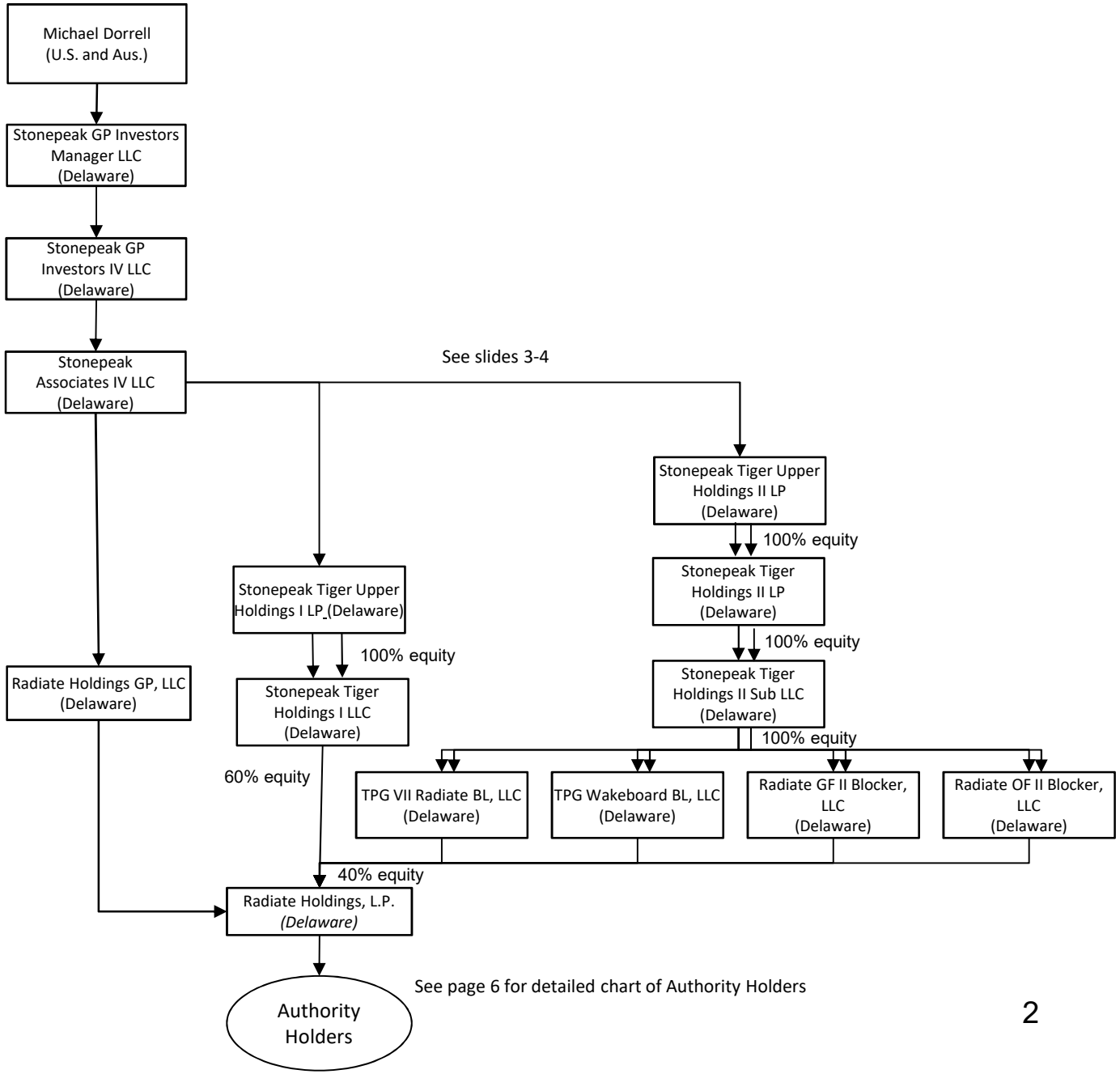
Red: GP or other controlling person

Blue: Non-controlling member/limited partner equity interests

