



Michael R. Dover

Kelley Drye & Warren LLP
333 West Wacker Drive
Suite 2600
Chicago, IL 60606
Tel: 312-857-7087
Fax: 312-857-7095

November 30, 2020

By FedEx

City of Boston
Mike Lynch, Director, Mayor's Office of Cable Television
43 Hawkins Street
Boston, MA 02114

Re: Notice of Transfer of Control of a Parent Company of RCN Telecom Services of Massachusetts, LLC

To Mike Lynch, Director, Mayor's Office of Cable Television:

As you may have heard, equity ownership in a parent company of RCN Telecom Services of Massachusetts, LLC will be transferred to a different private equity firm from the one that now controls it. **This transaction will not change the operations of RCN Telecom Services of Massachusetts, LLC, nor will it change RCN Telecom Services of Massachusetts, LLC's obligations to comply with its franchise agreement. It is, however, expected to make additional resources available to Boston with which it can enhance its network and improve its services in the City of Boston.**

Specifically, funds associated with Stonepeak Infrastructure Partners ("Stonepeak"), a private equity firm, entered into an agreement to acquire Radiate Holdings, L.P. ("Radiate"), a subsidiary of the TPG Capital group. Radiate operates leading regional providers, including RCN Telecom Services of Massachusetts, LLC ("the Company"), originally issued to RCN-BecoCom, LLC. The Company currently holds a franchise to offer service in your community. When the transaction under the agreement is consummated, the indirect control of your community's franchisee will have changed. Your community's franchise will continue to be held by the same legal entity that holds your franchise today, it will continue to provide service pursuant to that franchise and the same company that manages the system today will continue to do so. However, it will operate under the ultimate ownership and indirect control of Stonepeak.

Again, as part of this transaction, Stonepeak has no current plans to change the local operations or structure of the operations or the services offered. Upon completion, Stonepeak will combine its resources and expertise with RCN Telecom Services of Massachusetts, LLC's knowledge of the local cable marketplace to build upon the successes of RCN Telecom Services of Massachusetts, LLC and further enhance the customer experience in your community. Stonepeak and Patriot Media Consulting LLC will partner to investigate opportunities to invest in the network and in technology, enabling the Company

City of Boston
November 30, 2020

to expand and grow its infrastructure, enhance its high-speed data services, and otherwise improve its offerings.

We have enclosed for you two (2) additional copies of the FCC Form 394. The Form 394 is designed to provide you with the information necessary to assess the financial, legal, and technical qualifications of Stonepeak with regard to the franchise. This filing includes a copy of the agreement, and financial, legal, and technical information about Stonepeak, as well as all other required information. Certain of this information, as designated therein, is confidential and not routinely made available to the public, and its dissemination would be harmful to Stonepeak's business interests. Pursuant to FCC Form 394, these materials must be maintained as confidential by you and any or all of your agents. Also enclosed in the FCC Form 394 is a copy of the Public Interest Statement that was included in our filing with the FCC for approval of this transaction.

Under the Communications Act, 47 U.S.C. § 537, you have 120 days upon completion to consider the application. No action on your part is required; should you choose not to take any action within this 120-day period, under federal law the application will be deemed granted. In the event that you choose to act upon the application, we have enclosed for your convenience a draft resolution for your use. Please let us know if you place the matter on your agenda for consideration. If you have any questions or inquiries regarding this matter, please contact Tom Steel, Vice President and Regulatory Counsel, at 617-787-7788 or tom.steel@rcn.net, or contact the undersigned.

We look forward to continue working with you.

Respectfully submitted,



Michael R. Dover
Kelley Drye & Warren LLP
(773) 272-2382
MDover@kelleydrye.com
Counsel to Radiate Holdings, L.P.

Michael Nilsson
Harris, Wiltshire & Grannis LLP
(202) 730-1301
MNilsson@hwglaw.com
Counsel to Stonepeak Infrastructure
Partners

Enclosures

KELLEY DRYE & WARREN LLP

FCC 394

APPLICATION FOR FRANCHISE AUTHORITY
CONSENT TO ASSIGNMENT OR TRANSFER OF CONTROL
OF CABLE TELEVISION FRANCHISE

FOR FRANCHISE AUTHORITY USE ONLY

SECTION I. GENERAL INFORMATION

| | |
|------------------------|---|
| DATE November 30, 2020 | 1. Community Unit Identification Number: NCID MAA001; NCID MAA002 |
|------------------------|---|

2. Application for: Assignment of Franchise Transfer of Control

| | |
|--|--|
| 3. Franchising Authority: City of Boston | |
| 4. Identify community where the system/franchise that is the subject of the assignment or transfer of control is located: Boston | |
| 5. Date system was acquired or (for system's constructed by the transferor/assignor) the date on which service was provided to the first subscriber in the franchise area: | 8/26/2010 |
| 6. Proposed effective date of closing of the transaction assigning or transferring ownership of the system to transferee/assignee: | As soon as possible and ideally prior to June 30, 2021 |

7. Attach as an Exhibit a schedule of any and all additional information or material filed with this application that is identified in the franchise as required to be provided to the franchising authority when requesting its approval of the type of transaction that is the subject of this application.

| |
|------------------------|
| Exhibit No. N/A |
|------------------------|

PART I - TRANSFEROR/ASSIGNOR

1. Indicate the name, mailing address, and telephone number of the transferor/assignor.

| | | | |
|---|-------------|-------------------|---|
| Legal name of Transferor/Assignor (if individual, list last name first) Radiate Holdings, L.P. | | | |
| Assumed name used for doing business (if any) | | | |
| Mailing street address or P.O. Box 650 College Road East, Suite 3100 | | | |
| City Princeton | State NJ | ZIP Code 08540 | Telephone No. (include area code) (609) 452-8197 |

2. (a) Attach as an Exhibit a copy of the contract or agreement that provides for the assignment or transfer of control (including any exhibits or schedules thereto necessary in order to understand the terms thereof). If there is only an oral agreement, reduce the terms to writing and attach. (Confidential trade, business, pricing or marketing information, or other information not otherwise publicly available, may be redacted).

| |
|--------------------------|
| Exhibit No. I.1.2 |
|--------------------------|

(b) Does the contract submitted in response to (a) above embody the full and complete agreement between the transferor/assignor and the transferee/assignee?

