

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA



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In the Matter of the Joint Application of Stonepeak Associates IV LLC, Radiate Holdings, L.P., and Google Fiber Inc., for Approval to Transfer Indirect Control of Webpass Telecommunications, LLC (U-7278-C) and of Google Fiber North America Inc. (U-1487-C); Approval for Conversion of Google Fiber North America Inc. (U-1487-C) to GFiber North America LLC; and Approval of *Pro Forma* Change in Control of Astound Broadband, LLC (U-6184-C, U-1587-C), Astound Networks California, LLC (U-7472-C), Astound II, LLC (U-7473-C), Digital West Networks, Inc. (U-7184-C, U-1576-C), Norcast Communications Corporation (U-6640-C), and Blue Rooster Telecom, Inc. (U-7169-C)

JOINT APPLICATION OF STONEPEAK ASSOCIATES IV LLC, RADIATE HOLDINGS, L.P. AND GOOGLE FIBER INC., FOR APPROVAL TO TRANSFER INDIRECT CONTROL OF WEBPASS TELECOMMUNICATIONS, LLC (U-7278-C) AND OF GOOGLE FIBER NORTH AMERICA INC. (U-1487-C); APPROVAL FOR CONVERSION OF GOOGLE FIBER NORTH AMERICA INC. (U-1487-C) TO GFIBER NORTH AMERICA LLC (U-1487-C); AND APPROVAL FOR *PRO FORMA* CHANGES IN CONTROL TO ASTOUND BROADBAND, LLC (U-6184-C, U-1587-C), ASTOUND NETWORKS CALIFORNIA, LLC (U-7472-C), ASTOUND II, LLC (U-7473-C), DIGITAL WEST NETWORKS, INC. (U-7184-C, U-1576-C), NORCAST COMMUNICATIONS CORPORATION (U-6640-C), AND BLUE ROOSTER TELECOM, INC. (U-7169-C)

[PUBLIC VERSION WITH REDACTED EXHIBITS D, E AND G]

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Dated: March 31, 2026

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[PUBLIC VERSION WITH REDACTED EXHIBITS D, E AND G]

Applicants Google Fiber Inc. (“GFiber” or “Transferor”) and Stonepeak Associates IV LLC (“Stonepeak”) and Radiate Holdings, L.P. (“Radiate Holdings,” and together with Stonepeak, “Transferees”), pursuant to Section 854 of the California Public Utilities Code¹ and Article 2 and Rule 3.6 of the California Public Utilities Commission’s (“Commission”) Rules of Practice and Procedure (“Rules”), respectfully submit this application (“Joint Application”) requesting that the Commission approve the transactions that will combine at a holding-company level the GFiber

¹ All statutory references herein are to the California Public Utilities Code unless otherwise indicated.

Companies² and the Astound Companies³ (the “Proposed Transaction”). Concurrently, pursuant to California Public Utilities Code Section 583, California Public Utilities Commission General Order 66-D, and Rules 11.1 and 11.4, Applicants have filed a Motion to File Confidential Material Under Seal to request that certain sensitive commercial and financial information in this Joint Application be accorded confidential treatment.

Applicants respectfully submit that the approval requested by this Joint Application is in the public interest. The Proposed Transaction poses no adverse competition impacts in California because there is minimal overlap in the service territories of the GFiber California Authority Holders and the Astound California Authority Holders, and customers will continue to have access to the same competitive alternatives they have today. Applicants have a long track record of providing reliable, quality services to California residential and business customers in the discrete markets they currently serve. They respectfully submit that the Proposed Transaction will deliver additional meaningful public interest benefits to their customers by creating opportunities to enhance the financial and operational resources and expertise of both the GFiber Companies and

² The GFiber Companies are Google Fiber Inc. and its subsidiaries, and those that hold authorizations granted by the Commission consist of Webpass Telecommunications, LLC (U-7278-C) (“Webpass”) and Google Fiber North America Inc. (U-1487-C) (“GFNA”) (collectively, the “GFiber California Authority Holders”). The GFiber Companies are currently affiliated with GFiber Holdings Inc. and are indirect subsidiaries of Alphabet Inc. (“Alphabet”).

³ The Astound Companies are indirect subsidiaries of Radiate Holdings, L.P., and those that hold authorizations granted by the Commission consist of Astound Broadband, LLC (U-6184-C, U-1587-C), Astound Networks California, LLC (U-7472-C), Astound II, LLC (U-7473-C), Digital West Networks, Inc. (U-7184-C, U-1576-C) (“Digital West”), Norcast Communications Corporation (U-6640-C) (“Norcast”), and Blue Rooster Telecom, Inc. (U-7169-C) (collectively, the “Astound California Authority Holders”). Michael Dorrell ultimately controls the Astound Companies through Stonepeak and Radiate Holdings. In addition to its wireline and VoIP authorizations, Astound Broadband also holds a wireless registration (U-4567-C). Similarly, Digital West holds a wireless registration (U-4514-C). A separate notice of the proposed *pro forma* change to these carriers’ ownership will be submitted to the Communications Division pursuant to G.O. 96-B, Rule 8.6.3.

the Astound Companies. In the medium term, the Proposed Transaction will provide Applicants with external capital and strategic focus necessary to accelerate growth, expand a customer-first approach, and advance fiber technology in California. Applicants seek to complete the Proposed Transaction by the fourth quarter of 2026.

I. INTRODUCTION

On March 11, 2026, investment entities affiliated with Stonepeak and GFiber announced that they reached an agreement to combine at a holding-company level the GFiber Companies and the Astound Companies under the indirect majority-equity ownership and control of Stonepeak.⁴ The Proposed Transaction contemplates the creation of a new entity that will be: (1) a direct subsidiary of GFiber Holdings Inc.⁵ (which will be wholly owned and controlled by Alphabet); (2) a direct subsidiary of a Stonepeak-affiliated limited partnership; and (3) an indirect subsidiary of Radiate Holdings (which is controlled by Stonepeak).

Upon consummation of the Proposed Transaction, Stonepeak will indirectly hold a majority of the equity ownership and voting control of the GFiber Companies, including Webpass and GFNA,⁶ and a majority of the equity ownership and voting control of the Astound Companies, indirectly through Radiate Holdings and a Stonepeak-affiliated limited partnership. The Astound California Authority Holders are, and post-consummation will continue to be, indirectly owned and controlled by Stonepeak. Upon consummation of the Proposed Transaction, GFiber's current

⁴ See Press Release, *GFiber and Stonepeak's Astound to combine, creating a leading independent broadband provider*, <https://stonepeak.com/news/gfiber-and-stonepeaks-astound-to-combine-creating-a-leading-independent-broadband-provider> (Mar. 11, 2026).

⁵ As part of the Proposed Transaction, the GFiber Companies will become indirect subsidiaries of GFiber Holdings Inc.

⁶ In connection with the Proposed Transaction, Google Fiber North America Inc. (U-1487-C) will also convert to a limited liability company.

ultimate parent company, Alphabet, will be a non-controlling but significant indirect minority owner in both the GFiber Companies and the Astound Companies. Charts illustrating the ownership structure of the GFiber California Authority Holders and the Astound California Authority Holders before and after the Proposed Transaction are attached as **Exhibit A**.

II. INFORMATION REGARDING THE APPLICANTS

A. GFiber and the GFiber California Authority Holders (Rules 2.1(a), 2.1(b), and 2.2)

GFiber is a Delaware corporation⁷ and is a wholly-owned subsidiary of Google LLC, which is an indirect wholly-owned subsidiary of Alphabet, a publicly traded company. Webpass is a Delaware limited liability company and is a direct wholly-owned subsidiary of GFiber, and it holds authorizations as a competitive local reseller, a competitive local exchange carrier, and interexchange carrier under utility code U-7278-C.⁸ GFNA is a Delaware corporation⁹ and is a direct subsidiary of GFiber, and it holds an authorization to provide fixed interconnected Voice over Internet Protocol (“iVoIP”) service under utility code U-1487-C. At the time of this filing, GFiber and its subsidiaries have their principal offices at 1600 Amphitheatre Parkway, Mountain View, California 94043. GFiber and its subsidiaries provide broadband Internet access and iVoIP services to residents and businesses in 19 states and 46 cities.

Certificates of formation and documentation of registrations and good standing with the California Secretary of State for GFiber, Webpass, and GFNA are attached as **Exhibit B**.¹⁰

⁷ Prior to consummation of the Proposed Transaction, GFiber will convert into a Delaware limited liability company.

⁸ Webpass was acquired by GFiber following the Commission’s approval in Decision 17-03-018.

⁹ Prior to consummation of the Proposed Transaction, GFNA will convert into a Delaware limited liability company.

¹⁰ The formation documents of Webpass and GFiber were previously filed with the Commission in the Applications in A1403007 (Exhibit A) and A1608009 (Exhibit B). Pursuant to Rule 2.2, Applicants incorporate these documents by reference.

B. Stonepeak (Rules 2.1(a), 2.1(b), and 2.2)

Stonepeak is a Delaware limited liability company with a principal place of business at 55 Hudson Yards, 550 W. 34th St., 48th Flr., New York, New York 10001, and is affiliated with private equity funds managed by Stonepeak Partners LP and its affiliates (“Stonepeak Partners”), which invest in infrastructure assets within the communications, energy, power, water, renewables, and transportation sectors. Founded in 2011 and headquartered in New York, Stonepeak Partners manages approximately \$83.6 billion of capital for its investors.¹¹ Stonepeak Partners has 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. Stonepeak 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 Partners’ development since 2011 and has over 25 years of experience investing in infrastructure.

¹¹ Stonepeak Partners’ assets under management (“AUM”) calculation provided herein is determined by taking into account (i) unfunded capital commitments of Stonepeak Partners funds and any other vehicles or accounts managed by Stonepeak Partners as of September 30, 2025, (ii) the gross asset value of such funds, vehicles and accounts, plus any feeder fund level cash with respect to such funds, vehicles and accounts as of September 30, 2025, and (iii) capital commitments to or investments in certain Stonepeak Partners funds and other vehicles, accounts or products managed or offered by Stonepeak accepted between October 1, 2025 and December 31, 2025. The AUM figure (x) also includes (i) assets managed in vehicles controlled and owned by Stonepeak Partners as well as (ii) amounts in connection with certain third-party financing or leverage that certain vehicles are permitted to obtain, (y) differs from the amount of assets under management reported for regulatory purposes and is based on gross asset values that are estimated and unaudited, and (z) reflects the applicable FX rate as of September 30, 2025, for any funds, vehicles, and accounts for which the underlying currency denomination is not USD. 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.

C. Radiate Holdings and the Astound California Authority Holders (Rules 2.1(a), 2.1(b), and 2.2)

Radiate Holdings is a Delaware limited partnership and currently serves as the common parent entity for the Astound Companies, including the Astound California Authority Holders.¹³ The general partner that controls Radiate Holdings is Radiate Holdings GP, LLC (“Radiate GP”), a Delaware limited liability company whose sole member is Stonepeak. Radiate Holdings and the Astound California Authority Holders have their principal place of business at 650 College Road East, Suite 3100, Princeton, New Jersey 08540.

The Astound California Authority Holders do business under the Astound brand and other trade names. Each Astound California Authority Holder is briefly described below.

- **Astound Broadband, LLC (U-6184-C, U-1587-C)** is a Washington limited liability company and is indirectly owned and controlled by Radiate Holdings. Astound Broadband, LLC offers regulated and other services throughout California and holds a certificate of public convenience and necessity (“CPCN”) from the Commission to operate as a competitive provider of resold and facilities-based local exchange and interexchange services as well as a provider of fixed iVoIP services.¹⁴ Astound Broadband, LLC also holds authorizations in Oregon and Washington, as well as domestic and international Section 214 authority from the FCC.

¹³ See A2012002 - *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)*; 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 Astound California Authority Holders are identified in the attached organizational charts.

¹⁴ 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 Broadband, LLC).

- **Digital West (U-7184-C, U-1576-C)** is a California corporation and is indirectly owned and controlled by Radiate Holdings. **Norcast (U-6640-C)** and **Blue Rooster Telecom, Inc. (U-7169-C)**, respectively, are direct and indirect wholly-owned subsidiaries of Digital West and are California corporations that are indirectly owned and controlled by Radiate Holdings. Digital West provides regulated and other services in California and holds a CPCN from the Commission to provide local exchange, interexchange, and iVoIP services as well as a registration for provision of mobile services. Digital West holds domestic (but not international) Section 214 authority from the FCC. Norcast provides regulated and other services in California and holds a CPCN from the Commission to provide local exchange and interexchange services as well as domestic/international Section 214 authority from the FCC. Blue Rooster Telecom, Inc. provides a limited volume of wholesale services in California (to Digital West and Norcast) and holds a CPCN from the Commission for provision of local exchange and interexchange services as well as domestic/international Section 214 authority from the FCC.¹⁵

- **Astound II, LLC (U-7473-C)** is a Delaware limited liability company and a direct subsidiary of Radiate HoldCo, LLC, which is indirectly owned and controlled by Radiate Holdings. Astound II, LLC holds a CPCN from the Commission to provide intrastate local exchange and interexchange telecommunications services in California, as well as fixed iVoIP service.¹⁶

- **Astound Networks California, LLC (U-7472-C)** is a Delaware limited liability company and a direct subsidiary of Astound Networks, LLC, a Delaware limited liability

¹⁵ See Decision 17-08-027 (granting CPCN to Digital West Networks, Inc.); Decision 10-03-018 (granting CPCN to Blue Rooster Telecom, Inc.); Decision 02-03-036 (granting CPCN to Norcast Communications Corporation).

¹⁶ See Decision 25-08-037 (granting CPCN).

company, which is indirectly owned and controlled by Radiate Holdings. Astound Networks California, LLC holds a CPCN from the Commission to provide intrastate local exchange and interexchange telecommunications services in California, as well as fixed iVoIP service.¹⁷

Certificates of good standing with the California Secretary of State as foreign limited liability companies for the Astound California Authority Holders are attached at **Exhibit C**. Applicants Stonepeak and Radiate Holdings are not required to demonstrate qualifications to transact business in California at this time because they do not conduct operations in the State.¹⁸ Certificates of good standing for Stonepeak and Radiate Holdings from the Secretary of State of Delaware (where they are each formed) are provided in **Exhibit C**. Certificates of formation and documentation of registrations for Stonepeak, Radiate Holdings, and the Astound California Authority Holders are attached as **Exhibit C**.

¹⁷ See Decision 25-08-014 (granting CPCN). Astound Networks California, LLC was originally formed as Astound BEAD (CA), LLC and subsequently changed its name.

¹⁸ California Corporations Code Section 191(b) states that a “foreign corporation shall not be considered to be transacting intrastate business merely because its subsidiary transacts intrastate business.” The Commission has previously exempted from the qualification requirement a foreign corporation that controls an entity transacting business in California but does not itself transact any business in California. See, e.g., *In re SuperShuttle Int’l, Inc.*, D.06-10-037 at 4-5, 2006 Cal. PUC LEXIS 523, at *5-6; *In re Joint Application of Working Assets Funding Serv., Inc.*, D.01-12-029 at 2-3, 2001 Cal. PUC LEXIS 1074, at *2-4. Granting an exemption here is consistent with those decisions and Corporations Code Section 191(b).

D. Designated Contact Information (Rule 2.1(b))

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

<p>For Stonepeak and Radiate Holdings:</p>	<p>For GFiber:</p>
<p>Michael R. Dover Kelley Drye & Warren LLP 333 West Wacker Drive, Suite 2600 Chicago, IL 60606 Tel: (312) 857-7087 mdover@kelleydrye.com</p> <p>Winafred R. Brantl Kelley Drye & Warren LLP 670 Maine Avenue, SW, Suite 600 Washington, DC 20024 Tel: (202) 945-6649 wbrantl@kelleydrye.com</p> <p>Attorneys for Stonepeak Associates IV LLC, and Radiate Holdings, L.P.</p>	<p>Jonathan B. Mirsky H. Henry Shi Seth A. Ismail HWG LLP 1919 M Street, NW, Suite 800 Washington, DC 20036 Tel: (202) 730-1300 jmirsky@hwglaw.com hshi@hwglaw.com sismail@hwglaw.com</p> <p>Attorneys for Google Fiber Inc.</p>
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III. THE PROPOSED TRANSACTION

A. Description of Applicants' Business and Service Territories (Rule 3.6(a))

The Astound Companies have built and operate fiber and other advanced communications networks in 11 states (including California) and in the District of Columbia, providing wireline voice, video, and broadband Internet access (“broadband”) services and mobile voice and broadband services to residential and business customers, as well as high speed data and other wireline transport services to business customers and other communications providers.¹⁹ In California, the Astound California Authority Holders provide wireline voice, video, and broadband services and mobile voice and broadband services across certain rural, urban, and suburban areas of Humboldt County, the Sacramento and East Bay markets, and the Central Coast, from San Francisco to San Luis Obispo. Collectively, the Astound California Authority Holders offer local exchange and interexchange services and iVoIP services in the geographic areas of the incumbent local exchange service territories of Pacific Bell (dba AT&T California), Verizon (Frontier California, Inc. and Citizens Telecommunications Company of California (dba Frontier Communications of California)), and Consolidated Communications of California Company (dba Consolidated Communications CA).

In California, GFiber, together with its subsidiaries including Webpass and GFNA, provide broadband internet access and iVoIP services to residential and small and medium business customers in parts of San Francisco, Oakland, San Diego, and Orange County (including Irvine). Broadband is delivered over both fiber-to-the-premises as well as fixed wireless technology.