Controlling interests are 100% unless otherwise indicated

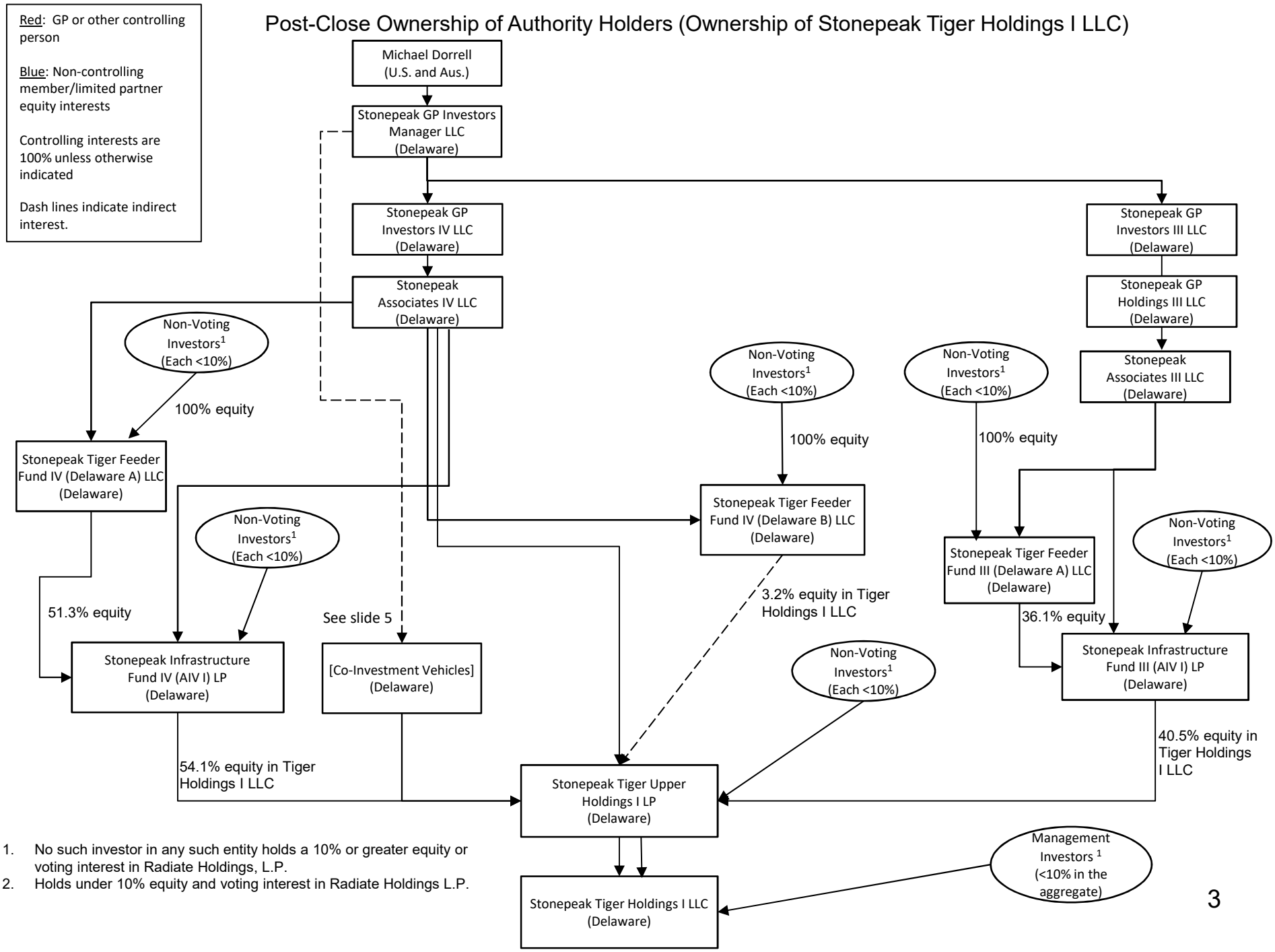
Dash lines indicate indirect interest.