Yes No

If No, explain in an Exhibit.

| |
|--------------------------|
| Exhibit No. I.1.2 |
|--------------------------|

PART II - TRANSFEREE/ASSIGNEE

1.(a) Indicate the name, mailing address, and telephone number of the transferee/assignee.

| | | | |
|--|-------|----------|-----------------------------------|
| Legal name of Transferee/Assignee (if individual, list last name first) | | | |
| Stonepeak Associates IV, LLC | | | |
| Assumed name used for doing business (if any) | | | |
| Mailing street address or P.O. Box | | | |
| c/o Stonepeak infrastructure Partners, 55 Hudson Yards 550 W 34th Street, 48th Floor | | | |
| City | State | ZIP Code | Telephone No. (include area code) |
| New York | NY | 10001 | (212) 907-5125 |

(b) Indicate the name, mailing address, and telephone number of person to contact, if other than transferee/assignee.

| | | | |
|---|-------|----------|-----------------------------------|
| Name of contact person (list last name first) | | | |
| See Exhibit I.II.1(c) | | | |
| Firm or company name (if any) | | | |
| Mailing street address or P.O. Box | | | |
| City | State | ZIP Code | Telephone No. (include area code) |

(c) Attach as an Exhibit the name, mailing address, and telephone number of each additional person who should be contacted, if any.

| |
|--------------------------|
| Exhibit No. I.II.1(c) |
|--------------------------|

(d) Indicate the address where the system's records will be maintained.

| | | | |
|-----------------------------------|-------|----------|-----------------------------------|
| Street address | | | |
| 650 College Road East, Suite 3100 | | | |
| City | State | ZIP Code | Telephone No. (include area code) |
| Princeton | NJ | 08540 | (609) 452-8197 |

2. Indicate on an attached exhibit any plans to change the current terms and conditions of service and operations of the system as a consequence of the transaction for which approval is sought.

| |
|-----------------------|
| Exhibit No. I.II.2 |
|-----------------------|

SECTION II. TRANSFEREE'S/ASSIGNEE'S LEGAL QUALIFICATIONS

1. Transferee/Assignee is:

| | | | | | |
|---|--|--|--|---------------------------|----------------------------------|
| <input type="checkbox"/> Corporation | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">a. Jurisdiction of incorporation</td> <td rowspan="3" style="width: 50%; vertical-align: top;">d. Name and address of registered agent in jurisdiction:</td> </tr> <tr> <td>b. Date of incorporation:</td> </tr> <tr> <td>c. for profit or not for profit:</td> </tr> </table> | a. Jurisdiction of incorporation | d. Name and address of registered agent in jurisdiction: | b. Date of incorporation: | c. for profit or not for profit: |
| a. Jurisdiction of incorporation | d. Name and address of registered agent in jurisdiction: | | | | |
| b. Date of incorporation: | | | | | |
| c. for profit or not for profit: | | | | | |
| <input type="checkbox"/> Limited Partnership: | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">a. Jurisdiction in which formed:</td> <td rowspan="2" style="width: 50%; vertical-align: top;">c. name and address of registered agent in jurisdiction:</td> </tr> <tr> <td>b. Date of formation:</td> </tr> </table> | a. Jurisdiction in which formed: | c. name and address of registered agent in jurisdiction: | b. Date of formation: | |
| a. Jurisdiction in which formed: | c. name and address of registered agent in jurisdiction: | | | | |
| b. Date of formation: | | | | | |
| <input type="checkbox"/> General Partnership | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">a. Jurisdiction whose laws govern formation:</td> <td style="width: 50%;">b. Date of formation:</td> </tr> </table> | a. Jurisdiction whose laws govern formation: | b. Date of formation: | | |
| a. Jurisdiction whose laws govern formation: | b. Date of formation: | | | | |
| <input type="checkbox"/> Individual | | | | | |
| <input checked="" type="checkbox"/> Other. Describe in an Exhibit | <table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="padding: 5px;">Exhibit No. II.1</td> </tr> </table> | Exhibit No. II.1 | | | |
| Exhibit No. II.1 | | | | | |

2. List the transferee/assignee, and, if the transferee/assignee is not a natural person, each of its officers, directors, stockholders beneficially holding more than 5% of the outstanding voting shares, general partners, and limited partners holding an equity interest of more than 5%. Use only one COLUMN for each individual or entity. Attach additional pages if necessary. (Read carefully- the lettered items below refer to corresponding lines in the following table.)