¹⁹ The Astound Companies provide services in California, the District of Columbia, Illinois, Indiana, Maryland, Massachusetts, New York, Oregon, Pennsylvania, Texas, Virginia and Washington.

GFiber and its subsidiaries do not provide video services or wireline voice services in California. GFiber and its subsidiaries also provide broadband and iVoIP in eighteen other states.²⁰

B. Description of the Proposed Transaction (Rules 3.6(b), 3.6(c), 3.6(d), 3.6(f))

The Applicants, separately and through their respective affiliates, entered into a Transaction Agreement, dated March 11, 2026, a copy of which is filed under seal as **Confidential Exhibit D**. Applicants note that the Transaction Agreement contains sensitive information not generally available to the public. Due to the highly competitive nature of the telecommunications marketplace and the highly confidential nature of the business and financial terms in the Transaction Agreement, Applicants deem this material to be proprietary and confidential, consistent with Section 583 of the Public Utilities Code and General Order No. 66-D. Accordingly, a separate motion for leave to file the contents of **Confidential Exhibit D** under seal is being submitted for this material, pursuant to Rules 11.1 and 11.4 of the Commission’s Rules of Practice and Procedure.

Pursuant to the Transaction Agreement, the Applicants and certain of their affiliates will undertake a series of transactions that will result in both the Astound Companies and the GFiber Companies coming under indirect equity ownership and voting control of a newly formed Delaware limited liability company, Spark HoldCo, LLC (“Spark HoldCo”). Stonepeak will hold a majority of the equity ownership and voting control of Spark HoldCo, indirectly through Radiate Holdings and a Stonepeak-affiliated limited partnership, and Alphabet will hold a significant, non-controlling interest in Spark HoldCo, indirectly through GFiber Holdings Inc.

²⁰ GFiber and its subsidiaries provide services in Alabama, Arizona, California, Colorado, Florida, Georgia, Idaho, Illinois, Iowa, Kansas, Missouri, Nebraska, Nevada, North Carolina, South Carolina, Tennessee, Texas, Utah, and Washington.

Upon consummation of the Proposed Transaction:

- The GFiber Companies, including the GFiber California Authority Holders, will become wholly-owned subsidiaries of Spark Borrower, LLC, a newly-created entity that will be a wholly-owned subsidiary of Spark TopCo, LLC. Spark TopCo, LLC also will be a newly-created entity and will be a wholly-owned direct subsidiary of Spark HoldCo, LLC;
- The Astound Companies, including the Astound California Authority Holders, will become indirect subsidiaries of Spark Borrower, LLC; and
- Certain GFiber Companies will be converted from corporations to limited liability companies, including the conversion of Google Fiber North America Inc. (U-1487-C) to GFiber North America LLC.

The Proposed Transaction involves the transfers of equity ownership interests at the holding company level and does not involve the sale of franchises or permits or the merger or consolidation of legal entities. The agreed purchase price and terms of payment are set out in the Transaction Agreement.

C. Financial Information (Rule 3.6(e))

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. Pursuant to Rule 3.6 of the Commission's rules, financial statements for Transferees that meet that requirement are provided under seal as **Confidential Exhibit E**.²¹ As shown by **Confidential Exhibit E**, Transferees have adequate financial resources to meet the

²¹ **Confidential Exhibit E** contains the combined audited financial statements for the most recent period available for Radiate HoldCo, LLC, the wholly-owned indirect subsidiary of Radiate Holdings. The combined audited financial statements for Radiate HoldCo, LLC contains the financial information for the Astound Companies and those financial statements demonstrate that they have at least \$100,000 in cash or cash equivalents post-closing. In addition, Stonepeak is a private equity entity and to demonstrate that it will also have at least \$100,000 in cash or cash equivalents, Applicants are providing in **Confidential Exhibit E** equity commitment letters pursuant to which Stonepeak affiliated entities commit to contribute cash to effectuate closing of the Proposed Transaction in the amounts specified therein.

requirements applicable to Webpass and GFNA. The statements included in this exhibit demonstrate clearly that Transferees will have reliable access to well more than the threshold requirement of \$100,000 in available funds. Transferees note that these financial statements contain sensitive information not generally available to the public. Due to the highly competitive nature of the telecommunications marketplace and the highly confidential nature of the financial statements, Transferees deem this material to be proprietary and confidential, consistent with Section 583 of the Public Utilities Code and General Order No. 66-D. Accordingly, a separate motion for leave to file the contents of **Confidential Exhibit E** under seal is being submitted for this material, pursuant to Rules 11.1 and 11.4 of the Commission’s Rules of Practice and Procedure.

D. Statement on Section 854 of the California Public Utilities Code

Section 854(a) of the California Public Utilities Code applies to the Joint Application. Section 854(a) states, in pertinent part, that “No person or corporation . . . shall merge, acquire, or control either directly or indirectly any public utility organized and doing business in this state without first securing authorization to do so from the commission.”

The requirements contained in Section 854(b) of the California Public Utilities Code do not apply to the Joint Application. Section 854(b) provides that, “where any of the utilities that are parties to the proposed transaction has gross annual California revenues exceeding five hundred million dollars (\$500,000,000),” several findings are required by the Commission. None of the California utilities involved in the Proposed Transaction—Webpass, GFNA, and the Astound California Authority Holders—has gross annual California revenues exceeding five hundred million dollars (\$500,000,000).

Similarly, the requirements of Section 854(c) of the California Public Utilities Code do not apply to the Joint Application. Section 854(c) provides that, “where any of the entities that are parties to the proposed transaction has gross annual California revenues exceeding five hundred million dollars (\$500,000,000), the commission shall consider each of the criteria listed in paragraphs (1) to (8) [in Section 854(c)], inclusive, and find, on balance, that the merger, acquisition, or control proposal is in the public interest.” Here, none of Applicants has gross annual California revenues exceeding five hundred million dollars (\$500,000,000).

IV. REQUESTED RELIEF (RULE 2.1)

The Proposed Transaction will take place at the holding company level, and there will be no transfer of assets, operating authorities, or customers. The Joint Application seeks request for approval under Public Utilities Code § 854(a) for:

- the indirect transfer of control of Webpass and GFNA to Stonepeak;
- the conversions of each of the following from a corporation to a Delaware limited liability company: (1) Google Fiber Inc. to GFiber, LLC and (2) Google Fiber North America Inc. to GFiber North America LLC, to the extent approval is required for such entity conversions; and
- the *pro forma* indirect transfer of control of the Astound California Authority Holders in connection with the Proposed Transaction, which will result in the creation of certain holding companies that will wholly own the Astound California Authority Holders, which will continue to be indirectly majority owned and controlled by Stonepeak following the *pro forma* indirect transfer of control.

V. PUBLIC INTEREST STATEMENT

The Proposed Transaction serves the public interest by combining the financial and operational resources and expertise of the GFiber Companies and the Astound Companies to create

a leading independent fiber provider that will enhance competition with established service providers in California to the benefit of California consumers and businesses. Joining forces with the Astound Companies and Stonepeak advances GFiber's mission of redefining internet connectivity. The Applicants will have the external capital and strategic focus necessary to accelerate growth, expand their customer-first approach, and advance fiber technology in California. The combination of the GFiber Companies' high-growth metropolitan fiber networks with the Astound Companies' established infrastructure, experienced team, and advanced capabilities creates a highly complementary combination to serve the public interest.

The Proposed Transaction will preserve continuity of high-quality telecommunications, broadband, and other communications services in California by the GFiber Companies and the Astound Companies. The GFiber Companies and the Astound Companies will remain intact and will continue to hold their tangible and intangible operating assets. Therefore, while intermediate ownership and control will change for the Astound California Authority Holders, and ultimate ownership and control will change for the GFiber California Authority Holders, these entities will continue to hold, and operate pursuant to, their existing authorizations granted by the Commission.

The Proposed Transaction will have no adverse impact on the customers or operations of either the GFiber Companies or the Astound Companies. Upon consummation of the Proposed Transaction, both the GFiber Companies and the Astound Companies intend to continue to provide service at the same rates, terms, and conditions as contained in existing customer contracts and offers. The Astound Companies and the GFiber Companies will continue to serve existing customers pursuant to existing authorizations, as well as existing tariffs and contracts. The Proposed Transaction will not result in service disruption, contract termination, or customer confusion.

The combined business will be led by the existing GFiber executive team with existing day-to-day operations continuing under the direction of the existing teams. The GFiber Companies and the Astound Companies' management and employees will utilize their expertise in high-speed fiber innovation to manage the combined network footprint. The combined business will also benefit from Stonepeak's extensive experience managing digital infrastructure investments, and Stonepeak is well-qualified to control both the GFiber Companies and the Astound Companies upon consummation of the Proposed Transaction. Information about the GFiber Companies' management team and the Astound Companies' management team is provided in **Exhibit F**. In sum, the Proposed Transaction will have no adverse impact on the customers or operations of either the GFiber Companies or the Astound Companies and will serve the public interest.

VI. ADDITIONAL INFORMATION

A. Customer Transfer Notification

Customer transfer notification is not applicable to the Proposed Transaction described in this Joint Application. The change in the ultimate ownership and control of the GFiber Companies will not result in a transfer of its customers to another provider in California or any other jurisdiction. Moreover, customers of the Astound Companies 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 Pursuant to D.13-05-035

In Decision No. 13-05-035, the Commission adopted a requirement that a telephone corporation seeking approval for a transfer of 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.

Pursuant to Ordering Paragraph 14 of D.13-05-035, certifications on behalf of Radiate Holdings and Stonepeak are provided in **Confidential Exhibit G**. Descriptions of certain matters in the statement comprise sensitive information not generally available to the public. Due to the highly competitive nature of the telecommunications marketplace, Transferees deem the redacted material in **Confidential Exhibit G** to be proprietary and confidential, consistent with Section 583 of the Public Utilities Code and General Order No. 66-D. Accordingly, this information is submitted under seal, subject to an accompanying motion for leave to file under seal. In addition, pursuant to Ordering Paragraph 14 of D.13-05-035, a certification from GFiber is provided in **Exhibit H**.

The GFiber California Authority Holders and the Astound California Authority Holders affirm that they are current on all CPUC User Fee and Public Purpose Program Surcharge submissions and reports.

C. CEQA Considerations (Rule 2.4)

The Proposed Transaction will have no adverse effect on the environment whatsoever, as it will consist solely of a transfer of indirect control of GFiber and its subsidiaries (including Webpass and GFNA), the conversions of GFiber and GFNA from corporations to limited liability

companies, and the *pro forma* transfer of indirect control of the Astound California Authority Holders. No authority for new construction is requested by this Joint 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 Joint Application would have an adverse effect on the environment.²² Applicants submit that this Joint Application is exempt from CEQA review pursuant to 14 California Code of Regulation § 15061(b)(3).²³

VII. SCOPING INFORMATION

A. Proposed Category

The Applicants propose that the Commission classify this proceeding as rate setting. Although this Joint 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 Joint 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 combines providers with discrete operations in California. It thus is uncontroversial,

²² *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 significant impact on the environment.”); D.17-09-030, Decision Granting Transfer of Control to Olympus Holdings II LLC.

²³ 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.”).

and no safety considerations are raised by the proposed change to indirect control of Webpass and GFNA. The conversions of GFiber and GFNA from corporations to limited liability companies are entirely administrative in nature and will have no impact on the operations of those entities or their services or customers. Likewise, the *pro forma* transfer of direct and/or indirect control of the Astound California Authority Holders will have no effect on the entities or their services or customers.

C. Issues Requiring Consideration

The Applicants believe that the sole issue in this proceeding is whether the Commission should find the Joint Application sufficient to grant the relief requested, including compliance with Pub. Util. Code § 854 and Rule 3.6.

D. Proposed Schedule

The Applicants propose the following schedule:

Joint Application Filing Date	March 31, 2026
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 Joint Application filing date
Issuance of Scoping Memo	30 days after Prehearing Conference
Issuance of Proposed Decision	120 days after Joint Application filing date
Commission Final Decision	150 days after Joint Application Filing date <i>Provided that this Joint 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.</i>

E. Compliance with Commission Procedural Requirements

Rule	Requirement	Section(s)/ Exhibit(s)
2.1(a)	Legal Name and Address	II
2.1(b)	Persons to Receive Notice	II
2.1(c)	Categorization/Hearing/Proposed Schedule	VII
2.1	Requested Relief	IV
2.2	Formation Agreements and Qualifications to Transact Business	II, Exs. B, C
2.3 and 3.6(e)	Financial Statements	III, Ex. E
2.4	CEQA Compliance	VII
3.6(a)	Character of Business	II
3.6(b)	Description of Property	III, Ex. D
3.6(c)	Reasons for Transaction	III, Ex. D
3.6(d)	Terms of Transaction	III, Ex. D
3.6(f)	Transaction Documents	Ex. D
2.1 and D.13-05-035, ¶14	Verification/Certification	Exs. G, H

VIII. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity will be furthered by grant of this Joint Application. Accordingly, Applicants request that the Commission authorize GFiber, Stonepeak and Radiate Holdings to consummate the Proposed Transaction as set forth above.

Respectfully submitted on this 31st day of March 2026,

**Stonepeak Associates IV LLC, and
Radiate Holdings, L.P.**

/s/ Michael R. Dover

Michael R. Dover
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333 West Wacker Drive, Suite 2600
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mdover@kelleydrye.com

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Washington, DC 20024
Tel: (202) 945-6649
wbrantl@kelleydrye.com

Attorneys for Stonepeak Associates IV LLC,
and Radiate Holdings, L.P.

Google Fiber Inc.

/s/ H. Henry Shi

Jonathan B. Mirsky
H. Henry Shi
Seth A. Ismail
HWG LLP
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Washington, DC 20036
Tel: (202) 730-1300
jmirsky@hwglaw.com
hshi@hwglaw.com
sismail@hwglaw.com

Attorneys for Google Fiber Inc.

Exhibits

- Exhibit A** **Ownership Structure Charts Pre- and Post-Proposed Transaction**
- Exhibit B** **Corporate Documentation for Google Fiber, Inc.; Webpass Telecommunications, LLC; and Google Fiber North America Inc.**
- Exhibit C** **Corporate Documentation for Stonepeak Associates IV LLC; Radiate Holdings, L.P.; Astound Broadband, LLC; Astound Networks California, LLC; Astound II, LLC; Digital West Networks, Inc.; Norcast Communications Corporation; and Blue Rooster Telecom, Inc.**
- Exhibit D** **Transaction Agreement (without Exhibits)**
- [Confidential – submitted separately with a motion for leave to file under seal]*
- Exhibit E** **Financial Statements Extract / Equity Commitment Letters**
- [Confidential – submitted separately with a motion for leave to file under seal]*
- Exhibit F** **Management Biographies**
- Exhibit G** **Certifications of Stonepeak and Radiate Holdings pursuant to D.13-05-035**
- [Confidential – submitted separately with a motion for leave to file under seal]*
- Exhibit H** **Certification of GFiber pursuant to D.13-05-035**

Joint Application of Stonepeak Associates IV LLC, Radiate Holdings, L.P., and Google Fiber Inc., for Approval to Transfer Indirect Control of Webpass Telecommunications, LLC (U-7278-C) and of Google Fiber North America Inc. (U-1487-C); Approval for Conversion of Google Fiber North America Inc. (U-1487-C) to GFiber North America LLC; and Approval of *Pro Forma* Change in Control of Astound Broadband, LLC (U-6184-C, U-1587-C), Astound Networks California, LLC (U-7472-C), Astound II, LLC (U-7473-C), Digital West Networks, Inc. (U-7184-C, U-1576-C), Norcast Communications Corporation (U-6640-C), and Blue Rooster Telecom, Inc. (U-7169-C)

EXHIBIT A

Ownership Structure Charts Pre- and Post-Proposed Transaction

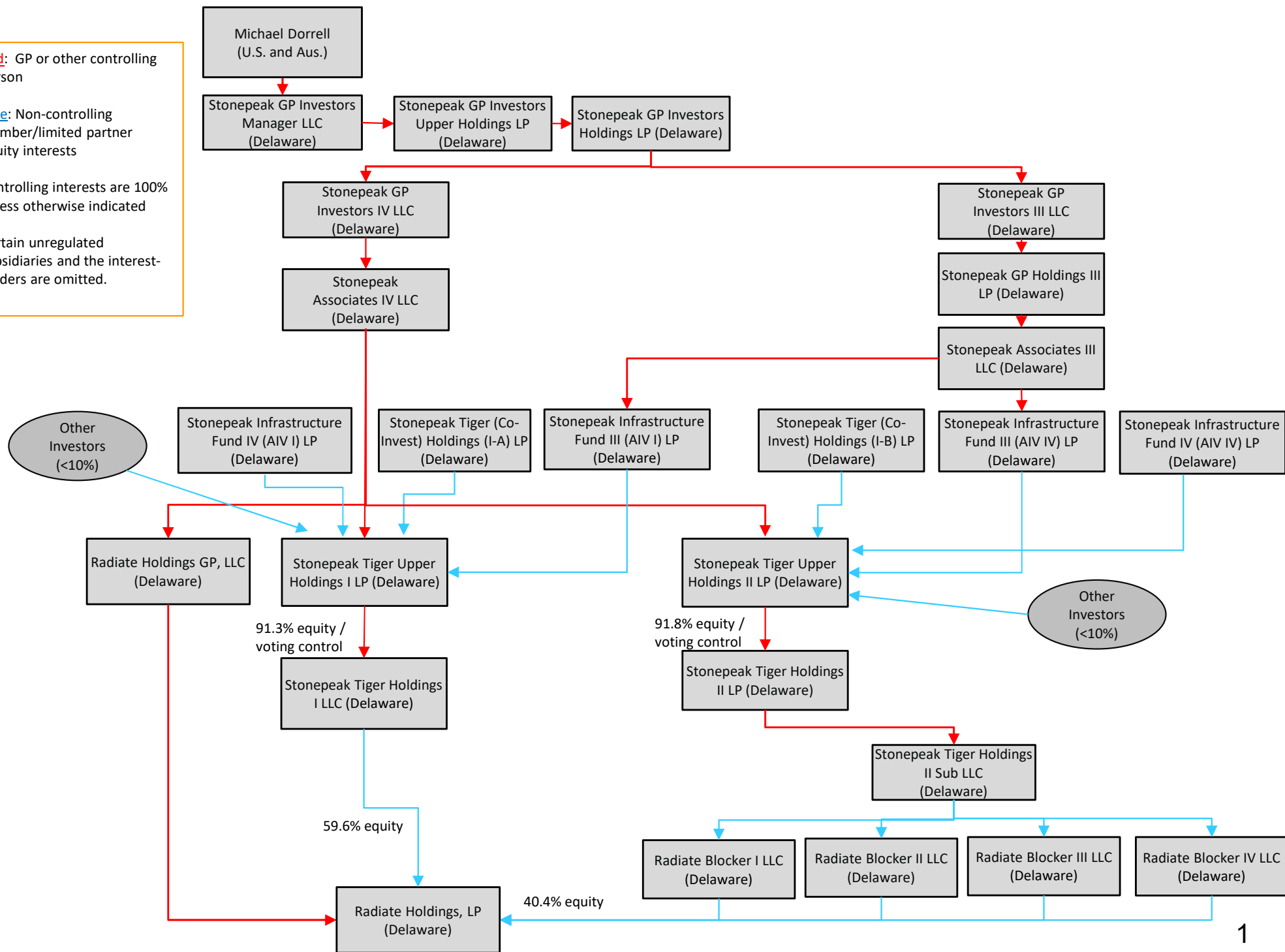
Organizational Chart Pre-Transaction – Radiate Holdings, L.P.