Post-Close Ownership of Authority Holders (Indirect Control of Authority Holders)



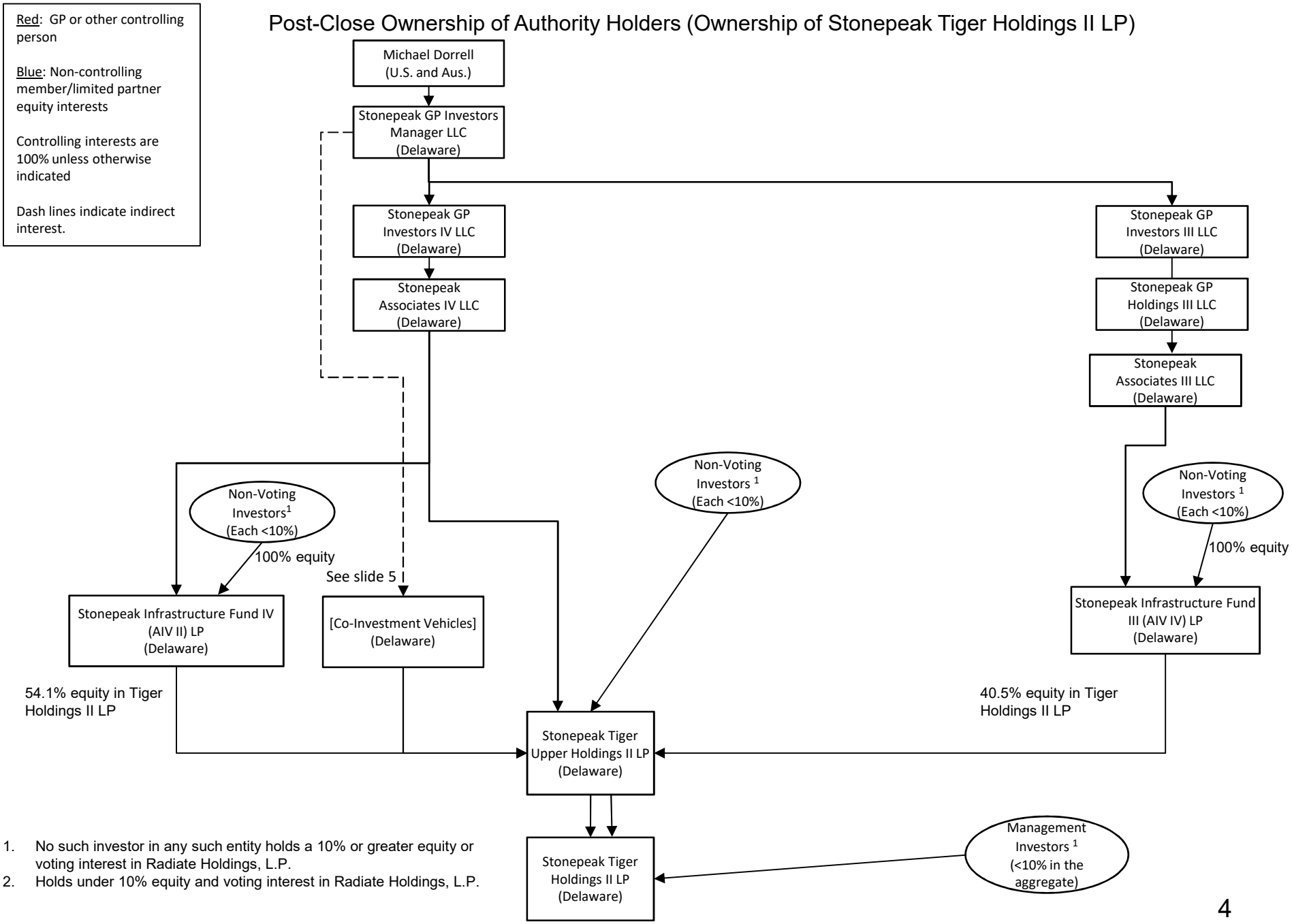
See page 6 for detailed chart of Authority Holders

Post-Close Ownership of Authority Holders (Ownership of Stonepeak Tiger Holdings I LLC)



1. No such investor in any such entity holds a 10% or greater equity or voting interest in Radiate Holdings, L.P.
2. Holds under 10% equity and voting interest in Radiate Holdings L.P.

Post-Close Ownership of Authority Holders (Ownership of Stonepeak Tiger Holdings II LP)



1. No such investor in any such entity holds a 10% or greater equity or voting interest in Radiate Holdings, L.P.
2. Holds under 10% equity and voting interest in Radiate Holdings, L.P.