- (a) Name, residence, occupation or principal business, and principal place of business. (If other than an individual, also show name, address and citizenship of natural person authorized to vote the voting securities of the applicant that it holds.) List the applicant first, officers, next, then directors and, thereafter, remaining stockholders and/or partners.
- (b) Citizenship.
- (c) Relationship to the transferee/assignee (e.g., officer, director, etc.).
- (d) Number of shares or nature of partnership interest.
- (e) Number of votes.
- (f) Percentage of votes.

| | | |
|------------------------------------|--|--|
| (a) Please see Exhibit II.2 | | |
| (b) | | |
| (c) | | |
| (d) | | |
| (e) | | |
| (f) | | |

3. If the applicant is a corporation or a limited partnership, is the transferee/assignee formed under the laws of, or duly qualified to transact business in, the State or other jurisdiction in which the system operates?

Yes No

If the answer is No, explain in an Exhibit.

Exhibit No.
II.3

4. Has the transferee/assignee had any interest in or in connection with an applicant which has been dismissed or denied by any franchise authority?

Yes No

If the answer is Yes, describe circumstances in an Exhibit.

Exhibit No.

5. Has an adverse finding been made or an adverse final action been taken by any court or administrative body with respect to the transferee/assignee in a civil, criminal or administrative proceeding, brought under the provisions of any law or regulation related to the following: any felony; revocation, suspension or involuntary transfer of any authorization (including cable franchises) to provide video programming services; mass media related antitrust or unfair competition; fraudulent statements to another government unit; or employment discrimination?

Yes No

If the answer is Yes, attach as an Exhibit a full description of the persons and matter(s) involved, including an identification of any court or administrative body and any proceeding (by dates and file numbers, if applicable), and the disposition of such proceeding.

Exhibit No.

6. Are there any documents, instruments, contracts or understandings relating to ownership or future ownership rights with respect to any attributable interest as described in Question 2 (including, but not limited to, non-voting stock interests, beneficial stock ownership interests, options, warrants, debentures)?

Yes No

If Yes, provide particulars in an Exhibit.

7. Do documents, instruments, agreements or understandings for the pledge of stock of the transferee/assignee, as security for loans or contractual performance, provide that: (a) voting rights will remain with the applicant, even in the event of default on the obligation; (b) in the event of default, there will be either a private or public sale of the stock; and (c) prior to the exercise of any ownership rights by a purchaser at a sale described in (b), any prior consent of the FCC and/or of the franchising authority, if required pursuant to federal, state or local law or pursuant to the terms of the franchise agreement will be obtained?

Yes No

If No, attach as an Exhibit a full explanation.

Exhibit No.
II.7

SECTION III. TRANSFEREE'S/ASSIGNEE'S FINANCIAL QUALIFICATIONS

1. The transferee/assignee certifies that it has sufficient net liquid assets on hand or available from committed resources to consummate the transaction and operate the facilities for three months.

Yes No

2. Attach as an Exhibit the most recent financial statements, prepared in accordance with generally accepted accounting principles, including a balance sheet and income statement for at least one full year, for the transferee/assignee or parent entity that has been prepared in the ordinary course of business, if any such financial statements are routinely prepared. Such statements, if not otherwise publicly available, may be marked CONFIDENTIAL and will be maintained as confidential by the franchise authority and its agents to the extent permissible under local law.

Exhibit No.
III

SECTION IV. TRANSFEREE'S/ASSIGNEE'S TECHNICAL QUALIFICATIONS


Set forth in an Exhibit a narrative account of the transferee's/assignee's technical qualifications, experience and expertise regarding cable television systems, including, but not limited to, summary information about appropriate management personnel that will be involved in the system's management and operations. The transferee/assignee may, but need not, list a representative sample of cable systems currently or formerly owned or operated.

Exhibit No.
IV

SECTION V - CERTIFICATIONS

Part I - Transferor/Assignor

All the statements made in the application and attached exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

| | |
|---|---|
| I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith. | Signature  |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001. | Date |
| | Print full name Jeffrey B. Kramp, Executive Vice President, Secretary and General Counsel |
| Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Corporate Officer (Indicate Title) <input type="checkbox"/> Other. Explain: | |

Part II - Transferee/Assignee

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The transferee/assignee certifies that he/she:

- (a) Has a current copy of the FCC's Rules governing cable television systems.
- (b) Has a current copy of the franchise that is the subject of this application, and of any applicable state laws or local ordinances and related regulations.
- (c) Will use its best efforts to comply with the terms of the franchise and applicable state laws or local ordinances and related regulations, and to effect changes, as promptly as practicable, in the operation system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.

| | |
|--|-----------------|
| I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith. | Signature |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001. | Date |
| | Print full name |
| Check appropriate classification: <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input type="checkbox"/> Corporate Officer (Indicate Title) <input type="checkbox"/> Other. Explain: | |

SECTION V - CERTIFICATIONS

Part I - Transferor/Assignor

All the statements made in the application and attached exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

| | |
|--|------------------------------------|
| <p>I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.</p> | <p>Signature</p> |
| <p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.</p> | <p>Date</p> <p>Print full name</p> |
| <p>Check appropriate classification:</p> <p> <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input type="checkbox"/> Corporate Officer (Indicate Title) <input type="checkbox"/> Other. Explain: Authorized Person </p> | |

Part II - Transferee/Assignee

All the statements made in the application and attached Exhibits are considered material representations, and all the Exhibits are a material part hereof and are incorporated herein as if set out in full in the application.