Red: GP or other controlling person

Blue: Non-controlling member/limited partner equity interests

Controlling interests are 100% unless otherwise indicated

Certain unregulated subsidiaries and the interest-holders are omitted.

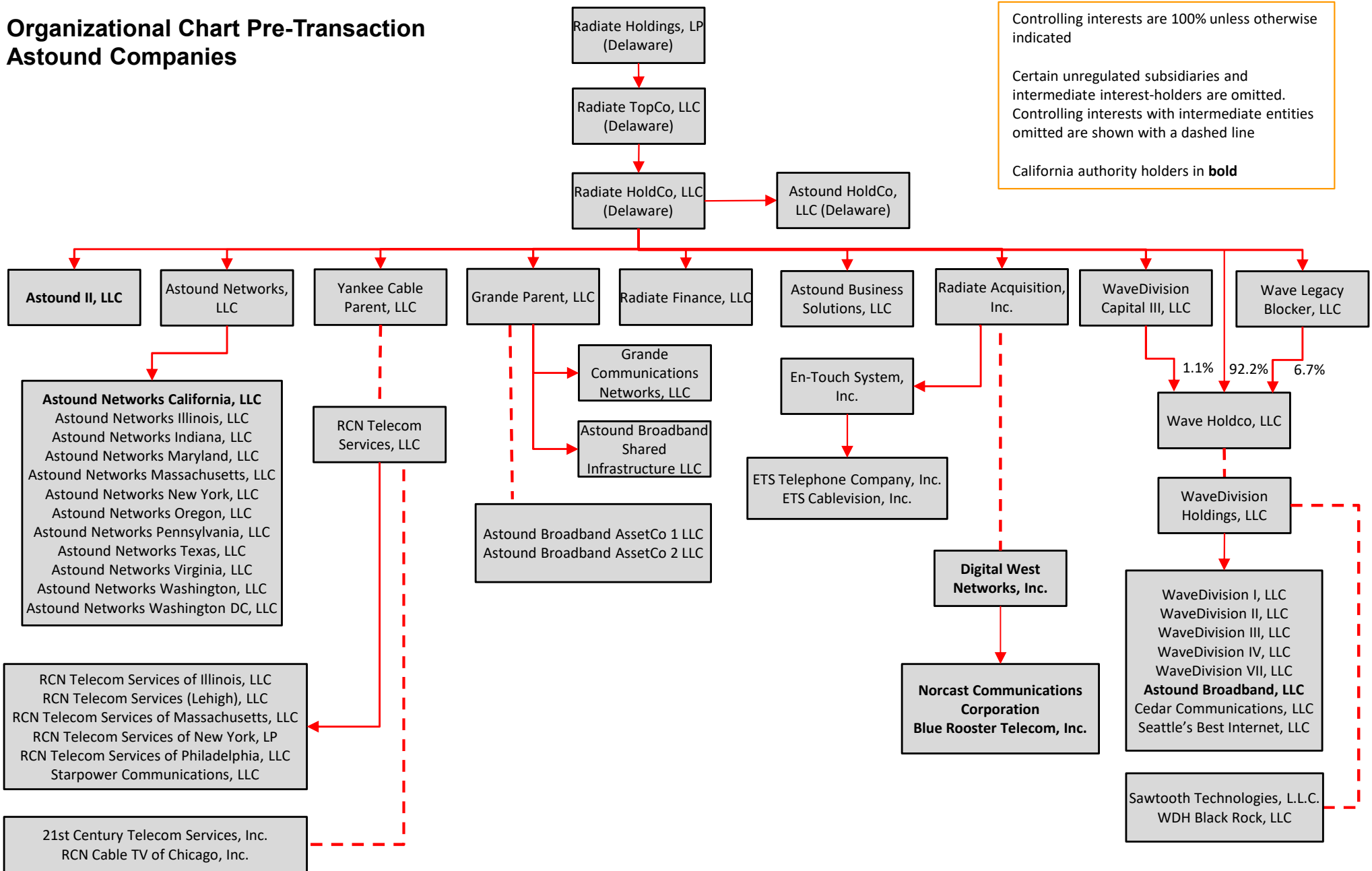


Organizational Chart Pre-Transaction Astound Companies

Controlling interests are 100% unless otherwise indicated

Certain unregulated subsidiaries and intermediate interest-holders are omitted. Controlling interests with intermediate entities omitted are shown with a dashed line

California authority holders in **bold**

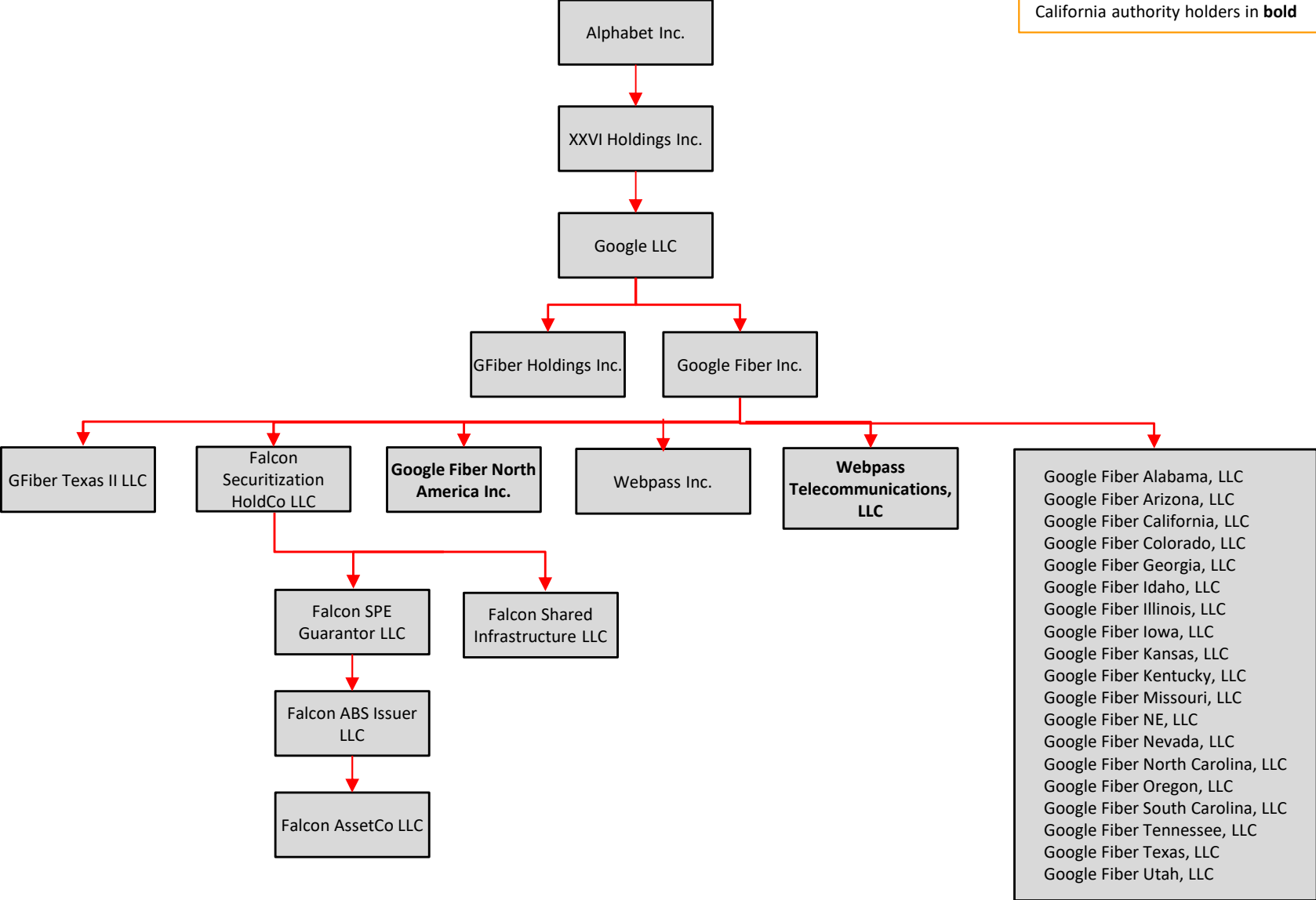


Organizational Chart Pre-Transaction GFiber Companies

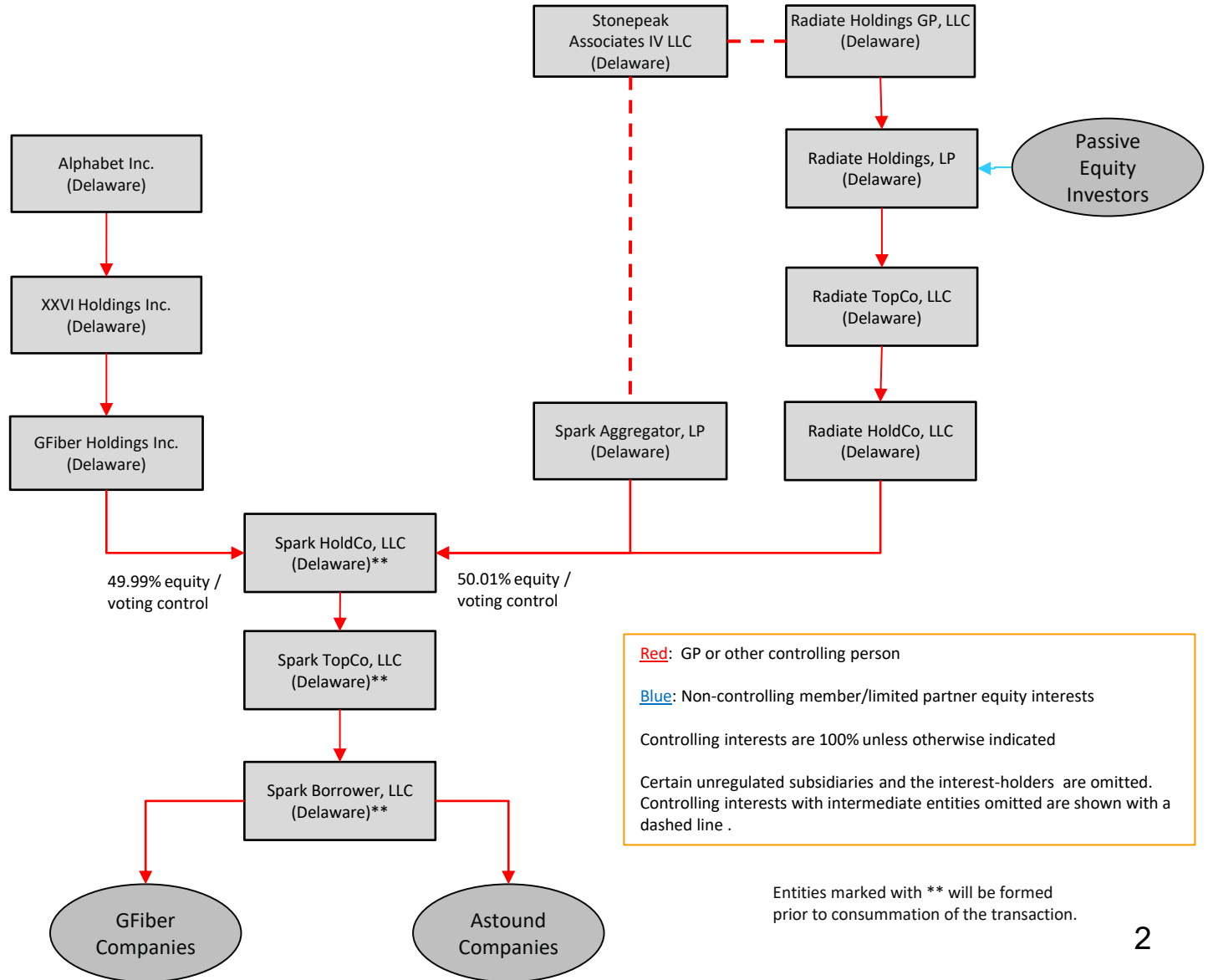
Controlling interests are 100% unless otherwise indicated

Certain unregulated subsidiaries and the interest-holders are omitted

California authority holders in **bold**



Organizational Chart Post-Close – Spark HoldCo, LLC

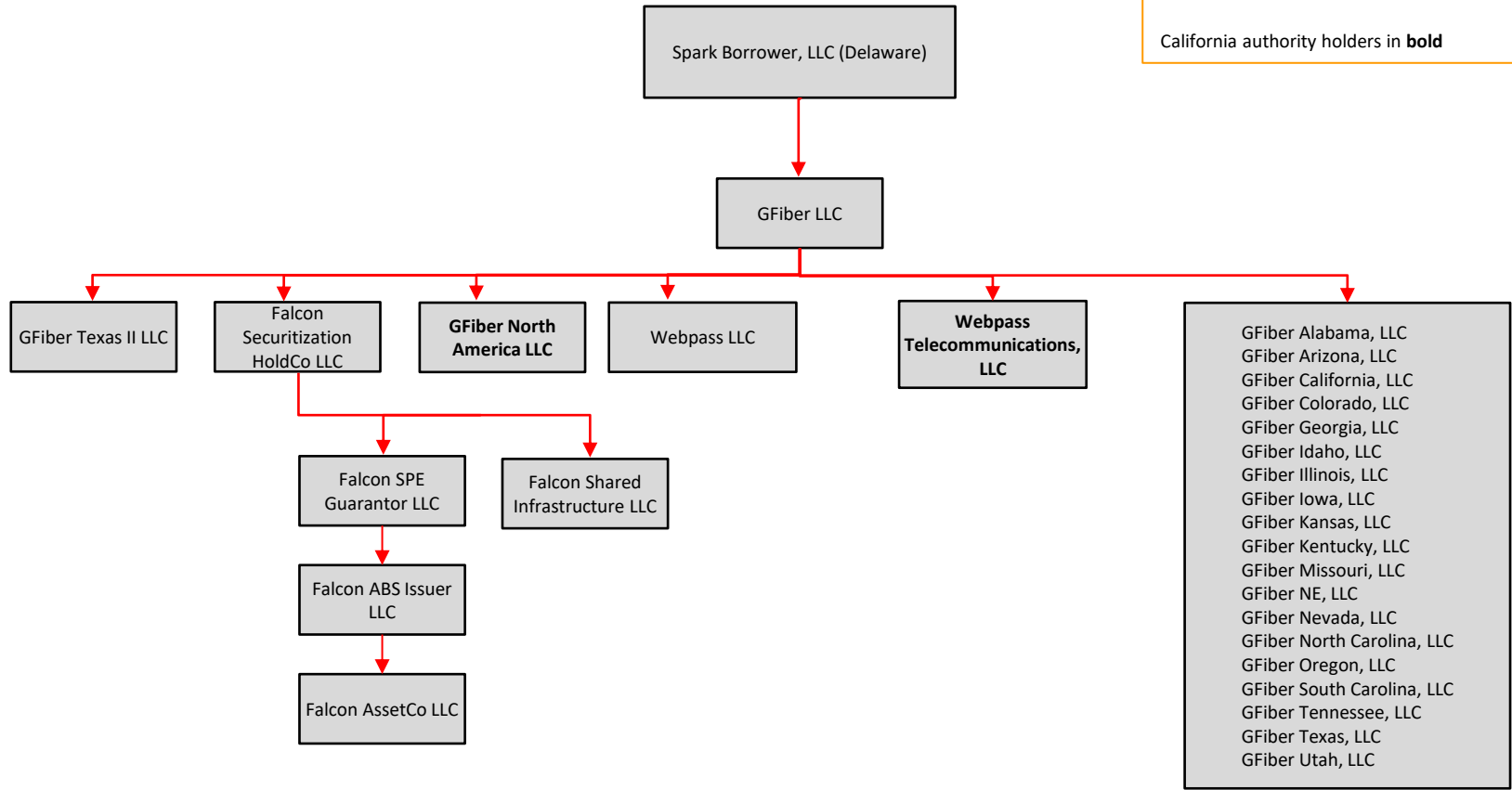


Organizational Chart Post-Close GFiber Companies

Controlling interests are 100% unless otherwise indicated

Certain unregulated subsidiaries and the interest-holders are omitted

California authority holders in **bold**



Joint Application of Stonepeak Associates IV LLC, Radiate Holdings, L.P., and Google Fiber Inc., for Approval to Transfer Indirect Control of Webpass Telecommunications, LLC (U-7278-C) and of Google Fiber North America Inc. (U-1487-C); Approval for Conversion of Google Fiber North America Inc. (U-1487-C) to GFiber North America LLC; and Approval of *Pro Forma* Change in Control of Astound Broadband, LLC (U-6184-C, U-1587-C), Astound Networks California, LLC (U-7472-C), Astound II, LLC (U-7473-C), Digital West Networks, Inc. (U-7184-C, U-1576-C), Norcast Communications Corporation (U-6640-C), and Blue Rooster Telecom, Inc. (U-7169-C)

EXHIBIT B

Corporate Documentation for Google Fiber, Inc.; Webpass Telecommunications, LLC; and Google Fiber North America Inc.