Post-Close Ownership of Co-Investment Vehicles (Ownership of Tiger Holdings I and II)

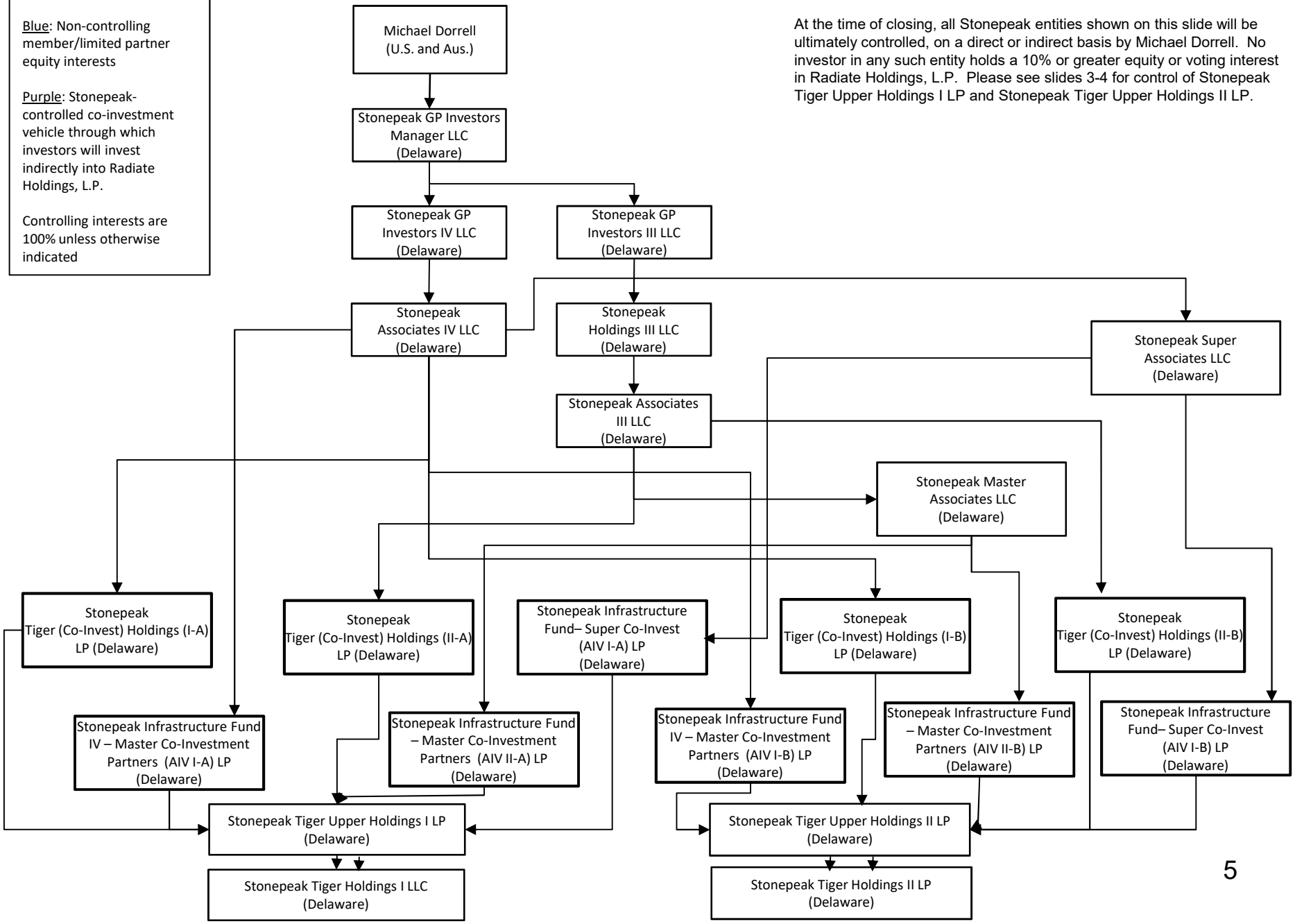
Red: GP or other controlling person

Blue: Non-controlling member/limited partner equity interests

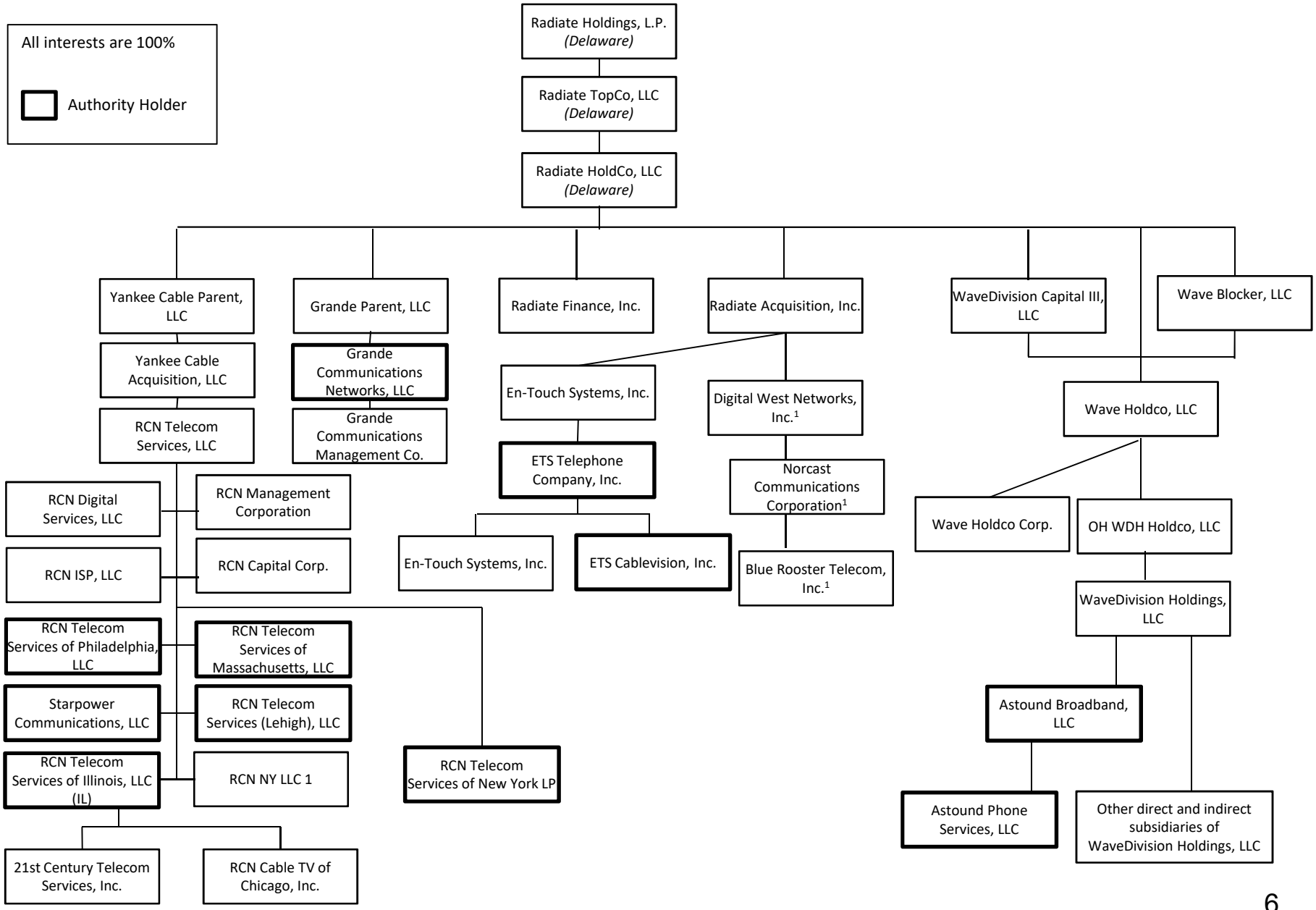
Purple: Stonepeak-controlled co-investment vehicle through which investors will invest indirectly into Radiate Holdings, L.P.

Controlling interests are 100% unless otherwise indicated

At the time of closing, all Stonepeak entities shown on this slide will be ultimately controlled, on a direct or indirect basis by Michael Dorrell. No investor in any such entity holds a 10% or greater equity or voting interest in Radiate Holdings, L.P. Please see slides 3-4 for control of Stonepeak Tiger Upper Holdings I LP and Stonepeak Tiger Upper Holdings II LP.