The transferee/assignee certifies that he/she:

- (a) Has a current copy of the FCC's Rules governing cable television systems.
- (b) Has a current copy of the franchise that is the subject of this application, and of any applicable state laws or local ordinances and related regulations.
- (c) Will use its best efforts to comply with the terms of the franchise and applicable state laws or local ordinances and related regulations, and to effect changes, as promptly as practicable, in the operation system, if any changes are necessary to cure any violations thereof or defaults thereunder presently in effect or ongoing.


| | |
|--|---|
| <p>I CERTIFY that the statements in this application are true, complete and correct to the best of my knowledge and belief and are made in good faith.</p> | <p>Signature</p>  |
| <p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.</p> | <p>Date: 11/30/20</p> <p>Print full name: Brian McMullen</p> |
| <p>Check appropriate classification:</p> <p> <input type="checkbox"/> Individual <input type="checkbox"/> General Partner <input checked="" type="checkbox"/> Senior Managing Director <input type="checkbox"/> Corporate Officer (Indicate Title) <input type="checkbox"/> Other. Explain: </p> | |

EXHIBIT LIST

- Exhibit I.I.2:** Redacted Copy of Securities Purchase Agreement
- Exhibit I.II.1.(c):** Additional Contact Persons
- Exhibit I.II.2:** Planned Changes to Terms and Conditions
- Exhibit II.1:** Form of Business Organization of Transferee
- Exhibit II.2:** Ownership Information of Transferee
- Exhibit II.3:** Statement Regarding Qualification to Transact Business
- Exhibit II.7:** Statement Regarding Pledge of Stock
- Exhibit III:** Transferee's Financial Qualifications
- Exhibit IV:** Transferee's Technical Qualifications

- CONFIDENTIAL ATTACHMENT A** Agreement
- CONFIDENTIAL ATTACHMENT B** Financial Statements of Radiate Holdings
- ATTACHMENT C** Current and Post-Transaction Corporate Ownership Structures

**Please note that the contents of Attachments A and B
(produced on pastel-colored paper)
are confidential and proprietary materials and not for public disclosure.**

Exhibit I.I.2: Redacted Copy of Securities Purchase Agreement

Confidential Attachment A hereto, which is provided under seal, contains a copy of the Agreement and Plan of Merger, dated as of October 31, 2020 (the "Agreement"). The Exhibits and Schedules referenced in the Agreement have not been included with this Application due to their voluminous and highly confidential nature. Further, the Exhibits and Schedules are non-material contract attachments in the context of the City's review of the Proposed Transaction and the qualifications of the Transferee and Franchisee. Therefore, in accordance with the decision of the Federal Communications Commission in *LUJ, Inc. and Long Nine, Inc.*, Memorandum Opinion and Order, 17 FCC Rcd. 16980 (2002), Section I, Part I, Question 2(b) of this application has been answered "No."

Pursuant to the Agreement, post-closing, the Transferee will be the sole member of, and have the ability to appoint a majority of the directors of, Radiate Holdings GP, LLC, the general partner of Radiate Holdings, LP, and accordingly will indirectly control Radiate Holdings, L.P. and its subsidiaries, including Franchisee (the "Proposed Transaction"). Upon completion of the Proposed Transaction, Radiate Holdings, L.P. will be an indirect subsidiary of certain funds affiliated with Transferee (namely Stonepeak Tiger Holdings I LLC and Stonepeak Tiger Holdings II LP). Franchisee will remain an indirect, wholly owned subsidiary of Radiate Holdings, L.P. Diagrams depicting the current and post-transaction corporate ownership structures of Franchisee are appended hereto as Attachment C.

It is contemplated that, immediately following the consummation of the Proposed Transaction, Franchisee will continue to provide service to existing customers at the same rates, terms and conditions, as currently provided. In addition, as set forth in Exhibit IV hereto, it is contemplated that Franchisee will continue to be operated by highly experienced, well-qualified management, operational and technical personnel.

Exhibit I.II.1.(c): Additional Contact Persons

The following persons also are authorized to act on behalf of Franchisee and copies of correspondence regarding this Application should be sent to them:

Thomas K. Steel
Vice President & Regulatory Counsel
237 Carlton Lane
North Andover, MA 01845
(617) 797-7788
tom.steel@rcn.net

Additional contact information for the Transferee and Transferor:

For Transferor:

Michael R. Dover
Kelley Drye & Warren, LLP
333 West Wacker Drive, Suite 2600
Chicago, IL 60606
(312) 857-7087
mdover@kelleydrye.com

For Transferee:

William Wiltshire
Michael Nilsson
Harris, Wiltshire & Grannis LLP
1919 M Street NW, 8th Floor
Washington, DC 20036
(202) 730-1334
wwiltshire@hwglaw.com
mnilsson@hwglaw.com

Exhibit I.II.2: Planned Changes to Terms and Conditions

There are currently no changes planned to the current terms and conditions of service or operations of the system by Franchisee.

Exhibit II.1: Form of Business Organization of Transferee

Transferee Stonepeak Associates IV LLC is a Delaware limited liability company.

The contact information for Transferee's registered agent in Delaware is

The Corporation Trust Company
Corporation Trust Center 1209 Orange Street
Wilmington, DE 19801

Exhibit II.2: Ownership Information of Transferee

Upon completion of the Transaction, funds affiliated with Stonepeak Associates IV LLC (“Transferee”) will indirectly own Franchisee through multiple intervening entities. Transferee will be wholly owned by Stonepeak GP Investors IV LLC, a Delaware limited liability company, which in turn will be indirectly controlled by entities ultimately controlled by an entity ultimately controlled by Michael Dorrell, the founder, chairman, and CEO of Stonepeak Infrastructure Partners.