Delaware

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOOGLE FIBER INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JANUARY, A.D. 2026.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GOOGLE FIBER INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF JUNE, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



4837184 8300

SR# 20260090700

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

A handwritten signature in black ink, reading "C. P. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 202773878

Date: 01-09-26

Delaware

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOOGLE FIBER NORTH AMERICA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JANUARY, A.D. 2026.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GOOGLE FIBER NORTH AMERICA INC." WAS INCORPORATED ON THE SIXTH DAY OF AUGUST, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



5798607 8300

SR# 20260090730

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

A handwritten signature in black ink that reads "C. P. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 202773903

Date: 01-09-26

Delaware

PAGE 1

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 INCORPORATION OF "GOOGLE FIBER NORTH AMERICA INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF AUGUST, A.D. 2015, AT 8:04 O'CLOCK A.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5798607 8100

151139722



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2620689

DATE: 08-06-15

CERTIFICATE OF INCORPORATION
OF
GOOGLE FIBER NORTH AMERICA INC.

ARTICLE FIRST

The name of the corporation is Google Fiber North America Inc. (the “**Corporation**”).

ARTICLE SECOND

The address of the Corporation’s registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, 19808, County of New Castle. The name of the registered agent at such address is Corporation Service Company.

ARTICLE THIRD

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOURTH

The Corporation is authorized to issue one class of stock to be designated Common Stock. The total number of shares of Common Stock authorized to be issued is one thousand (1,000) shares with a par value of \$0.001 per share.

ARTICLE FIFTH

The name and mailing address of the incorporator are as follows:

Pia Victor
1600 Amphitheatre Pkwy
Mountain View, CA 94043

ARTICLE SIXTH

The Corporation is to have perpetual existence.

ARTICLE SEVENTH

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation, subject to the provisions of Article IX of the Bylaws of the Corporation.

ARTICLE EIGHTH

The number of directors that constitute the whole Board of Directors of the Corporation shall be determined in the manner specified in the Bylaws of the Corporation.

ARTICLE NINTH

Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

ARTICLE TENTH

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE ELEVENTH

11.1 Limitation of Director's Liability. To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or as it may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for conduct as a director.

11.2 Indemnification of Corporate Agents. The Corporation may provide indemnification of, and advance related indemnification expenses to, to the fullest extent permitted by law, any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person, such person's testator or intestate is or was a director, officer, employee benefit plan fiduciary, or employee of the Corporation or any predecessor of the Corporation or serves or served at the request of the Corporation or any predecessor of the Corporation as a director, officer, agent, employee benefit plan fiduciary or employee of another corporation, partnership, limited liability company, joint venture, trust or other entity or enterprise.

11.3 Repeal or Modification. Neither any amendment or repeal of this Article Eleventh, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article Eleventh, shall eliminate or reduce the effect of this Article Eleventh in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article Eleventh, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

THE UNDERSIGNED, being the sole incorporator named herein, for the purposes of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying, under penalties of perjury, that this is her act and deed and the facts herein stated are true, and accordingly, has hereunto set his hand this 6th day of August, 2015.

GOOGLE FIBER NORTH AMERICA INC.

/s/ Pia Victor

Pia Victor

Incorporator



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name: GOOGLE FIBER INC.
Entity No.: 3372771
Registration Date: 04/26/2011
Entity Type: Stock Corporation - Out of State - Stock
Formed In: DELAWARE
Status: Active

The above referenced entity is active on the Secretary of State's records and is qualified to transact intrastate business in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 30, 2026.

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 439989247

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name: WEBPASS TELECOMMUNICATIONS, LLC
Entity No.: 201228910516
Registration Date: 10/10/2012
Entity Type: Limited Liability Company - CA
Formed In: CALIFORNIA
Status: Active

The above referenced entity is active on the Secretary of State's records and is authorized to exercise all its powers, rights and privileges in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 30, 2026.

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 439977646

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.



Secretary of State Certificate of Status

I, **SHIRLEY N. WEBER, PH.D.**, California Secretary of State, hereby certify:

Entity Name: **GOOGLE FIBER NORTH AMERICA INC.**
Entity No.: **3836397**
Registration Date: **10/21/2015**
Entity Type: **Stock Corporation - Out of State - Stock**
Formed In: **DELAWARE**
Status: **Active**

The above referenced entity is active on the Secretary of State's records and is qualified to transact intrastate business in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 30, 2026.

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 439988649

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.

Joint Application of Stonepeak Associates IV LLC, Radiate Holdings, L.P., and Google Fiber Inc., for Approval to Transfer Indirect Control of Webpass Telecommunications, LLC (U-7278-C) and of Google Fiber North America Inc. (U-1487-C); Approval for Conversion of Google Fiber North America Inc. (U-1487-C) to GFiber North America LLC; and Approval of *Pro Forma* Change in Control of Astound Broadband, LLC (U-6184-C, U-1587-C), Astound Networks California, LLC (U-7472-C), Astound II, LLC (U-7473-C), Digital West Networks, Inc. (U-7184-C, U-1576-C), Norcast Communications Corporation (U-6640-C), and Blue Rooster Telecom, Inc. (U-7169-C)

EXHIBIT C

Corporate Documentation for Stonepeak Associates IV LLC; Radiate Holdings, L.P.; Astound Broadband, LLC; Astound Networks California, LLC; Astound II, LLC; Digital West Networks, Inc.; Norcast Communications Corporation; and Blue Rooster Telecom, Inc.

Certificates of Good Standing

Delaware

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STONEPEAK ASSOCIATES IV LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF MARCH, A.D. 2026.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "STONEPEAK ASSOCIATES IV LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



7672987 8300

SR# 20261381840

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

A handwritten signature in black ink that reads "C. P. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 203458454

Date: 03-25-26

Delaware

Page 1

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RADIATE HOLDINGS, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF MARCH, A.D. 2026.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RADIATE HOLDINGS, L.P." WAS FORMED ON THE NINTH DAY OF AUGUST, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



6119201 8300

SR# 20261381819

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

A handwritten signature in black ink, reading "C. P. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 203458443

Date: 03-25-26



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name: ASTOUND BROADBAND, LLC
Entity No.: 200523710225
Registration Date: 08/22/2005
Entity Type: Limited Liability Company - Out of State
Formed In: WASHINGTON
Status: Active

The above referenced entity is active on the Secretary of State's records and is qualified to transact intrastate business in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 22, 2026.

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 436859037

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name: Astound Networks California, LLC
Entity No.: 202463011970
Registration Date: 07/10/2024
Entity Type: Limited Liability Company - Out of State
Formed In: DELAWARE
Status: Active

The above referenced entity is active on the Secretary of State's records and is qualified to transact intrastate business in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 22, 2026.

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 436859239

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name: Astound II, LLC
Entity No.: 202461811192
Registration Date: 04/10/2024
Entity Type: Limited Liability Company - Out of State
Formed In: DELAWARE
Status: Active

The above referenced entity is active on the Secretary of State's records and is qualified to transact intrastate business in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 22, 2026.

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 436859542

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name: DIGITAL WEST NETWORKS, INC.
Entity No.: 2342972
Registration Date: 04/17/2001
Entity Type: Stock Corporation - CA - General
Formed In: CALIFORNIA
Status: Active

The above referenced entity is active on the Secretary of State's records and is authorized to exercise all its powers, rights and privileges in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 22, 2026.

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 436859643

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name: NORCAST COMMUNICATIONS CORPORATION
Entity No.: 2335037
Registration Date: 03/06/2001
Entity Type: Stock Corporation - CA - General
Formed In: CALIFORNIA
Status: Active

The above referenced entity is active on the Secretary of State's records and is authorized to exercise all its powers, rights and privileges in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 22, 2026.

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 436860029

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name: BLUE ROOSTER TELECOM, INC.
Entity No.: 3228287
Registration Date: 09/08/2009
Entity Type: Stock Corporation - CA - General
Formed In: CALIFORNIA
Status: Active

The above referenced entity is active on the Secretary of State's records and is authorized to exercise all its powers, rights and privileges in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 22, 2026.

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 436859946

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.

Formation Documents

Delaware

Page 1

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.




Jeffrey W. Bullock Secretary of State

7672987 8100
SR# 20197750574

Authentication: 203876974
Date: 10-28-19

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

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

Delaware

Page 1

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 LIMITED PARTNERSHIP OF "RADIATE HOLDINGS, L.P.", FILED IN THIS OFFICE ON THE NINTH DAY OF AUGUST, A.D. 2016, AT 10:26 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

6119201 8100
SR# 20165281426

Authentication: 202795359
Date: 08-09-16

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

CERTIFICATE OF LIMITED PARTNERSHIP
OF
RADIATE HOLDINGS, L.P

The undersigned, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, does hereby certify as follows:

- I. The name of the limited partnership is Radiate Holdings, L.P.
- II. The address of the Partnership's registered office in the State of Delaware is located at Suite 302, 4001 Kennett Pike, Wilmington, Delaware 19807, and the name of the registered agent whose office address will be the same as the registered office is Maples Fiduciary Services (Delaware) Inc.
- III. The name and mailing address of each general partner is as follows:

Name

Address

TGP VII DE AIV GenPar, L.P.

301 Commerce Street, Suite 3300
Fort Worth, TX 76102

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership of Radiate Holdings, L.P. as of August 9, 2016.

GENERAL PARTNER

TGP VII DE AIV GENPAR, L.P.

By: TPG VII DE AIV GenPar Advisors, LLC,
its General Partner

By: 

Name: Clive Bode
Title: Vice President

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, Secretary of State

200523710225

Delaware

Page 1

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 "ASTOUND BEAD (CA), LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JUNE, A.D. 2024, AT 3:52 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3930467 8100
SR# 20242870041

Authentication: 203710021
Date: 06-14-24

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

CERTIFICATE OF FORMATION

OF

ASTOUND BEAD (CA), LLC

This Certificate of Formation is being executed as of June 13, 2024, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101, et seq.

The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. Name The name of the limited liability company is Astound BEAD (CA), LLC (the "Company").

2. Registered Office and Registered Agent. The Company's registered office in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, New Castle County, Wilmington, Delaware 19801. The registered agent of the Company for service of process is The Corporation Trust Company, located at Corporation Trust Center, 1209 Orange Street, New Castle County, Wilmington, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the day and year first above written.

By: /s/ Michelle Hendrickson

Name: Michelle Hendrickson

Its: Authorized Person

Delaware

Page 1

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 AMENDMENT OF "ASTOUND BEAD (CA), LLC", CHANGING ITS NAME FROM "ASTOUND BEAD (CA), LLC" TO "ASTOUND NETWORKS CALIFORNIA, LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2024, AT 12:17 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3930467 8100
SR# 20242989940

Authentication: 203801279
Date: 06-26-24

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

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF FORMATION
OF
ASTOUND BEAD (CA), LLC**

June 26, 2024

Astound BEAD (CA), LLC, a limited liability company (the “Company”), filed its Certificate of Formation (the “Certificate”) with the Secretary of State of the State of Delaware on June 13, 2024. The undersigned, being duly authorized to execute and file this Certificate of Amendment to the Certificate of Formation, and pursuant to the provisions of Section 18-202 of the Act, does hereby certify as follows:

That paragraph one of the Certificate is hereby amended and restated in its entirety to read as follows:

“1. Name. The name of the limited liability company is Astound Networks California, LLC (the “Company”).”

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

ASTOUND BEAD (CA), LLC

By: /s/ John Freehan
Name: John Freehan
Title: Authorized Person

Delaware

Page 1

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 "ASTOUND II, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2024, AT 5:37 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3346091 8100
SR# 20241197028

Authentication: 203131774
Date: 03-28-24

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

CERTIFICATE OF FORMATION
OF
ASTOUND II, LLC

This Certificate of Formation is being executed as of March 27, 2024, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101, et seq.

The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. Name The name of the limited liability company is Astound II, LLC (the "Company").

2. Registered Office and Registered Agent. The Company's registered office in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, New Castle County, Wilmington, Delaware 19801. The registered agent of the Company for service of process is The Corporation Trust Company, located at Corporation Trust Center, 1209 Orange Street, New Castle County, Wilmington, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the day and year first above written.

By: /s/ Michelle Hendrickson
Name: Michelle Hendrickson
Its: Authorized Person

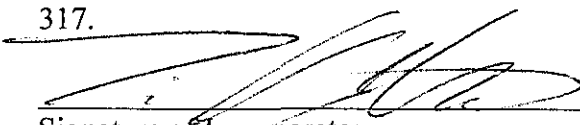
2342972

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:

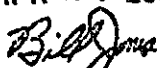
“Such rights are granted to ensure existing shareholders maintain their equity position in the Corporation.”

- 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

2335037

ARTICLES OF INCORPORATION
OF
NORCAST COMMUNICATIONS CORPORATION

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

MAR 06 2001

Bill Jones
BILL JONES, Secretary of State

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).

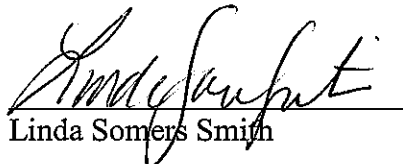
ARTICLE V
EXCULPATION

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

FILED ~~2009~~
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.

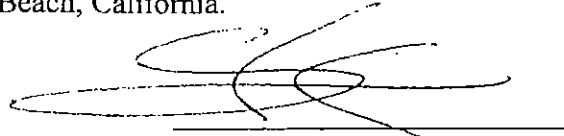
ARTICLE V - EXCULPATION

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

Joint Application of Stonepeak Associates IV LLC, Radiate Holdings, L.P., and Google Fiber Inc., for Approval to Transfer Indirect Control of Webpass Telecommunications, LLC (U-7278-C) and of Google Fiber North America Inc. (U-1487-C); Approval for Conversion of Google Fiber North America Inc. (U-1487-C) to GFiber North America LLC; and Approval of *Pro Forma* Change in Control of Astound Broadband, LLC (U-6184-C, U-1587-C), Astound Networks California, LLC (U-7472-C), Astound II, LLC (U-7473-C), Digital West Networks, Inc. (U-7184-C, U-1576-C), Norcast Communications Corporation (U-6640-C), and Blue Rooster Telecom, Inc. (U-7169-C)

EXHIBIT D

Transaction Agreement (without Exhibits)

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

REDACTED

Joint Application of Stonepeak Associates IV LLC, Radiate Holdings, L.P., and Google Fiber Inc., for Approval to Transfer Indirect Control of Webpass Telecommunications, LLC (U-7278-C) and of Google Fiber North America Inc. (U-1487-C); Approval for Conversion of Google Fiber North America Inc. (U-1487-C) to GFiber North America LLC; and Approval of *Pro Forma* Change in Control of Astound Broadband, LLC (U-6184-C, U-1587-C), Astound Networks California, LLC (U-7472-C), Astound II, LLC (U-7473-C), Digital West Networks, Inc. (U-7184-C, U-1576-C), Norcast Communications Corporation (U-6640-C), and Blue Rooster Telecom, Inc. (U-7169-C)

EXHIBIT E

Financial Statements Extract / Equity Commitment Letters

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

REDACTED

Joint Application of Stonepeak Associates IV LLC, Radiate Holdings, L.P., and Google Fiber Inc., for Approval to Transfer Indirect Control of Webpass Telecommunications, LLC (U-7278-C) and of Google Fiber North America Inc. (U-1487-C); Approval for Conversion of Google Fiber North America Inc. (U-1487-C) to GFiber North America LLC; and Approval of *Pro Forma* Change in Control of Astound Broadband, LLC (U-6184-C, U-1587-C), Astound Networks California, LLC (U-7472-C), Astound II, LLC (U-7473-C), Digital West Networks, Inc. (U-7184-C, U-1576-C), Norcast Communications Corporation (U-6640-C), and Blue Rooster Telecom, Inc. (U-7169-C)

EXHIBIT F

Management Biographies

Dinni Jain

<https://www.linkedin.com/in/dinni-jain-1127041/>

PROFESSIONAL EXPERIENCE

GFiber **Feb. 2018 – Present**
Chief Executive Officer

Wandering Water Farm **Aug. 2017 – Present**
Founder

- Run family farm in Brownsville, Vermont with the ultimate goal of growing biodynamic fruits and vegetables.