Authority Holders



[1] Pending close of transaction.

Joint Application of Astound Broadband, LLC (U-6184-C), Radiate Holdings, L.P. and Stonepeak Associates IV LLC for Approval to Transfer Indirect Control of Astound Broadband, LLC, Digital West Networks, Inc., Norcast Communications Corporation and Blue Rooster Telecom, Inc.

EXHIBIT F

Disclosures of Related Regulatory and Financial History of the Applicants, Officers, Directors and Major Shareholders

VERIFICATION

I, Michael Dorrell, declare and state as follows:

1. I am Chairman, Chief Executive Officer and Co-Founder of Stonepeak GP Investors Manager LLC ("Stonepeak GP" and together with its affiliates, "Stonepeak"). I hold a controlling interest in Stonepeak. Stonepeak GP, through certain investment funds it controls, holds the controlling interest in Stonepeak Associates IV LLC.

2. I make this certification to the best of knowledge, information and belief.

3. In the last five years, I have not (a) owned or been an officer or director in a company that filed for bankruptcy; (b) been personally found liable, or owned or been an officer or director in a company that has been found liable, for fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; (c) been convicted of a felony; (d) been the subject of a criminal referral by judge or public agency; (e) had a telecommunications license or operating authority of a company I have owned or been an officer or director of denied, suspended, revoked, or limited in any jurisdiction; (f) personally entered into a settlement, or owned or been an officer or director in a company that that has entered into settlement of criminal or civil claims involving violations of sections 17000 et seq., 17200 et seq., or 17500 et seq. of the California Business & Professions Code, or of any other statute, regulation, or decisional law relating to fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; (g) been found to have violated any statute, law, or rule pertaining to public utilities or other regulated industries; (h) entered into any settlement agreements or made any voluntary payments or agreed to any other type of monetary forfeitures in resolution of any action by any regulatory body, agency, or attorney general; or (i) been investigated by the Federal Communications Commission or any law enforcement or regulatory agency for failure to comply with any law, rule or order.[1] The statements above with respect to each company in which I have an ownership interest or for which I have been an officer or director are limited to those periods within the last five years during which I held such ownership interests therein or served as an officer director therefor.

4. I have read the attached Joint Application for Transfer of Indirect Control of Astound Broadband, LLC and certify that, to the best of my knowledge, the statements contained therein are true and correct.

[*See next page for signature*]

---

[1] This statement is not intended to include: (a) the current proceedings at the FCC regarding the Transaction, or (b) routine examinations, inspections, or audits carried out by governmental agencies.

I affirm and declare under penalty of perjury under the laws of the State of California, including Rule 1.1 of the California Public Utilities Commission Rules of Practice and Procedure, that, to the best of my knowledge, all of the statements and representations made in this Application are true and correct.

Michael Dorrell

Title: Chairman, Chief Executive Officer, and Co-Founder, Stonepeak GP Investors Manager LLC

VERIFICATION

I, Jeffrey B. Kramp, state that I am the Executive Vice President, Secretary and General Counsel of Radiate Holdings, L.P. ("Radiate"); that I am authorized to make this Verification on behalf of Radiate and its subsidiaries, that I have read the foregoing document; and that the statements in the foregoing document with respect to Radiate and its subsidiaries, including statements with respect to their corporate ownership, are true, accurate and correct to the best of my knowledge, information and belief.

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

Jeffrey B. Kramp
Executive Vice President, Secretary and General Counsel
Radiate Holdings, L.P.
650 College Road East, Suite 3100
Princeton, N.J. 08540

VERIFICATION

I, Timothy Williams, state that I am the CEO of Digital West Networks, Inc.; that I am authorized to make this Verification on behalf of Digital West Networks, Inc., Norcast Communications, Inc. and Blue Rooster Telecom, Inc. (together the "Digital West Companies"); that I have read the foregoing document; and that the statements in the foregoing document with respect to the Digital West Companies are true, accurate, and correct to the best of my knowledge, information, and belief.

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

Timothy Williams

Dated: 11/30/2020