As a limited liability company, Transferee does not have directors but is managed by its sole member, Stonepeak GP Investors LLC. Transferee’s officers are:

| | |
|------------------------|---|
| Michael Dorrell..... | Chairman, Chief Executive Officer & Co-Founder |
| Trent Vichie..... | Executive Vice-Chairman & Co-Founder |
| Luke Taylor | Senior Managing Director |
| Jack Howell | Senior Managing Director |
| Brian McMullen | Senior Managing Director |
| Hajir Naghdy | Senior Managing Director |
| Michael Allison | Senior Managing Director |
| James Wyper | Senior Managing Director |
| Peter Bruce | Senior Managing Director & Chief Operating Officer / Chief Financial Officer |
| Adrienne Saunders..... | Senior Managing Director & General Counsel / Chief Compliance Officer |
| Saira Khan | Deputy General Counsel |
| Caroline Conway | Deputy General Counsel |

The following entities and individuals will hold a direct five percent (5%) or greater interest in Transferee:

- | | |
|---|---|
| a. Name: | Stonepeak GP Investors IV LLC |
| Nature of business: | General partner entity |
| Principal place of business: | 55 Hudson Yards 550 W 34th Street, 48th Floor New York, NY 10001 |
| b. Citizenship: | United States (Delaware) |
| c. Relationship to Transferee: | Sole member |
| d. Number of shares/Nature of interest: | As the sole member, Stonepeak GP Investors IV LLC owns the entirety of the interest in Transferee |
| e. Number of votes | As its manager, Stonepeak GP Investors IV LLC controls Transferee |
| f. Percentage of votes: | 100% |

Appended is a copy of Applicants’ Federal Communications Commission (FCC) Section 214 Application, which lists each of Transferee’s anticipated 10% indirect interest holders.

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

Application of

RADIATE HOLDINGS, L.P.
Transferor,

STONEPEAK ASSOCIATES IV LLC
Transferee,

RCN TELECOM SERVICES (LEHIGH) LLC
RCN TELECOM SERVICES OF PHILADELPHIA, LLC
RCN TELECOM SERVICES OF NEW YORK, LP
RCN TELECOM SERVICES OF MASSACHUSETTS, LLC
RCN TELECOM SERVICES OF ILLINOIS, LLC
STARPOWER COMMUNICATIONS, LLC
GRANDE COMMUNICATIONS NETWORKS, LLC
ASTOUND BROADBAND LLC
ASTOUND PHONE SERVICE, LLC
ETS TELEPHONE COMPANY, INC., AND
ETS CABLEVISION, INC.
Authority Holders

For Consent to Transfer Indirect Control of
Companies Holding Domestic and International
Authority Pursuant to Section 214 of the
Communications Act of 1934, as Amended

WC Docket No. 20-_____
ITC-T/C-_____

**CONSOLIDATED APPLICATION FOR CONSENT TO TRANSFER CONTROL
OF SECTION 214 AUTHORITY HOLDERS—STREAMLINED PROCESSING
REQUESTED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”),¹
and Sections 63.04, 63.18, and 63.24 of the Commission’s rules,² Radiate Holdings, L.P. (“Radiate
Holdings” or “Transferor”), Stonepeak Associates IV LLC (“Transferee”), and the Authority

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.04, 63.18, and 63.24.

Holders (as identified below) respectfully request Commission approval to transfer indirect control of the Authority Holders from Transferor to Transferee (the “Proposed Transaction”). The Authority Holders are: RCN Telecom Services (Lehigh) LLC (“RCN Lehigh”); RCN Telecom Services of Philadelphia, LLC (“RCN Philadelphia”); RCN Telecom Services of New York, LP (“RCN New York”); RCN Telecom Services of Massachusetts, LLC (“RCN Massachusetts”); RCN Telecom Services of Illinois, LLC (“RCN Illinois”); Starpower Communications, LLC (“Starpower” and, together with RCN Lehigh, RCN Philadelphia, RCN New York, RCN Massachusetts, and RCN Illinois, “RCN”); Grande Communications Networks, LLC (“Grande”); Astound Broadband LLC; Astound Phone Service, LLC (together with Astound Broadband LLC, “Astound”); ETS Telephone Company, Inc.; and ETS Cablevision, Inc. (together with ETS Telephone Company, Inc., “En-Touch”).³ Transferor, Transferee, and the Authority Holders are collectively referred to as “Applicants”.

Together, the Authority Holders form the sixth largest cable operator in the United States while also operating as telecommunications service providers in ten states and the District of Columbia. The Authority Holders offer intrastate, interstate, and international telecommunications and other services to over one million customers, which services include industry-leading high-speed

³ Radiate Holdings recently filed applications with the Commission seeking approval for the acquisition of Digital West Holdings, Inc. and its wholly-owned operating subsidiaries: Digital West Networks, Inc., Norcast Communications Corporation, and Blue Rooster Telecom, Inc., each of which holds Section 214 authority (collectively, “Digital West”). The Commission granted the international Section 214 application, effective October 23, 2020, and granted the domestic Section 214 application, effective November 7, 2020. *See* Public Notices: *International Authorizations Granted; Section 214 Applications* (47 C.F.R. §§ 63.18, 63.24); *Section 310(b) Petitions* (47 C.F.R. § 1.5000), DA No. 20-1276 (rel. Oct. 29, 2020); *Notice of Domestic Section 214 Authorization Granted*, WC Dkt. No. 20-325 (rel. Nov. 9, 2020). Radiate has not yet consummated the Digital West acquisition, but expects to do so in the near future and, certainly, well before closing of the Proposed Transaction described in this Application. For this reason, Applicants respectfully request that the Commission also approve a transfer of indirect control of the Digital West Section 214 licensees to Transferee.

internet, cable services, broadband products, digital TV, phone services, and fiber optic solutions. As discussed in more detail below, certain affiliates of the Applicants have entered into an agreement whereby Transferee will acquire indirect control of the Authority Holders by acquiring control of Radiate Holdings, the parent entity of the Authority Holders. The Authority Holders will continue to hold their current Section 214 authorizations, satellite earth station licenses and registrations, CARS license, and wireless licenses following consummation of the Proposed Transaction.