Time Warner Cable **Jan. 2014 – May 2016**
Chief Operating Officer

- Oversaw TWC's residential services, business services, and media sales.
- Responsible for TWC's technology and network operations, product development, and content acquisition functions, as well as news, local sports, and regional sports networks.

Insight Communications **Jan. 2002 – Feb. 2012**
President and Chief Operating Officer

- Led a cable company that served subscribers in Indiana, Illinois, Kentucky, and Ohio.

ntl **Jan. 1993 – Dec. 2001**
Managing Director

- Held various roles in one of Europe's leading cable and telecommunications companies.

EDUCATION

Princeton University

John Abbot

<https://www.linkedin.com/in/jabbot/>

PROFESSIONAL EXPERIENCE

- GFiber** **May 2024 – Present**
Chief Financial Officer
- Oversee the company's Finance, Strategy & Analytics, and Accounting teams as GFiber's first CFO.
- Dataminr** **Jan. 2023 – May 2024**
Chief Financial Officer
- Served as CFO for leading artificial intelligence business.
- Datto** **Mar. 2020 – June 2022**
Chief Financial Officer
- Led company through initial public offering.
- Cumulus Media, Inc.** **July 2016 – Feb. 2020**
Executive Vice President & Chief Financial Officer
- Telx** **Jan. 2014 – Dec. 2015**
Executive Vice President & Chief Financial Officer
- Insight Communications** **Jan. 2004 – Mar. 2012**
Executive Vice President & Chief Financial Officer
- Morgan Stanley** **Jan. 1995 – Jan. 2004**
Managing Director, Media & Telecom Group
- Goldman Sachs** **1992 – 1994**
Associate, Investment Banking, Global Energy & Power Group
- US Navy** **1984 – 1990**
Surface Warfare Officer (LCDR)

EDUCATION

- Harvard Business School**
Master of Business Administration
- Pennsylvania State University**
Master of Engineering
- United States Naval Academy**
Bachelor of Science, Systems Engineering

John Keib

<https://www.linkedin.com/in/johnkeib/>

PROFESSIONAL EXPERIENCE

GFiber

Mar. 2019 – Present

Chief Product & Technology Officer (Nov. 2023 – Present)

- Lead a dedicated team across multiple functions, including Product, Network Engineering, Wireless Engineering, Network Operations Center, Software Engineering, IT, Information Systems, Cybersecurity, Billing, GFiber Labs, and Supply Chain Management.

Vice President, Technology, Operations & Product (Mar. 2019 – Oct. 2023)

- Led a team across product, operations, and engineering focused on innovating residential and commercial internet service delivery using Fiber-to-the-Home, Fiber-to-the-Premise, and millimeter wave wireless technologies.

Time Warner Cable, Inc.

2008 – 2016

Chief Operating Officer and Executive Vice President, Residential Services (2013 – 2016)

- Led resurgence of Time Warner Cable's \$20B residential business by building a differentiated customer value proposition that delivered an unprecedented increase in revenue and 720% return on shares over the last decade.
- Recognized with Cable Vanguard Award for Operational Excellence (2016).

President, West Region (2010 – 2013)

- Oversaw \$8B residential P&L including Marketing, Sales, Technical Operations, Customer Care, Analytics, Business Operations, Programming, and Product Development across 28 states. Budget: +\$2B expense and capital budget; oversaw team of 27,000.

President, Northeast Region (2008 – 2010)

- Led P&L management subscriber forecasting, budgeting, and functional management of Customer Care, Technical Operations, Collections, Finance, Facilities, Marketing, IT, and Human Resources. P&L: \$2B; oversaw team of 5,000.
- Built integrated marketing and CRM model based upon segmentation, lifetime value, SAC costs, and predictive behavior methodologies.

Time Warner, Inc.

1998 – 2008

Vice President of Marketing & Sales (2003 – 2008)

Senior Director / Director / Manager Marketing & Sales, Syracuse Division (1998 – 2003)

- Led marketing and sales launch of High Speed Internet, Digital Phone, and Digital Cable service.

DIRECTV

1996 – 1998

Atlantic Region Manager Sales & Distribution

- Managed sales and marketing in 13-state territory with 700K subscribers. Managed key regional and national accounts and TVRO distribution channels.
- Oversaw regional set-top manufacturer relationships including SONY, Panasonic, and Thomson Multimedia.

Thompson Multimedia

1994 – 1996

Digital Satellite Systems Specialist

- Coordinated introductory marketing and sales rollout of RCA Digital Satellite System throughout Eastern seaboard for key national accounts and independent retailers.

EDUCATION

Syracuse University

Master of Science, Communications

Master of Science, Telecommunications

Cornell University

Bachelor of Science, Human Ecology

Melani Griffith

<https://www.linkedin.com/in/melanigriffith/>

PROFESSIONAL EXPERIENCE

GFiber

Sept. 2018 – Present

Chief Growth Officer (Nov. 2023 – Present)

- Oversee the entire customer lifespan from brand and marketing, sales, digital, customer service, and public relations as company's first CGO.

Vice President, Marketing & Sales (Sept. 2018 – Nov. 2023)

Rogers Communications

Jan. 2016 – Aug. 2018

Senior Vice President, Content and Consumer Channels

- National head of consumer sales responsible for customer acquisition and upsell of all wireless and wireline products and services for largest telco in Canada.
- Architect and executor of content strategy on cable, broadband and wireless platforms. Oversaw all programming operations including channel launches, channel removals, packaging and pricing changes for linear, HD, 4K and VOD services.

Penthera

Mar. 2013 – Dec. 2015

Executive Vice President

- Sales and marketing executive responsible for growing customer base, identifying and exploring incremental and new revenue opportunities and driving strategy for a software technology start-up that delivers intelligent solutions to efficiently transfer content and data to mobile and IP enabled devices.

Stingray Digital

Sept. 2012 – Feb. 2013

Vice President Corporate Development

- Responsible for corporate strategy, M&A activity, launching linear channels, and product management.

Insight Communications

Jan. 2005 – June 2012

Senior Vice President Programming and Video Services

- Lead negotiator for all programming agreements on behalf of 9th largest cable operator in US (before being acquired by TWC).
- Developed video product and content strategy for linear, on demand and broadband platforms based on the ongoing evaluation of new and existing product features and programming networks.
- Responsible for \$250M programming budget and \$13M product development budget.

Fox Cable Networks

Sept. 2003 – Dec. 2004

Account Executive

- Primary relationship manager for top advertising agencies including Mediacom, Weiden & Kennedy, and Crispin, Porter & Bougusky.
- Consulted and strategized with agency and client executives to determine and execute most effective media buys to achieve their goals.
- Managed entire sales process from negotiation through deal execution.

AMC Networks

Feb. 2000 – June 2003

Senior Vice President, Affiliate Sales and Marketing

- Principal contact for top executives at major cable companies including Time Warner, Cox, Comcast and Adelphia.
- Advised heads of Programming and Marketing on leveraging new technology platforms to increase their customer retention and revenue opportunities.

- Responsible for all sales distribution and affiliate marketing of AMC, Women's Entertainment and Fuse throughout the eastern half of the US.

EDUCATION

Columbia Business School

Master of Business Administration

University of California, Los Angeles

Bachelor's Degree, Communications and Media Studies

Rocco Laurenzano

<https://www.linkedin.com/in/roccolaurenzano/>

PROFESSIONAL EXPERIENCE

GFiber

Apr. 2018 – Present

Chief Operating Officer (Nov. 2023 – Present)

Vice President Operations (Apr. 2018 – Nov. 2023)

Altice USA

Oct. 2016 – Mar. 2018

Senior Vice President of Direct, Retail, and Outbound Sales

- Responsible for all aspects of the SuddenLink (Altice USA WEST) properties covering 17 states and 1.5M customers.

Time Warner Cable

Feb. 2014 – June 2016

Senior Vice President of Change Management

- Recruited to launch the company's first change management group and bring operational excellence to the project management function.
- Oversaw \$500M in capital projects annually, led the 60-person corporate PMO, and played an instrumental role in turnaround of TWC operational and financial performance by introducing the first systematized process for vetting, categorizing, prioritizing, tracking, and delivering enterprise-wide customer solutions.

Charter Communications

Sept. 2012 – Feb. 2014

South Regional Vice President of Field Operations

Insight Communications

Jan. 2005 – May 2012

Senior Vice President of Central Operations (Jan. 2005 – May 2012)

Senior Vice President of Project Management (Jan. 2007 – Jan. 2011)

Director of Field Operations (June 2006 – Dec. 2006)

Senior Vice President of Central Operations (Jan. 2005 – May 2006)

Comcast

Aug. 2001 – Dec. 2004

Voice Engineering Manager

ThruPoint

Sept. 2000 – July 2001

Project Management Consultant

AT&T

July 1998 – Aug. 2000

Senior Switch Engineer

EDUCATION

Rensselaer Polytechnic Institute

Bachelor of Science, Management of Technology

ETTIENNE BRANDT

A results-driven, ambitious C-suite leader with a compelling combination of commercial, sales, marketing and operational skills working across Business and Consumer segments.

An inspirational, strategic leader with a strong track record of delivering results in FTSE Top 25/equivalent companies and Private Equity.

International and diverse experience running Business units in three different continents.

PROFESSIONAL EXPERIENCE AND SIGNIFICANT ACHIEVEMENTS

Astound Broadband – CEO

Mar 2026 to present

Responsible for Astound Broadband

- ❖ Astound Broadband is one of largest private Telecommunications companies in the United States of America

Frontier Communications – EVP Business

Aug 2022 to Feb 2026

Responsible for \$1.2b Business Division for Frontier Communications

- ❖ Frontier Communications is the largest pure play Fiber Broadband provider in the United States of America
- ❖ **Key Achievements – EVP Business**
- ❖ Rapid improvement in performance driven by new strategy focusing on Sales Excellence, Operational Efficiency, New Product Portfolio & Winning Culture
- ❖ Won 4 industry awards with innovative new product portfolio
- ❖ Improved from last to second in JD Power US Business Internet Satisfaction Survey
- ❖ Improved automation using gen AI technology with 30%+ improvement in back-office efficiency and improved sales effectiveness
- ❖ Grew Small Business Fiber net adds from 2.5k per quarter to 6k per quarter
- ❖ Improved Frontier Business revenue performance from a negative 8% YoY to 2% YoY growth making Frontier one of the only growing B2B telecommunication units in North America

Enjoy – Chief Commercial Officer US & UK

Apr 2021 to July 2022

Responsible for Enjoy's global sales teams, L&D and field enablement teams across US, Canada and UK

- ❖ Enjoy is a technology-powered platform reinventing "Commerce at Home" to bring the best of the store directly to customers
- ❖ Part of Enjoy's leadership taking Enjoy public in September 2021
- ❖ Enjoy went public in October 2021 and was sold to Asurion LLC in August 2022

Key Achievements – Chief Commercial Officer

- ❖ Dramatically improved sales performance via sales training programmes, enhanced sales commissions and restructured field leadership team
- ❖ Reduced staff attrition by 50% in 9 months revamping hiring and onboarding processes

EE & BT Managing Director – Commercial UK

Feb 2016 to Mar 2021

Responsible for EE Consumer Sales Channels, Commercial Sport & Wifi and Commercial Trading performance

- ❖ Part of a ~£10.5bn P&L team running Retail Sales (~600 stores), Call Centre Sales, Partnership Sales, E-commerce, In Home services, Commercial Sport & Wifi (B2B), shop.BT.com and Commercial teams
- ❖ Responsible for ~£2bn customer investment budget, ~£30m capex, ~£400m opex & ~8,500 employees

Key Achievements – Managing Director – Commercial/CCO

- ❖ Took the BT brand back to the high street by launching BT within EE stores for the first time in 20 years
- ❖ Launched an in-home services sales and repair business for EE mobile and BT fixed customers

- ❖ Developed and implemented a revised commercial strategy in BT Broadband business reducing churn from 1.6% per mth to 1% within 18 mths and getting BT broadband back to growth for the first time in 4 yrs
- ❖ Launched new fibre sales channels with B2B partnerships with door-to-door sales companies and new home builders
- ❖ Created a new retail strategy moving from single to multiple retail formats (including store in store partnership with Argos/Sainsbury's)
- ❖ Improved customers experience achieving a sales NPS of 70 and halving retail complaints year on year
- ❖ Led EE to achieve award of Best "Big Company to work for" in Sunday Times survey, with 85% staff engagement scores
- ❖ Launched retail "Aspire" programme to develop store managers of the future and improve diversity
- ❖ Increased EE mobile base by 425k vs a trend declines of 123k, resulting in a revenue line shift from negative 3% to positive 4%
- ❖ Grew Commercial Sport Business to the largest within the UK by premises volume

EE Enterprise Marketing & Commercial Director

Sept 2014 to Jan 2016

Responsible for EE B2B Enterprise Segment P&L (50 employee and upwards segment)

- ❖ Responsible for ~£400m Enterprise P&L, Marketing Communications, Propositions, Trading and Commercials within EE Enterprise Segment
- ❖ Responsible for Indirect Sales Partner and Reseller team and involved in EE Major accounts sales activity
- ❖ EE was acquired by British Telecom in 2016 for £12.5bn

Key Achievements – Enterprise Marketing and Commercial Director

- ❖ Devised a new growth strategy within 60 days of appointment to dramatically improve performance
- ❖ Revised pricing and proposition plans to improve monetisation of 4G for UK Businesses.
- ❖ Launched Reseller model and doubled sales within indirect sales team
- ❖ Implemented cross functional service improvement plan which has enhanced customer NPS by 20 points
- ❖ Owner of the EE rail Wi-Fi programme which was the largest sales programme in EE
- ❖ All of the above has resulted in revenue growth of 13% (prior year 3%) and profit growth of 20% (prior year 4%) and cash growth of 32% (prior year 8%) with a strong sales pipeline for new connected propositions to maintain this financial performance for 2016
- ❖ Responsible for Corporate Sales Incentive plans which improved sales performance, staff engagement and generated incremental marketing support fund profits
- ❖ Owned and completed M&A transaction of Mainline Communications for EE Ltd

EE – Business Division Finance Director

Feb 2014 to Aug 2014

Responsible for Business Finance (MVNO, Wholesale, New Business and Business to Business ~£1.5bn P&L)

- ❖ Short term position managing finance team in growing business sector within EE

Key Achievements – Business Finance Director

- ❖ Owned Financial planning to help identify opportunities to drive growth and improve profit
- ❖ Revised Corporate sales commissions pay plan & deal tools to close loopholes and improve profitability

Cell C – South Africa

Jan 2013 – Jan 2014

Short term position prior to return to UK

Responsible for PMO, Revenue Assurance, Credit and Collections areas

- ❖ Cell C Launched in 2001 and is South Africa's third largest cellular operator with over 11 million subscribers

Key Achievements – Chief Credit & Risk Officer

- ❖ Short term position in Cell C's turnaround team reporting to one of South Africa's most respected CEO's
- ❖ Renegotiated all supplier contracts within credit and collections resulting in a 30% opex cost reduction

Edcon – South Africa (Private Equity)**Jul 2008 – Dec 2012****Group Cellular Executive & General Manager**

Initially responsible for the Edcon Cellular Division across (~1,100 stores) and promoted to General Manager – CNA & Cellular adding the full responsibility for CNA business as well (~200 stores)

- ❖ Edcon is the leading clothing, footwear and textiles (CFT) retailing group in southern Africa trading through a range of 9 retail divisions.
- ❖ Edcon was acquired by Bain Capital during 2007 in Africa's largest private equity deal.
- ❖ Responsible for all aspects of the ~R5bn P&L
- ❖ Responsible for negotiating all B2B contracts with mobile phone providers

Key Achievements – General Manager C N A & Cellular

- ❖ Dramatically improved profitability of cellular business within Edcon doubling profit over 4 ½ years with double digit profit growth for 3 years in a row while growing value market share by 10% points
- ❖ Turned around C N A from worst performing chain within Edcon to best performing in 2012 with 8% revenue growth and 20% profit growth by growing market share in every category within C N A
- ❖ Successfully launched first mobile over the air store card proposition in South Africa
- ❖ Won Vodacom pre-paid retailer of the year 2010 & 2011
- ❖ Modernized in-store displays in over 800 stores with new formats resulting in improved sales
- ❖ Launched post-paid cellular propositions in Edcon via retail stores and telesales

Orange UK – Various positions**Dec 2004 – June 2008**

Various positions across Orange beginning as Head of Finance – PAYG & Marketing and finishing as Commercial Director for the Consumer & SME business unit

- ❖ Responsible for an annual customer investment budget of ~£800m per year across Indirect and Orange owned channels
- ❖ Head of Finance for £1b PAYG P&L & +£100m Marketing Expenditure

Key Achievements – Commercial Director

- ❖ Delivered improved commercial agreements in 2007 which will reduce investment expenditure across all key distribution channels (forecast to save ~£100m over the next 3 years)
- ❖ Created revised channel remuneration plans improving Orange's quality of connection dramatically and generating more consistent volumes
- ❖ Assisted in turning around the declining PAYG business by creating various improvement initiatives and then ensuring these were delivered

20:20 Logistics, Caudwell Group UK**Feb 2004 – Dec 2004****Associate Finance Director (B2B)**

This position responsible for Finance, Customer Services, Credit Control & Operations

- ❖ £800m Turnover distribution business and Mobile Distributor of the year 7 years running
- ❖ Direct staff of 60 reports & key accounts included BT-Mobile and Tesco Mobile

Various Roles (B2B & Consumer)

Various positions across ntl beginning as a Pricing Analyst in the Business Division with a final position as Head of Finance Television in the ntl:Consumer Finance organisation

- ❖ Head of Finance for £800m Television P&L with budgeting and forecasting responsibility for ntl:home (£2bn turnover) and key member of debt restructure team during Chapter 11 debt restructure

ACADEMIC BACKGROUND

- ❖ Member of Chartered Institute of Management Accountants (**CIMA**) 2003
- ❖ Honours Degree in **Management Accounting**, University of Stellenbosch 1999
- ❖ Degree in **Bachelor of Commerce (B.COMM)**; University of Stellenbosch 1998

John D. Feehan, Jr.
(Cell) 908-531-9566

Email: jfeehan@comcast.net or jfeehan@patmedia.us

Professional Summary

Results-driven senior level executive with 39 years of experience in financial and operational leadership positions, successfully leading and managing companies in telecommunications, technology, manufacturing, distribution, service, pharmaceutical and bio-pharmaceutical manufacturing. Extensive experience in Private Equity backed companies, public companies and start-ups.