The Proposed Transaction will serve the public interest, convenience, and necessity by providing access to the financial resources and management expertise of Transferee and its affiliates, which will enable expansion and diversification of services and serve to strengthen the Authority Holders' ability to compete and provide customer service, to the benefit of American consumers. It will not result in any loss or impairment of service for any of the Authority Holders' customers and will have no adverse effects upon competition in any areas where the Authority Holders provide telecommunications or video services. Accordingly, the Proposed Transaction raises no public-interest concerns that warrant an extended review or transaction-specific conditions for consent. Indeed, this application qualifies for presumptive streamlined processing under 47 C.F.R. §§ 63.03(b)(2)(ii), as Transferee is not a telecommunications service provider. This application also qualifies for streamlined processing under 47 C.F.R. § 63.12(c)(1)(ii), because the consummation of the Proposed Transaction will not result in any affiliations with foreign carriers with market power under 47 C.F.R. § 63.10(a)(3). Nor will consummation of the Proposed Transaction create new combinations that will adversely affect competition on any U.S.-international route.

Pursuant to Section 63.04(b) of the Commission's rules,⁴ Applicants are filing a combined application for the proposed transfer of control of the Authority Holders covering their domestic interstate and international authorizations. Applicants provide below the information required by Sections 63.04(a) (see part III) and 63.24(e)(2) (see part IV) of the Commission's rules.⁵ The Applicants seek to consummate the Proposed Transaction as soon as possible upon receipt of the required regulatory consents.

I. BACKGROUND

Parties to the Proposed Transaction

1. Radiate Holdings

Radiate Holdings is a Delaware limited partnership and serves as the common parent entity for the Authority Holders. The general partner of Radiate Holdings is Radiate Holdings GP, LLC, ("Radiate GP") and the sole member of Radiate GP is TPG Advisors VII, Inc. ("TPG Advisors"), a Delaware investment fund holding company that is directly owned and controlled jointly by the principals of TPG Global, LLC ("TPG") – David Bonderman and James G. Coulter. Radiate GP is managed by its board of directors (the "GP Board"), a majority of which directors are appointed by TPG Advisors. Accordingly, TPG Advisors, through its appointees on the GP Board, controls Radiate GP and in turn the Authority Holders. (The majority of the limited partnership (equity) interests in Radiate Holdings are directly or indirectly held by certain investment funds or managed vehicles that are also ultimately controlled by David Bonderman and James G. Coulter.)

⁴ 47 C.F.R. § 63.04(b).

⁵ 47 C.F.R. §§ 63.24(e)(2), 63.04(a)(6)-(12).

2. Authority Holders

As noted, the Authority Holders provide cable, telecommunications, and broadband services in ten states and the District of Columbia. Specifically: RCN Lehigh and RCN Philadelphia provide services in Pennsylvania; RCN New York provides services in New York and New Jersey; RCN Massachusetts, LLC provides services in Massachusetts; RCN Illinois provides services in Illinois; Starpower, which operates under the RCN name, provides services in the District of Columbia, Maryland, and Virginia; Grande and En-Touch provide services in Texas; and Astound Broadband, LLC provides services in California, Oregon, and Washington.⁶ Each of the Authority Holders holds blanket domestic interstate telecommunications services authority pursuant to operation of law.⁷ All of the Authority Holders except ETS Cablevision, Inc. hold international Section 214 authority as identified below in part IV(C).

3. Stonepeak Associates IV LLC

Transferee is a Delaware limited liability company affiliated with private equity funds managed by Stonepeak Infrastructure Partners (“Stonepeak”), a specialized private equity firm that invests in strategically important infrastructure assets within the communications, energy, power, water, renewables, and transportation sectors. Founded in 2011 and headquartered in New York, Stonepeak manages over \$29.2 billion of capital for its investors.⁸ Stonepeak has considerable

⁶ Astound Phone Service, LLC holds an international Section 214 authorization, but does not provide services at this time.

⁷ 47 C.F.R. § 63.01.

⁸ Stonepeak’s assets under management (“AUM”) calculation provided herein is determined by taking into account (i) unfunded capital commitments of Stonepeak Infrastructure Fund LP, Stonepeak Infrastructure Fund II LP, Stonepeak Infrastructure Fund III LP, Stonepeak Global Renewables Fund LP, and Stonepeak Infrastructure Credit Fund I LP and any co-invest vehicles managed by Stonepeak as of September 30, 2020, (ii) the gross asset value of such funds and co-invest vehicles, plus any feeder fund level cash with respect to such funds and co-invest vehicles as of September 30, 2020, and (iii) accepted capital commitments of

experience in the digital infrastructure sector with select investments across residential broadband, data centers, enterprise fiber, towers, and small cells that give it visibility and expertise across the broader communications sector. This experience positions Stonepeak as an ideal partner to the Authority Holders as they continue to grow and strengthen their service offerings.

Stonepeak itself is ultimately controlled by Michael Dorrell, who is a citizen of, and who resides in, the United States.⁹ Mr. Dorrell has been involved in all phases of Stonepeak's development since 2011, and has 20 years of experience investing in infrastructure.

Upon consummation of the Proposed Transaction, Transferee will be the sole member of Radiate GP and, through its appointment of a majority of the directors of the GP Board, will control Radiate GP and in turn the Authority Holders. Transferee and the Stonepeak funds and managed vehicles that will indirectly own a majority of the limited partnership interests in Radiate Holdings are controlled by Mr. Dorrell.

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

- **ExteNet Systems, Inc. ("ESI") and its subsidiaries:** Founded in 2002, ESI designs, builds, owns and operates distributed networks for use by national and regional wireless service providers in key strategic markets in North America. ESI and its subsidiaries ("ExteNet") deploy distributed networks to enhance coverage and capacity and enable superior wireless service in both outdoor and indoor environments. Primary markets addressed by ExteNet include outdoor distributed

Stonepeak Infrastructure Fund IV LP as of September 16, 2020. The AUM figure differs from the amount of assets under management reported for regulatory purposes and is based on gross asset values that are estimated and unaudited.

⁹ Mr. Dorrell also holds Australian citizenship.

networks in a variety of densely occupied or heavily traveled settings, and venues used for sports and entertainment events, the hospitality industry, commercial buildings, and healthcare facilities. Collectively, ExteNet holds authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Maine, North Dakota, Vermont, West Virginia and Wyoming. ESI subsidiaries that are authorized to provide intrastate telecommunications services in one or more states are ExteNet Systems (California) LLC, ExteNet Systems (Virginia) LLC, ESI Advanced Wireless Networks, LLC, ExteNet Systems (New York), Inc., Telecommunication Properties, Inc., and Hudson Fiber Networks, Inc. (“Hudson Fiber”).

To the best of Transferee’s knowledge, Transferee is not affiliated with any other United States domestic telecommunications service provider.

Description of the Transaction

Pursuant to the terms of the Agreement and Plan of Merger (the “Agreement”) dated October 31, 2020, by and among Transferor, certain affiliates of Transferor, and certain affiliates of Transferee,¹⁰ the Proposed Transaction will be effected through a set of substantially simultaneous mergers, as a result of which:

¹⁰ The Transferee-affiliated parties to the Agreement are: Stonepeak Tiger Holdings I LLC, Stonepeak Tiger Holdings II Sub LLC, Stonepeak Tiger Blocker I LLC, Stonepeak Tiger Blocker II LLC, Stonepeak Tiger Blocker III LLC, Stonepeak Tiger Blocker IV LLC, Stonepeak Tiger GP Merger Sub LLC, and Stonepeak Tiger Partnership Merger Sub LP.

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

- Control of the Authority Holders will continue to be exercised indirectly through Radiate GP, the general partner of Radiate Holdings. However, upon consummation of the Proposed Transaction (x) the sole member of Radiate GP will change from TPG Advisors to Transferee, and (y) Transferee and not TPG Advisors will have the right to appoint a majority of the directors of the GP Board and, accordingly, will control Radiate GP and, in turn, the Authority Holders.
- The current direct and indirect equity holders of Radiate Holdings will transfer their indirect interests in the Authority Holders – namely, their limited partnership interests in Radiate Holdings – to two Stonepeak-affiliated entities: Stonepeak Tiger Holdings I LLC, a Delaware limited liability company (“Tiger Holdings I”), and Stonepeak Tiger Holdings II Sub LLC, a Delaware limited liability company (“Tiger Holdings II”), which, together with Transferee, will be under the common indirect control of Mr. Dorrell.

Transferee advises the Commission that Stonepeak is exploring syndicating a portion of its equity interest in Radiate Holdings.¹¹

¹¹ The co-investors may be granted customary minority protections commensurate with their indirect interests in Radiate Holdings, e.g., consent/veto rights over the following matters: (i) amendment or repeal of organizational documents that would disproportionately affect the investor’s rights in a material and adverse manner; (ii) variation of class rights that would disproportionately affect the investor’s rights in a material and adverse manner; (iii) issuance of securities other than in accordance with the pre-emptive regime and other customary exceptions; (iv) changes to the capital structure that would disproportionately affect the investor’s rights in a material and adverse manner; (v) declaration of any dividends/distributions other than on a pro-rata basis; (vi) liquidation, insolvency or winding up; (vii) cessation or material alteration to the nature of the business; (viii) entry into material affiliate transactions, other than on arm’s length terms; and (ix) change in any tax classification that would disproportionately affect the investor in a material and adverse manner.

- For a period of up to 75 days after the signing of the Agreement, TPG has the right (the “TPG Investment Right”) under a letter agreement by and among TPG, Tiger Holdings I and Stonepeak Tiger Holdings II LP (the parent entity of Tiger Holdings II) to elect to make, at the consummation of the Proposed Transaction, an investment in Tiger Holdings I and Stonepeak Tiger Holdings II LP of up to \$750 million through one or more investment funds controlled by TPG (collectively, the “TPG Fund”). As of the date of this application, TPG has not exercised the TPG Investment Right. Even if TPG exercises the TPG Investment Right and an investment is made through the TPG Fund up to the limit, *the controlling entity of Radiate GP and the ownership structure of Transferee as each is described herein will not change*. However, the ownership percentages of the reportable interest holders provided in this application may be reduced or otherwise change as a result of such investment by the TPG Fund. The TPG Fund will be ultimately controlled by the principals of TPG. The principals of TPG are David Bonderman and James G. Coulter, each of whom is a United States citizen. It is not currently expected that TPG’s exercise of the TPG Investment Right and the investment in Tiger Holdings I and Stonepeak Tiger Holdings II LP by the TPG Fund will result in any entity (other than the TPG Fund) holding a 10-percent-or-greater equity interest in Radiate Holdings. Applicants will, in a timely fashion, notify the Commission if, as a result of the exercise of the TPG Investment Right, (x) there will be changes in the ownership percentages for reportable interest holders provided in this application or (y) any new entity (other than the TPG Fund) will hold a 10-percent-or-greater equity interest in Radiate Holdings.