Management and Leadership Competencies

- Organizational Vision & Strategy
- Execution, Results, Leadership
- M&A / Business Development
- Debt / Equity Funding
- Corporate Governance
- Business Process Development
- Staff Recruiting & Development
- Financial Results Management
- Metrics-driven Performance
- Relationship Management
- Organizational Management
- Change Management

Professional Experience

Patriot Media Consulting, LLC / Astound Broadband
Interim President, Chief Executive Officer
EVP, Chief Financial Officer • 2011 – Present

EVP, CFO of Patriot Media Consulting, a management and investment company that works with private equity companies to identify, analyze and invest in acquisition opportunities in the Cable/High Speed Data/Telecomm industry. After acquiring the assets with private equity, Patriot assumes the management responsibilities and provides senior executive leadership to manage the day-to-day operations of each asset. We have managed three separate companies at one time (RCN / Grande / Choice) each having separate ownership structures and Board of Directors. Currently have an investment in Astound Broadband, a \$1.7B revenue, \$800M EBITDA company, primarily owned by Stonepeak Infrastructure Investors and TPG Inc., two of the largest private equity investment companies.

Management & Corporate Governance:

- One of eight partners responsible for identifying acquisition targets, recruiting equity partners, raising equity and debt capital, establishing strategic vision for the acquired companies and overseeing the day-to-day operations.
- With current Company employees of 3,300+, directly manage the following areas: Accounting, Financial Operations, Financial Planning & Analysis, Tax, Mergers and Acquisitions, Treasury & Risk Management, Debt Investor Relations.
- Successfully managed numerous owned companies concurrently. From 2010 – 2015 managed RCN, Choice and Grande, each of which had their own separate ownership and capital structure and separate Board of Directors.
- Responsible for development and presentation of all Board of Director presentations as well as daily/weekly communication with various board members and investors.
- Manage all interactions and relationships with our large credit investor base including quarterly calls updating them on the financial and operational results of the Company as well as numerous credit investor conference presentations, individual calls and meetings with credit investors and semi-annual updates to our two rating agencies S&P Global and Moody's.

Capital Transactions and Mergers & Acquisitions:

- Successfully raised over \$15B of total secured and unsecured debt, spread over numerous transactions to fund the growth, acquisition and refinancing of the numerous companies we have owned, as well as returning invested equity through dividend transactions producing significant positive returns for our owners. Led all aspects of each deal including selection of bankers, rating agency meetings and presentations as well as road show and lender presentations.
- Manage the M&A process for Astound and have led the acquisition process of 7 companies including Wave Broadband, enTouch Communications, Harris Broadband, Centrovision, Digital West, Fastmesh and WOW!. Total combined purchase prices negotiated totaled \$3.18B

Financial & Operational Achievements:

- Through successful financial and operational management during our ownership periods, completed numerous successful sale transactions of our owned companies resulting in significant financial returns for our Private Equity partners and our own internal investment. Led the sales presentation processes and contract negotiations. Actual return results (Money on Invested Capital (“MOIC”)) were:
 - 2015 sale of Choice Cable to Liberty Global for \$272.5M – 5.2X MOIC
 - 2017 sale of RCN to TPG for \$1.6B – 4.2X MOIC
 - 2017 sale of Grande to TPG for \$650M – 3.8X MOIC
 - 2021 sale of RCN, Grande and Wave to Stonepeak for \$8.1B – 3.3X MOIC
- Member of team responsible for designing and implementing our customer value proposition and offers allowing us to maintain our competitive advantage while maximizing our gross margins. Work with Sales & Marketing to analyze each offer’s profitability and structure to help maximize sales and profitability.
- Responsible for developing financial and operational projections for each acquired company and identifying “synergy” cost saving targets for each company. Working with all organizations in the Company, we were consistently able to realize more synergies than underwritten in the deal projections through effective change management and process improvement.
- After acquiring RCN at the end of 2010, oversaw the transition from a public company to a privately owned entity. In the first year of operations, produced positive net subscriber growth for the first time in 3 years while eliminating approximately \$20M of excess and redundant costs out of the organization.
- Successfully managed a 10%+ year-over-year EBITDA growth for Choice Cable even though the Puerto Rican economy had negative GDP growth and unemployment of approximately 16% during our ownership.

Sprint Nextel Corporation

SVP, Chief Financial Officer – Sprint Prepaid Group • 2010 – 2011

Following the sale of Virgin Mobile USA, Inc to Sprint Nextel Corporation in November 2009, became the CFO of the newly formed \$4B Sprint Nextel Prepaid Group with over 10 million subscribers.

- Oversaw integration of Virgin Mobile and Boost Mobile to form the Sprint Prepaid Group. Achieved \$200M of synergy cost savings in the integration versus the deal target of \$100M.
- Managed the Group as a full stand-alone business with responsibility for all Accounting, Reporting, Planning and Logistics functions.

Virgin Mobile USA, Inc. (NYSE: VM) - Warren, NJ

Chief Financial Officer • 2006 – 2010

SVP, Financial Operations • 2001 – 2006

Virgin Mobile was one of the fastest growing wireless companies in the US growing to over \$1.0B of annual revenues in just over 3 years, while ultimately reaching a total of \$1.5B of revenues and 5 million subscribers.

Management & Corporate Governance:

- Among the first 20 employees hired and the initial Finance executive hired to develop a world class Finance organization.
- With total Company employees of 400, directly managed 120 employees in the following areas: Accounting, SEC Reporting, Financial Operations, Financial Planning & Analysis, Treasury & Risk Management, Investor Relations, Internal Audit and Logistics/Supply Chain.
- Successfully managed every corporate stage from start-up to mature operations, including credit transactions, initial public offering, strategic acquisition and sale of Company.
- Helped manage and counsel CEO on all communications with the Board of Directors including the Audit Committee and Special Committee's of the Board of Directors.
- Managed all dealings with "The Street" including analysts and shareholders. Had approximately 7 analysts cover our stock and was a frequent speaker and presenter at various analyst conferences.
- Oversaw the successful implementation of Sarbanes Oxley controls and procedures.

Capital Transactions:

- Responsible for all aspects of successful \$412 million initial public offering dealing with multiple investment banks, industry analysts, law firms and SEC. Along with CEO, led the 2 ½ week IPO road show consisting of 3 cities in Europe and 13 cities in the US.
- Negotiated \$500M bank debt loan and revolving credit facility. Worked with lenders to amend facilities to accomplish IPO and strategic acquisition transaction.
- In conjunction with preparing for the IPO, led a Private Equity sale process dealing with top name PE firms including Providence, Apax, Och Ziff and Thomas Lee. Ultimately decided to pursue the IPO instead of a PE sale.

Mergers & Acquisitions:

- Co-lead on the strategic acquisition of Helio, a wireless services and technology company owned by SK Telecom and Earthlink. Was able to negotiate an initial sales price offer from Helio of \$1.0B to a final purchase price of \$34M. Was also able to raise an additional \$50M of cash from strategic partners as part of the transaction to pay down debt and improve our balance sheet.
- Managed all financial aspects of the sale of Virgin Mobile to Sprint Nextel, with a transaction value just shy of \$800M. Worked directly with a special committee of the Board of Directors to approve the transaction.

Financial & Operational Achievements:

- Negotiated favorable contracts with multiple handset OEM's covering approximately \$600M of annual purchases. Also helped negotiate various retailer contracts including Radio Shack, Best Buy, Wal-Mart and Target.
- Member of team responsible for designing and implementing our customer value proposition and offers allowing us to maintain our competitive advantage while maximizing our gross margins.
- Shortly after taking Virgin Mobile public in October 2007, helped manage the Company through difficult recessionary times and designed a series of cost savings as well as strategic revenue enhancement opportunities that allowed us to increase earnings by 15% and free cash flow by over 100% even in an extremely challenging economic environment.

Counsel Corporation - New York, NY
Management Executive for Portfolio Companies • 1997 - 2001

Chief Financial Officer. SAGE BioPharma, Inc. • 2000 – 2001 CFO of a \$100 million specialty pharmaceutical and medical device company specializing in Infertility and Women's Health. Guided Company to liquidity event with sale to competing company in the Infertility marketplace.

- Led all financial and operational activities including overseeing our manufacturing facility and operations.
- Managed a team of approximately 40 people including Accounting & Reporting, Financial Planning, Manufacturing and Logistics.

SVP Financial and Operational Planning. Faro Pharmaceuticals, Inc. • 1998 - 2000 Senior Finance Executive of a \$750 million pharmaceutical and medical device manufacturing and distribution company. Guided company to liquidity event with sale to a larger specialty pharmaceutical Company.

- Worked directly with all senior executives, as well as the Board of Directors, to outline our 3-year strategic and financial plans for this newly formed company. Led all financial, operational and strategic initiatives.
- Through strategic initiatives and operational discipline, helped grow the company from \$450M of revenue to approximately \$750M of revenue in 2 years resulting in a successful sale of company to a larger competitor.

Director - Finance. Stadlander Drug Distribution Co., Inc. • 1997 - 1998 Director – Finance of an \$800 million specialty pharmaceutical distribution and service company. Guided Company to liquidity event with sale to the 2nd largest drug distributor in the US.

- Helped lead company from \$50M of annual revenue to \$800M of annual revenue in 2 years through strategic partnerships and multiple acquisitions.
- Began IPO process, but ended up negotiating sale of company to Bergen Brunswig Corporation.

WESCO Distribution, Inc. – Pittsburgh, PA
Assistant Corporate Controller • 1995 – 1997

Assistant Corporate Controller of a \$3.0 billion electrical distribution company with over 300 operating Branch locations throughout the US and Canada.

- Joined company shortly after spin-off from Westinghouse and resulting purchase by Clayton, Dublier & Rice.
- Responsible for all accounting and reporting functions within the company and led the successful implementation of a new ERP system within the first year of operations.
- Assisted in over 10 acquisitions including the deal analysis, due diligence and integration. These acquisitions added roughly \$500M of revenue growth to the company.
- Managed a team of roughly 40 people.

Browning-Ferris Industries, Inc. – Pittsburgh, PA
Sr. Director, Regional Controller • 1994 – 1995

Regional Controller of a \$4.0 billion publicly traded environmental services company.

- Worked in the Northeast Region, which was the largest region within the company totaling roughly \$1.4B of revenue.
- Primary focus was working directly with over 50 operating district locations on all financial and operational activities including operational results review, monthly closing, forecasting and acquisitions.

Adience, Inc. – Pittsburgh, PA

Director of Financial and Operational Analysis • 1991 - 1994

Finance team member of an \$800 million publicly traded manufacturing company with multiple plant and sales office locations.

- Led process to analyze operational efficiency resulting in the consolidation and closing of 2 plant locations, which increased the operating results of the company by 20%.
- Assisted in the ultimate sale transaction of the company.

Price Waterhouse – Philadelphia, PA

Manager • 1986 – 1991

- Member of the Audit team in the 2nd largest office in the country. Worked on multiple audit and consulting engagements for various sized manufacturing, service oriented, banking, higher education and insurance companies including Cigna Insurance.

Education & Professional Certifications

Saint Joseph's University – Philadelphia, PA

Bachelor of Science Degree – Accounting

Bachelor of Science Degree – Management Information Systems

Certified Public Accountant

Professional References

Available upon request

JEFFREY B. KRAMP

888 Penn Oak Road, Lower Gwynedd, Pennsylvania 19002 • (215) 570-3100 • jbkramp@gmail.com

SUMMARY

Over 25 years of progressive experience as a valued member of senior management teams and key in-house advisor to businesses in the electrical manufacturing and distribution, telecommunications, insurance and private investment industries. A thorough, efficient legal professional with outstanding communication skills and demonstrated ability to resolve complex legal issues in adverse conditions through leadership and sound business judgment.

EXPERIENCE

PATRIOT MEDIA CONSULTING, LLC

Exec Vice President, Secretary & General Counsel • Princeton, NJ • 2011-present

Service as in-house General Counsel/member of senior management team at Patriot Media Consulting (patriotmediaconsulting.com) and portfolio telecommunications companies RCN, Grande Telecommunications and Choice Cable, collectively comprising the nation's 10th largest cable system (provides cable, internet and phone services to customers in Northeast, Texas and Puerto Rico). Primary practice areas include acquisitions/divestitures and joint ventures, federal and state regulatory law, corporate secretarial and corporate finance, transactions/contracts, labor law and product liability/litigation management. Management of six person legal/regulatory department.

N.E.W. CUSTOMER SERVICE COMPANIES, INC.

Senior Vice President, Secretary & General Counsel • Sterling, VA • 2002-2011

Responsible for legal and regulatory affairs of N.E.W. Customer Service Companies, Inc., the nation's leading provider of insurance/customer service programs on cellular, cable and consumer products to 100 million consumers annually. Primary practice areas included negotiation of complex/varied contracts and transactions, federal/state regulatory law and compliance, corporate governance and finance, acquisitions/joint ventures, international law, labor law, intellectual property, general corporate business and commercial consulting to executive team and Board of Directors, and management of litigation, outside counsel and legal/regulatory department. Accomplishments:

- Negotiation of exclusive insurance/service program relationships with key N.E.W. clients, including DIRECTV, Comcast, Verizon, Best Buy, Walmart eBay, Amazon.com, VISA, JC Penney, Kmart, Home Depot and Toys 'R Us
- Development/implementation of N.E.W.'s international business structure, including international franchising and licensing of N.E.W. intellectual property assets
- Negotiation/closing of 2006 \$370 million recapitalization transaction

COUNSEL CORPORATION

Vice President & General Counsel, Executive Officer • New York, NY • 1999-2002

Responsible for legal and regulatory affairs of Counsel Corporation, a private investment firm with high-growth portfolio companies in the telecom and pharmaceutical business sectors. Investments included I-Link Inc. (software provider of first switchless internet protocol network, with high quality voice/data transmission over converged internet network), Acceris Communications (interstate/IXC provider of long distance phone services) and WorldxChange Communications (discounted long distance services). Primary practice areas included telecom/internet law, intellectual property, licensing, corporate finance/governance, labor law, acquisitions and divestitures, and general corporate business counseling to Counsel Board of Directors. Accomplishments:

- Closed Counsel's May 2001 acquisition of WorldxChange Communications, a \$15 million cash transaction acquiring \$70 million in revenues from 300,000 retail customers; closed Counsel's April 2001 sale of FARO Pharmaceuticals in a \$67 million asset transaction.
- Exploitation/licensing and protection of groundbreaking Voice Over Internet Protocol (VoIP) patents as legal counsel to software provider of first switchless internet protocol network (high quality voice/data transmission over converged internet network).
- Development/implementation of comprehensive distribution programs for telecom (VOIP) technologies, including international joint ventures.

WESCO INTERNATIONAL, INC.

Secretary & General Counsel, Executive Officer • Pittsburgh, PA • 1993-1999

Responsible for legal, regulatory and intellectual property affairs of USA's largest distributor of industrial, telecommunications, utility and electrical products (NYSE: WCC), employing 6000 people at 350 business locations globally towards yearly sales of \$5.3 billion. Primary practice areas included contracts/transactions, international law, intellectual property, labor law, acquisitions/joint ventures, corporate governance and finance, litigation management, construction law, general business counseling and "ground up" creation of WESCO legal/regulatory departments after Westinghouse divestiture. Accomplishments:

- Negotiated/closed WESCO's initial public offering transaction and negotiated/closed WESCO's acquisition of 18 regional distributors, adding 102 branch locations and \$1.15 billion in annual sales
- Negotiated exclusive distribution/reseller agreements with USA's leading manufacturers of telecommunications, industrial, utility and electrical products, including Allen-Bradley, Cutler-Hammer, Johnson Controls, Siemens, Lutron and Philips

WESTINGHOUSE ELECTRIC CORPORATION

Assistant General Counsel • Pittsburgh, PA • 1987-1993

Service as in-house general counsel to Westinghouse Telecommunication & Commercial Division businesses, including Power Generation Systems Division and Distribution & Control Business Unit (transformers, capacitors, breakers, wiring, electrical distribution and control) and WESCO International (international electrical distributor). Primary practice areas included construction law, federal and state regulatory law transactions/contracts, antitrust/competition, labor and distribution law,

acquisitions/divestitures/joint ventures and product liability/litigation management. Accomplishments included successful development/deployment of litigation and intellectual property case evaluation and management program adopted by all Westinghouse Electric businesses.

ECKERT, SEAMANS, CHERIN & MELLOTT

Litigation/Corporate Associate • Pittsburgh, PA • 1985-1987

FEDERAL DISTRICT COURT JUDGE JOHN M. MANOS

Associate Clerk • Cleveland, OH • 1985

EDUCATION

CASE WESTERN RESERVE UNIV SCHOOL OF LAW • CLEVELAND, OHIO

Juris Doctorate Degree (National Moot Court Team), 1985

THE COLLEGE OF WOOSTER • WOOSTER, OHIO

Bachelor of Arts Degree (With Honors), 1982

Toni Murphy

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<https://www.linkedin.com/in/toniseaberrymurphy>



Toni Murphy is a visionary and results-driven executive with 20+ years of experience leading large-scale operations in the broadband industry. She has a proven track record of driving customer growth, improving unit economics, strengthening margins and monetizing fiber and DOCSIS networks. Toni is a dynamic and authentic leader who has led teams through rapid greenfield expansion as well as transformation, automation and operational efficiency. She has served at the highest levels of both public and private, PE-backed companies – this uniquely positions her to lead this industry into its next phase of growth.

Professional Background

2024 – PRESENT

Astound

Chief Operating Officer and Executive Vice President / Princeton, NJ

- Principally responsible for Astound's \$2B P&L including direct leadership of 2,000+ B2B and B2C customer-facing employees (care, technical operations, construction, sales, marketing, network and retail) across 13 states.
- Executing near-term and long-term revenue and customer growth strategy through disciplined new build / rural expansion ROI, penetration, dynamic pricing, Mobile / DTV / eero product adoption and sales channel optimization (SMB, Enterprise and MDU Bulk).
- Lead executive on strategic builds from ROI modeling, deployment intervals, activation and penetration assumptions for 200,000+ new fiber homes passed annually; consistently delivering 20+% Year 1 penetration rates; <\$1K cost per passing.
- Implementing several large-scale business transformation initiatives, including OSS/BSS modernization, care/tech outsourcing, digital / AI use cases, labor & contractor productivity, technology roadmap (NextGen FWA, DOCSIS, telemetry).

2008 – 2024

Comcast Corporation

OCT 2022 – 2024

Chief Marketing Officer and SVP, Sales & Marketing, Central Division / Atlanta, GA

- Served as top growth leader responsible for B2C sales and marketing efforts for Broadband, Voice, Television and Mobile Services for 12 million customer relationships across 12 states, or 1/3rd of the Comcast Cable Division (\$20B P&L).
- Led 3,000 sales and marketing professionals across the customer acquisition and base lifecycle, including competitive strategy, product deployment, brand positioning (Creative messaging, platform buying, traditional media buying), digital base monetization, and marketing communications to offer strategy, GTM readiness and sales channel execution.
- Managed P&L for 150 company-owned Retail Stores and 85 third-party operated stores, driving 550K new wireless postpaid lines (including NPI devices, wearables, and accessories) annually.
- Proven track-record of delivering on growth targets including 120% YOY growth of Xfinity Mobile – the highest growth in the company – and securing the largest single MDU Bulk agreement of over 12,000 data net adds.

2021 – OCT 2022

Senior Vice President, Keystone Region / Pittsburgh, PA

- Top executive / general manager responsible for the Keystone Region's operational, strategic, and financial performance across four states (Pennsylvania, West Virginia, Ohio, and Maryland).
- Engaged a team of 2,000 employees across residential, SMB and Ethernet sales, marketing, retention, field operations and network engineering for both the residential and commercial segments (\$4B P&L; 2+ million customer relationships; added over 40K new homes passed annually).
- Ranked as No. 1 region in the Company on key performance indicators, such as data and mobile customer growth, Enterprise, Managed Services and Wholesale revenue, EBITDA, churn, CLV, e/r/t NPS and tech productivity.
- Drove successful campaign to decertify the Harrisburg IBEW union – a 42-year relationship with 50 employees.
- Transformed the organizational culture to focus on operational rigor, predictable performance and disciplined execution; consistently received 85+% favorability ratings during annual employee survey.

2019 – 2021

Vice President, Sales & Marketing / Pittsburgh, PA

- Led a team of 600 sales, marketing, product, and operations professionals within the Keystone Region (\$3.5B P&L).
- Was responsible for all business strategy, business development, operations, and customer fulfillment to drive growth in residential internet, phone, video and home automation / surveillance products and services.
- Keystone's 30 retail stores ranked No. 1 in the Company on RGU close rate, Mobile attach, and penetration.
- Consistently delivered on budget targets, including accretive top-line growth, 5+% OCF growth and best-in-class sales KPIs.

2008 – 2019

Prior Roles at Comcast

- | | | |
|-------------|---|-------------------------|
| • 2017-2019 | Vice President, Comcast Business | Pittsburgh, PA |
| • 2015-2017 | Vice President, PMO & Customer Experience | Pittsburgh, PA |
| • 2013-2015 | Sr. Director, Market Development | Livermore, CA |
| • 2010-2013 | Sr. Director, Business Support & Analytics | Chicago, IL |
| • 2008-2010 | Manager, Financial & Strategic Planning | Philadelphia, PA |

2007 – 2008

The Gores Group, LLC

Private Equity Associate / Los Angeles, CA

- Partnered with investors and management teams on evaluation and execution of potential M&A transactions.
- Facilitated and managed operational due diligence process, investment business case development, investment committee presentation, pre-closing activities and post-merger integration.
- Notable Transaction Experience at Gores:
 - \$200M+ carve-out acquisition of Sagem Communications from SAFRAN Group (FR: SAF), Jan 2008.
 - \$100M+ carve-out acquisition of Tyco Power Systems & Electronic Modules from Tyco (NYSE: TYC), Nov 2007.
 - \$100M+ acquisition of United Road Services from Charterhouse Group, Oct 2007.

2005 – 2007

UBS Investment Bank

Investment Banking Analyst / New York, NY

- Prepared M&A, debt financing, equity valuation, discounted cash flow and leveraged buyout analyses, as well as operating models, SEC filings, for clients in the cable, broadcasting, and outdoor advertising sectors.
- Notable Transaction Experience at UBS:
 - Exclusive Financial Advisor to Patriot Media Holdings on its \$483M sale to Comcast Corporation, Apr 2007.
 - Exclusive Financial Advisor to Adelphia on \$17.6B sale to Time Warner and Comcast Corporation, Jul 2006.
 - Joint Book-runner on \$630M IPO of 35M shares for Clear Channel Outdoor (NYSE: CCO) in Nov 2005.

Education & Leadership Development

2022 - 2023

WICT / Betsy Magness Leadership Institute (BMLI) – Class 45

2015

UPenn-Wharton Executive Education / Women's Executive Leadership Program

2005

Princeton University / Bachelor of Arts

French & Italian – *Interdisciplinary Studies with Department of Economics*

Awards & Recognition

DECEMBER 2024

Cable Fax / Most Powerful Women in Cable

Recognizes women for their influence and leadership in the cable industry, as well as their dedication to empowering other executives to grow and thrive.

SEPTEMBER 2023

Cable Fax / The Diversity List

Honors the top 100 diverse leaders in the cable and media industry.

APRIL 2022

POWER 100 / City and State Pennsylvania

Honors the top 100 leaders making a difference in the State of Pennsylvania.

MARCH 2021

Women of Distinction / Girl Scouts Western Pennsylvania

Recognizes women who, through their journey to become industry and community leaders, serve as exemplary role models for today's Girl Scouts.

Board Positions

2025 – PRESENT

National Content and Technology Cooperative (NCTC) / Private, Not-for-profit Board Member

2025 – PRESENT

Women in Cable and Telecommunications (WICT) National Board / Private, Not-for-profit Board Member

2021 – PRESENT

Eat 'N Park Hospitality Group / Private, For-Profit Board Member at Large / Audit Committee Member

Joint Application of Stonepeak Associates IV LLC, Radiate Holdings, L.P., and Google Fiber Inc., for Approval to Transfer Indirect Control of Webpass Telecommunications, LLC (U-7278-C) and of Google Fiber North America Inc. (U-1487-C); Approval for Conversion of Google Fiber North America Inc. (U-1487-C) to GFiber North America LLC; and Approval of *Pro Forma* Change in Control of Astound Broadband, LLC (U-6184-C, U-1587-C), Astound Networks California, LLC (U-7472-C), Astound II, LLC (U-7473-C), Digital West Networks, Inc. (U-7184-C, U-1576-C), Norcast Communications Corporation (U-6640-C), and Blue Rooster Telecom, Inc. (U-7169-C)

EXHIBIT G

Certifications of Stonepeak and Radiate Holdings pursuant to D.13-05-035

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

CERTAIN INFORMATION REDACTED

SWORN AFFIDAVIT, CERTIFICATION AND VERIFICATION

My name is Jeffrey B. Kramp. I am the Executive Vice President, Secretary and General Counsel of Radiate Holdings, L.P. ("Radiate") and am authorized to issue this affidavit, certification and verification on behalf of Radiate and those of its subsidiaries that are regulated by the California Public Utilities Commission ("Commission"): Astound Broadband, LLC, Digital West Networks, Inc., Norcast Communications Corporation, Blue Rooster Telecom, Inc.; Astound Networks California, LLC and Astound II, LLC (together with Radiate, the "Applicants"). My personal knowledge of the facts stated herein has been derived from my employment with Radiate. I submit this Sworn Affidavit, Certification and Verification for the Applicants in support of the foregoing application (the "Application"). Based on my personal knowledge and information and belief, I affirm that:

Except as previously disclosed by Astound Networks California, LLC in connection with its application for authority in proceeding A.2410010, or as disclosed in the attachment hereto, Applicants certify that, to the best of their knowledge, neither Applicants, any of their affiliates, officers, directors, partners, agents, or owners (directly or indirectly) of more than 10% of Applicants, or anyone acting in a management capacity for Applicants: (a) held one of these positions with a company that filed for bankruptcy; (b) been personally found liable, or held one of these positions with 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 (to his/her knowledge) the subject of a criminal referral by judge or public agency; (e) had a telecommunications license or operating authority denied, suspended, revoked, or limited in any jurisdiction; (f) personally entered into a settlement, or held one of these positions with a company 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; or (g) been found to have violated any statute, law, or rule pertaining to public utilities or other regulated industries; or (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.

Applicants certify that, to the best of their knowledge, neither Applicants, nor any affiliate, officer, director, partner, or owner of more than 10% of Applicants, or any person acting in such capacity whether or not formally appointed, is being or has been investigated by the Federal Communications Commission or any law enforcement or regulatory agency for failure to comply with any law, rule or order.

Applicants agree to comply with all federal and state statutes, rules, and regulations, and state contractual rules and regulations, if granted the request as stated in this Joint Application.

In addition, on behalf of the Applicants, 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's Rules of Practice and Procedure, that, to the best of my knowledge, all of the statements and representations made in the Application are true and correct.



Jeffrey B. Kramp
Executive Vice President, Secretary and General Counsel
Radiate Holdings, L.P.

Dated: March 26, 2026

1. Astound Broadband, LLC. In 2011, Astound Broadband, LLC (“Astound”) inadvertently failed to timely pay a regulatory fee due to the Oregon Public Utility Commission, and Astound’s certificate of authority to provide telecommunications service in Oregon as a competitive provider was cancelled. Astound promptly remitted the payment due, and the Oregon commission reinstated Astound’s certificate of authority.
2. Wave Holdco, LLC. In 2016, the City of Seattle alleged that a Wave Holdco, LLC, subsidiary had failed to meet the incoming customer call response time requirement set forth in the cable television franchise issued by the City. To avoid a protracted dispute, the subsidiary and the City entered into a settlement agreement pursuant to which the subsidiary provided complimentary Wi-Fi service to a specified area in the City for a period of 18 months.
3. In the matter of WaveDivision Holdings, LLC. On or about November 22, 2016, WaveDivision Holdings, LLC (“WaveDivision”) was served with a Civil Investigative Demand (the “CID”) on behalf of the Attorney General for the State of Washington, pursuant to the Consumer Protection Act as set forth under RCW 19.86.110. The CID requested that WaveDivision submit responses to interrogatories and to produce certain documents related to WaveDivision’s marketing, sales, and charges to customers for the retransmission of broadcast signals. The CID is not a complaint. On or about February 27, 2017, WaveDivision submitted written responses and produced responsive documents. After WaveDivision Holdings’ initial submission of documents and written responses, the Attorney General made additional requests to WaveDivision Holdings. WaveDivision Holdings provided additional written responses and documents in response to this follow-up request. On or about July 7, 2017, the Attorney General issued a Supplemental CID regarding certain other of WaveDivision’s regulatory charges. WaveDivision complied with the Supplemental CID, and WaveDivision and the Attorney General’s office negotiated the terms of a Consent Decree, and on March 9, 2021, entered into such agreement, pursuant to which WaveDivision admitted no fault, but agreed to adjust certain of its marketing and sales processes, issue a credit to certain Internet service customers, and make a one-time payment to the State to cover certain costs associated with the investigation. WaveDivision continues to abide by the requirements of the Consent Decree.

4. *Dominick Burke v. RCN Telecom Services, LLC*, No. 15 CV 3198 (USDC N.D. Ill.) and *Ashley Portman v. RCN Telecom Services, LLC*, No. 15 CV 7258 (USDC N.D. Ill.). On April 10, 2015, Dominick Burke filed a putative class action complaint against RCN Telecom Services, LLC (“RCN”) alleging that RCN placed phone calls to him and the putative class members using an automatic telephone dialing system. On August 18, 2015, Ashley Portman filed a putative class action complaint against RCN alleging that RCN placed phone calls to her and the putative class members using an automatic telephone dialing system or a prerecorded voice, without their consent. As part of a settlement of the Burke case and the Portman case, the parties agreed to the dismissal of the actions, the plaintiffs agreed to refile a single case combining the cases, and the parties agreed to enter into a settlement of the combined case. On July 28, 2016, Plaintiff filed a Stipulation to Dismiss the Burke action; and, on August 1, 2016, the Court entered an order dismissing the case. On May 6, 2016 Plaintiff filed a Stipulation to Dismiss the Portman action; and, on May 10, 2016, the Court entered an order dismissing the case.
5. *In the matter of RCN Telecom Services, LLC*. In 2015, the New York State Office of the Attorney General (“NYOAG”) commenced an investigation relating to allegations about RCN Telecom Services, LLC (“RCN”)’s marketing and sale of fixed broadband internet access service in New York State. The investigation was discontinued before any decision by the NYOAG to commence a formal proceeding was made after an agreed assurance was reached on December 21, 2018. See Assurance of Discontinuance No. 18-158. In the Assurance of Discontinuance, RCN Telecom Services, LLC, neither admitted nor denied any violation of law. The NYOAG found the relief and agreements in the Assurance of Discontinuance appropriate and in the public interest, and the NYOAG accepted them in lieu of commencing a formal proceeding. The Assurance of Discontinuance set forth obligations relating to RCN Telecom Services, LLC’s, marketing and sale of fixed broadband internet service in New York State, which were in effect for forty-eight months from the date of the agreement, i.e., through December 21, 2022.
6. *Eric Seal v. RCN Telecom Services, LLC*, No. 16 CH 7073 (Cir. Court of Cook County, Ill.). On May 23, 2016, Eric Seal filed a putative class action complaint against RCN alleging that RCN placed phone calls to his and the putative class members using an automatic telephone dialing system or a prerecorded voice, without their consent. On October 14, 2016, the Parties entered into a Settlement Agreement to resolve this case. On November 1, 2016, the Court entered an order

granting preliminary approval of the settlement and set a final approval hearing for February 22, 2017.

7. Katherine Grillo v RCN Telecom Services, LLC et al. This was a putative class action filed by Katherine Grillo, a former Internet customer from Somerville, Massachusetts (from September 5, 2017, to January 10, 2020) in the U.S. District Court for the District of New Jersey on July 10, 2020. The RCN entities named as defendants were RCN Telecom Services, LLC, Patriot Media Consulting, LLC, RCN ISP, LLC, RCN Management Corporation, RCN Capital Corp., RCN Telecom Services (Lehigh) LLC, RCN Telecom Services of New York, L.P., RCN Telecom Services of Philadelphia, LLC, RCN Telecom Services of Illinois, LLC, and RCN Telecom Services of Massachusetts, LLC (the “RCN Entities”). Grillo alleged that, although the plan she purchased was advertised and marketed in August 2017 as costing a particular monthly price for a 12-month period, starting in January 2018, the RCN defendants began charging her a Network Access and Maintenance Fee (the “NAM Fee”) that appeared in a section of her monthly bill entitled “Taxes, Surcharges & Fees,” which she alleged she did not agree to pay. Grillo also complained that the RCN Entities hid and misrepresented the NAM Fee in billing statements, and misled consumers to believe that the NAM Fee was a governmentally imposed tax on its website and in response to customer inquiries and complaints. On or about May 6, 2022, the parties entered into a settlement agreement whereby the RCN Entities agreed to provide a settlement payment to all eligible class members (in the form of cash refunds and bill credits) in an amount not to exceed \$11.5 million. Defendants also agreed to make certain statements on its website and in advertising materials that describe the NAM Fee in more detail. This settlement was approved by the appropriate court on or about January 28, 2023. To date, all eligible class members have received their appropriate compensation, the deadline for filing any further claims has closed, and no further proceedings in this case will take place.
8. In re WaveDivision Holdings, LLC dba Wave Broadband. On August 2, 2019, Wave appealed the State of California’s Department of Industrial Relations Division of Occupational Safety’s (“Cal OSHA”) issuance of a citation and notification of penalties on Inspection No 1378465 (“C&N”) issued in association with an incident in which a current Wave employee sustained injuries while installing residential cable. In the C&N, Cal OSHA asserted that Wave had committed (i) two general violations of Cal OSHA regulations related to injury illness prevention program (“IIPP”)

development, implementation, and employee training and (ii) a serious-accident related violation of 8 CCR 3276(e)(15)(A). Following filing of the appeal, Wave and Cal OSHA engaged in limited discovery, including Wave's providing Cal OSHA with an affidavit evidencing Wave's compliance with 8 CCR 3276(e)(15)(A) and proof of a full affirmative defense to the serious accident related violation because of the injured employee's independent action. The parties engaged in further settlement negotiation, and entered into a Settlement Order on September 23, 2020, which upheld (i) the two general violations of Cal OSHA regulations related to IPP development, implementation, and employee training, and (ii) the serious designation of the 8 CCR 3276(e)(15)(A) violation, but removed the accident related designation applicable thereto in the C&N.

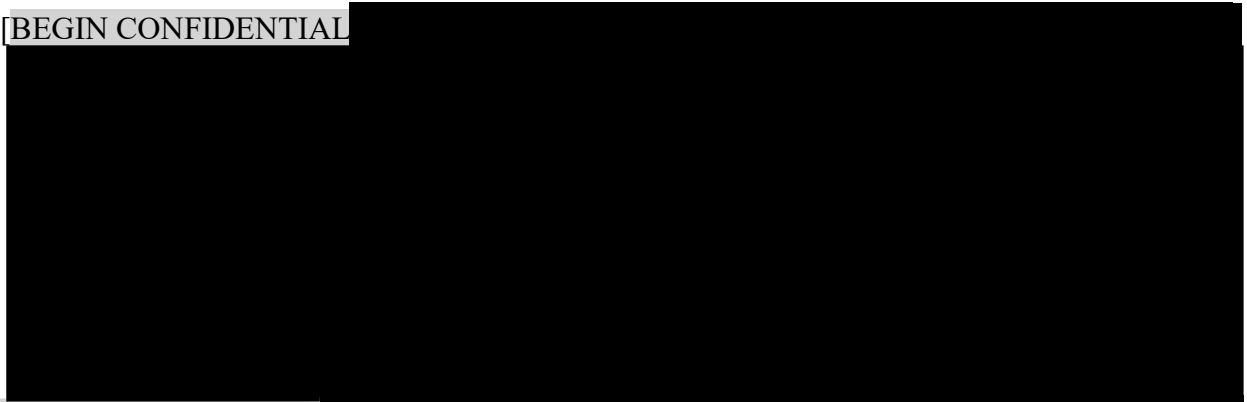
9. *Christine Reid v RCN Telecom Services, LLC et al.* This is a putative class action filed by Christian Reid, a current Internet customer from Bethlehem, Pennsylvania (since June 4, 2016) in the New Jersey Superior Court for Mercer County (in Trenton) on August 12, 2020, against the same entities named as Defendants in Grillo. Reid alleged that, since July 2019, the customer was charged a \$15 late fee, notwithstanding a provision in RCN Entities' (defined above) High Speed Cable Modem Service Addendum limiting the amount of such late fees to a maximum of \$9. Reid further alleged that the RCN Entities do not prominently disclose the amount of its late fees on its website. On or about October 4, 2021, the parties entered into a settlement agreement whereby the RCN Entities agreed to provide a settlement payment to all eligible class members (in the form of cash refunds and bill credits) in an amount not to exceed \$6.65 million. Defendants also agreed to make certain changes to its terms and conditions to ensure that its practice of charging late fees conforms to its terms and conditions. This settlement was approved by the appropriate court on or about July 29, 2022. To date, all eligible class members have received their appropriate compensation, the deadline for filing any further claims has closed, and no further proceedings in this case will take place.
10. *UMG Recordings, Inc., et al. v. Grande Communications Networks, LLC*, No. 1:17-cv-365-DAE (W.D. Tex.); No. 23-50162 (5th Cir.). In this case, the three major U.S. record labels—Sony, Warner, and Universal—asserted secondary copyright infringement claims against Grande Communications Networks, LLC (“Grande”) (an Astound affiliated entity) in the U.S. District Court for the Western District of Texas. The theory of the labels' case was that Grande is

secondarily liable because it did not terminate the internet access of subscribers accused of infringing the labels' copyrights. Following a multi-week trial, a jury returned a verdict in favor of the labels, finding Grande liable for willful contributory copyright infringement and awarding \$46.8MM in statutory damages. On appeal, the appeal courts vacated the damages award, after which Grande petitioned the Supreme Court to review the liability finding. On March 25, 2026, the Supreme Court issued its opinion in Cox Communications, Inc. v. Sony Music Entertainment, No. 24-171, holding that an ISP is not contributorily liable for its subscribers' copyright infringement unless the ISP actively encourages infringement. It is expected that the Supreme Court will enter an order within the next month vacating the jury verdict against Grande, consistent with its opinion in Cox. Additional proceedings regarding the impact of Cox are expected.

11. UMG Recordings, Inc., et al. v. RCN Telecom Services, LLC, et al., No. 3:19-cv-17272-RK-TJB (D.N.J.). This is a companion case brought by the major U.S. record labels against RCN Telecom Services, LLC ("RCN") (an Astound affiliated entity) in the U.S. District Court for the District of New Jersey. Although the case was filed in 2019, the parties have made relatively little progress, owing largely to the slow pace of the district court in resolving various discovery disputes. The court has not entered a case schedule or set a trial date. As with the case against Grande, the Supreme Court's recent decision in Cox should end the case, or at least drastically narrow it. Additional proceedings regarding the impact of Cox are expected.
12. Bodyguard Productions, Inc., et al. v. RCN Telecom Services, LLC, et al., No. 3:21-cv-15310RK-RJB (D.N.J.). This is a secondary copyright infringement case brought by a collection of movie production companies against RCN in the U.S. District Court for the District of New Jersey. The plaintiffs' claims are similar to those brought against Grande and RCN by the record labels. The case is in the same district as UMG v. RCN, and it has been proceeding at a similarly slow pace. The court has not entered a case schedule or set a trial date. As with the cases brought by the record labels, the Supreme Court's recent decision in Cox should end the case, or at least drastically narrow it. Additional proceedings regarding the impact of Cox are expected.
13. Washington State Department of Labor & Industries ("WA DLI"). In March 2016, the WA DLI investigated a Wave employee injury incident and subsequently cited Wave for failure to comply with certain "non-serious" worker safety requirements. Wave was assessed a fine in the amount of \$7,575.

14. Cal/OSHA Inspection #1437446. On January 29, 2020, WaveDivision Holdings, LLC (“Wave”) received a Notice of Intent to Classify Citation as Serious (the “Notice”) from the State of California’s Department of Industrial Relations Division of Occupational Safety’s (“Cal OSHA”), following an inspection opened on October 14, 2019, in response to an incident in which a Wave employee fell from height while working on a ladder, thereby sustaining injury. In the Notice, Cal OSHA alleged that Wave had committed two violations of Cal OSHA regulations related to training, emergency medical services, and medical services and first aid, Title 8 CCR 8603(a), 1512(d), and 3400(f). A closing conference was held with the Cal OSHA inspector on February 24, 2020. No citation, or subsequent communication or documentation has been received from Cal OSHA since.

15. [BEGIN CONFIDENTIAL



END CONFIDENTIAL]

16. Select California District Attorneys’ Notification of Investigation of Astound Broadband. In 2025, Astound Broadband, LLC entered into a settlement to resolve allegations regarding handling of hazardous waste, including relating to the disposal of electronic equipment, silicone gels, sealants and batteries, with the District Attorneys of in Contra Costa, San Francisco, Yolo, San Luis Obispo, San Mateo and Placer counties. Pursuant to the settlement, Astound paid (i) \$875,000 in civil penalties, (ii) \$300,000 for reimbursement of investigative costs, and (iii) \$100,000 for supplemental environmental projects. In addition, Astound is subject to an injunction requiring compliance with hazardous waste laws and the implementation of compliance measures designed to prevent future violations.

17. [BEGIN CONFIDENTIAL



[REDACTED]

END CONFIDENTIAL]

18. [BEGIN CONFIDENTIAL

[REDACTED]

END CONFIDENTIAL]

19. [BEGIN CONFIDENTIAL

[REDACTED]

END

CONFIDENTIAL]

20. MCI Communications Services, Inc., et al. v. CenturyTel of Inter-Island, Inc., et al. On September 5, 2014, MCI Communication Services, Inc. and Verizon Select Services, Inc. filed a lawsuit in

U.S. District Court for the Western District of Washington against Astound Broadband and other local carriers. This suit was one of 27 lawsuits filed by MCI Communication Services, Inc. and Verizon Select Services, Inc. against local exchange carriers across the country asserting essentially the same allegations: that billed inter-carrier access charges were, and continue to be, improperly assessed on wireless calls. In an order dated December 16, 2014, the United States Judicial Panel on Multidistrict Litigation transferred all 28 lawsuits to the Northern District of Texas. Several defendants, including Astound Broadband, filed motions to dismiss, which were granted. Plaintiffs have appealed the dismissal of the federal claims and/or have sought intervention by the FCC. Astound Broadband received all monies it was owed from Plaintiffs and therefore has declined to file counterclaims. As of April 7, 2017, the case remains pending.

21. Jacqueline Jacoby v. Jerome Manuel, et. al. (Super. Ct., Law Div., Mercer Cnty., N.J.) (the “New Jersey Action”). On November 6, 2023, a formal complaint was filed against RCN, Jerome Manuel (“Manuel”) and a number of John Doe Defendants. Plaintiff Jacqueline Jacoby alleges that she was injured when Manuel visited her home in Catasauqua, Pennsylvania on an unspecified date in connection with a service call regarding the Internet and cable television services provided by RCN Lehigh Valley (“RCN LHV”), and thereafter. Plaintiff alleges that, during this service visit, Manuel stole, “hacked” or otherwise obtained access to her Internet, cable and cellular phone information and files without her consent and then downloaded “intimate and personal files, photos and videos” belonging to her. Plaintiff further alleges that Manuel later posted and otherwise made the above materials public, thus violating her privacy rights. During that service call, Manuel was employed by VM ComSource Corp. (“VM”), an independent contractor engaged by RCN LHV to provide installation and operational services. The New Jersey Action asserts claims against all Defendants for (1) negligence, carelessness and reckless indifference; (2) common law fraud, violation of the New Jersey Consumer Fraud Act, and violation of the Pennsylvania Unfair Trade Practices and Consumer Protection Law; and (3) breach of contract, and seeks compensatory damages of not less than \$50,000, punitive damages, attorneys’ fees and other relief. On December 9, 2023, Plaintiff conveyed a settlement demand for \$500,000 to RCN. Plaintiff filed a First Amended Complaint in the New Jersey Action on December 11, 2023, adding VM as an additional Defendant. In accordance with the indemnification provisions of the contract between RCN LHV and VM, VM agreed to indemnify and defend RCN LHV against Plaintiff’s claims. This case,

along with the matter filed by Plaintiff in the Philadelphia County, PA Court of Common Pleas (see #22 below), was transferred to arbitration by mutual agreement of all parties. On October 29, 2024, Plaintiff entered a formal Release, dismissing all claims against RCN LHV as part of a settlement whereby VM's insurance carrier, Selective, agreed to pay Plaintiff \$175,000 in exchange for settlement. This matter is now closed.

22. Jacqueline Jacoby v. Jerome Manuel, et. al. (Ct. of Common Pleas, Philadelphia Cnty., Pa.) (the "Pennsylvania Action"). Plaintiff also filed the Pennsylvania Action on November 6, 2023, against RCN, Manuel and a number of John Doe Defendants. The Pennsylvania Action asserts the same substantive allegations and claims as those set forth in the New Jersey Action. In both the New Jersey and Pennsylvania Actions, RCN tendered the Jacoby litigation to VM for defense and indemnification. RCN has engaged in discussions with both Jacoby and VM in an effort to have the state-court actions dismissed without prejudice and Jacoby's claims resolved by means of arbitration before the American Arbitration Association ("AAA"). In July 2024, Astound entered into a defense and indemnity agreement with VM, the parties are determining whether to resolve the matter via AAA arbitration. In accordance with the indemnification provisions of the contract between RCN LHV and VM, VM agreed to indemnify and defend RCN LHV against Plaintiff's claims. This case, along with the matter filed by Plaintiff in the Philadelphia County, PA Court of Common Pleas (see #22 below), was transferred to arbitration by mutual agreement of all parties. On October 29, 2024, Plaintiff entered a formal Release, dismissing all claims against RCN LHV as part of a settlement whereby VM's insurance carrier, Selective, agreed to pay Plaintiff \$175,000 in exchange for settlement. This matter is now closed.

23. Ricky Nelson vs. WaveDivision Holdings, LLC. On August 30, 2021, Ricky Nelson, a former employee of WaveDivision Holdings, LLC ("Astound") filed a claim with the California Department of Industrial Relations Labor Commissioner's Office, alleging California Labor Code violations, including failure to pay overtime, double time, waiting time penalties, and demanding liquidated damages for same. Astound tendered the defense of this matter to its EPL insurance carrier. The carrier engaged the law firm of Jackson Lewis to represent Astound. Astound and counsel investigated the claims in the demand and determined they cannot be substantiated. An initial hearing took place on February 8, 2023, resulting in an unfavorable decision, which Astound has appealed. In October, 2024, both parties came to a mutual agreement to settle the

matter for \$70,000 in order to avoid costly litigation. A joint settlement agreement was entered into and the matter is now closed.

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SWORN AFFIDAVIT, CERTIFICATION AND 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 indirectly controls Stonepeak Associates IV LLC, an Applicant in this proceeding.
2. I make this certification to the best of my 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 a 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 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.

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

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

Joint Application of Stonepeak Associates IV LLC, Radiate Holdings, L.P., and Google Fiber Inc., for Approval to Transfer Indirect Control of Webpass Telecommunications, LLC (U-7278-C) and of Google Fiber North America Inc. (U-1487-C); Approval for Conversion of Google Fiber North America Inc. (U-1487-C) to GFiber North America LLC; and Approval of *Pro Forma* Change in Control of Astound Broadband, LLC (U-6184-C, U-1587-C), Astound Networks California, LLC (U-7472-C), Astound II, LLC (U-7473-C), Digital West Networks, Inc. (U-7184-C, U-1576-C), Norcast Communications Corporation (U-6640-C), and Blue Rooster Telecom, Inc. (U-7169-C)

EXHIBIT H

Certification of GFiber pursuant to D.13-05-035

CERTIFICATION ON BEHALF OF GOOGLE FIBER INC.

I, Fleur Knowsley, declare and state as follows:

1. I am Secretary, Director and General Counsel of Google Fiber Inc. (“GFiber”), an applicant herein, and after reasonable inquiry and diligence, I am informed and to the best of my knowledge believe that the statements below are true and correct.

2. Except as disclosed in Attachment 1, GFiber certifies that neither it nor any of its direct or indirect subsidiaries, officers, directors, partners, agents, or anyone acting in a management capacity for GFiber¹ has (a) filed for bankruptcy; (b) been found liable for fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; (c) been convicted of a felony; (d) been (to its knowledge) the subject of a criminal referral by judge or public agency; (e) had a telecommunications license or operating authority denied, suspended, revoked, or limited in any jurisdiction; (f) entered into a 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 This statement is not intended to include routine examinations, inspections, or audits carried out by governmental agencies, or unaffiliated third-party contractors of GFiber or its direct or indirect subsidiaries.

3. I have read the foregoing Joint Application and certify that, to the best of my knowledge, the statements contained therein with respect to the GFiber Companies are true and correct.

I declare under penalty of perjury under the laws of the State of California that, to the best of my knowledge, the foregoing is true and correct, and that I am authorized to make this certification on behalf of GFiber.

[See next page for signature]

Executed on this 31st day of March, 2026.

/s/ Fleur Knowsley
Fleur Knowsley
Secretary
Google Fiber Inc.
1600 Amphitheatre Parkway
Mountain View, California 94043
Email: fknowsley@google.com

ATTACHMENT 1 – EXCEPTIONS TO CERTIFICATION

1. In 2019, GFiber paid \$3.84 million to the Louisville Metro Government to fix roads and other public rights-of-way affected by departing services, and contributed \$150,000 to the Community Foundation of Louisville's Digital Inclusion Fund. These payments were made in connection with GFiber's exit from the Louisville market and did not involve any allegation of noncompliance with any applicable law or regulation. However, out of an abundance of caution, GFiber is disclosing this payment.
2. John Abbot, the current Chief Financial Officer of GFiber, was previously an Executive Vice President and the Chief Financial Officer at Cumulus Media, Inc. from July 2016 to March 2020, where he helped lead Cumulus through its Chapter 11 bankruptcy reorganization in the first half of 2018.