- Stonepeak is also exploring further syndicating a portion of its equity interest in Radiate Holdings to other co-investors. The structure of any such co-investment, and identity of the co-investors, is yet to be finalized. Excluding the potential investment of the TPG Fund described immediately above, the organizational charts provided in Attachment 1 and listed in Attachment 2 reflect the co-invest vehicles that could potentially hold a 10-percent-or-greater equity interest in Radiate Holdings (although it is also possible that no such vehicle would hold such an interest). While Transferee is unable to currently specify with sufficient accuracy the equity interest to be held by any such co-invest vehicle, the Transferee advises that each such co-invest vehicle will be under the common indirect control of Mr. Dorrell. In addition, and most importantly, *no such co-investment will change the proposed controlling entity of Radiate GP or affect the ownership structure of Transferee as each is described herein.* However, the ownership percentages of the reportable interest holders provided in this application may be reduced or otherwise change as a result of such co-investment, potentially materially so. Applicants will, in a timely fashion, notify the Commission if, as a result of such co-investment, (x) there will be changes in the ownership percentages for reportable interest holders provided in this application or (y) any new vehicles (other than those reflected in the organizational charts provided in Attachment 1 and listed in Attachment 2) will hold a 10-percent-or-greater equity interest in Radiate Holdings and the percentage interest held by them.

II. THE PROPOSED TRANSACTION WILL SERVE THE PUBLIC INTEREST AND WILL NOT HARM COMPETITION

A. Standard of Review

Under 47 U.S.C. §§ 214(a) and 310(d), the Commission must determine whether a proposed assignment or transfer of control of a provider of interstate or international telecommunications services or a holder of a wireless license is consistent with the public interest, convenience, and necessity.¹² In making such a determination, the Commission first assesses “whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules.”¹³ Second, if a proposed transaction would not violate the Act, any other applicable statute, or any of the Commission’s rules, the Commission then considers whether a proposed transaction “could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes.”¹⁴ Third, where a transaction raises no public interest harms or where any

¹² See, e.g., *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd 9581, 9585 ¶ 8 (2017) (“*Level 3-CenturyLink Order*”); *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd 9131, 9139-40 ¶ 18 (2015) (“*AT&T-DIRECTV Order*”); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd 12,501, 12,504-05 ¶ 7 (Wireline Comp., Int’l, and Wireless Tel. Burs. 2016) (“*Verizon-XO Order*”).

¹³ See *Level 3-CenturyLink Order*, 32 FCC Rcd at 9585 ¶ 8; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, 31 FCC Rcd at 12,504-05 ¶ 7 (citations omitted); *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd 9642, 9650 ¶ 23 (citations omitted) (“*Softbank-Sprint-Clearwire Order*”); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink For Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd 4194, 4198-99 ¶ 7 (citation omitted) (“*Qwest-CenturyLink Order*”).

¹⁴ See *Level 3-CenturyLink Order*, 32 FCC Rcd at 9585 ¶ 9; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd at 12,504-05 ¶ 7 (citation

such harms can be ameliorated by narrowly-tailored conditions, the Commission considers the transaction's public interest benefits, with the applicants bearing the burden of proving those benefits by a preponderance of the evidence.¹⁵ Finally, if the Commission finds that narrowly-tailored, transaction-specific conditions would ameliorate any public interest harms for a transaction that is otherwise in the public interest, it may approve the transaction as so conditioned.¹⁶

The Proposed Transaction will not violate any provision of the Act, any other applicable statute, or any Commission rule, nor will it substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of the Act or other statutes. To the contrary, as detailed below, the Proposed Transaction is expected to offer substantial public interest benefits without any material countervailing harms. In the absence of any such harms, transaction-specific conditions are unnecessary.

B. The Proposed Transaction Will Serve the Public Interest

Stonepeak's goal in the Proposed Transaction is simple: to make more resources available to an already excellent group of cable, broadband, and telephone providers. Stonepeak believes that it can create value by investing incremental capital after closing of the Proposed Transaction and has a history of partnering with leading management teams to provide a financial partner with available growth capital to scale their platforms. A majority of Stonepeak's investments have

omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd at 4199 ¶ 7.

¹⁵ See *Level 3-CenturyLink Order*, 32 FCC Rcd at 9586 ¶ 10. In earlier transactions, the Commission weighed any potential public interest harms of the proposed transaction against any potential public interest benefits. See *AT&T-DIRECTV Order*, 30 FCC Rcd at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd at 9650-51 ¶ 23 (citation omitted).

¹⁶ See *Level 3-CenturyLink Order*, 32 FCC Rcd at 9586 ¶ 11.

substantial follow-on growth capital commitments. For example, since its acquisition by Stonepeak in 2015, ExteNet has expanded its indoor and outdoor “neutral host” distributed network (“DNS”) systems to help meet the intense demand for improved mobile and wireless broadband coverage and capacity in key strategic markets across the United States, and is the largest independent DNS provider in the United States.

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

“[T]he Commission has long recognized the clear public interest benefits in a license or authorization holder being able to assign or transfer control of its license or authorization freely.”¹⁷ The Proposed Transaction will have no adverse impact on the customers or operations of the Authority Holders. Upon consummation of the Proposed Transaction, the Authority Holders intend to continue to provide service at the same rates, terms, and conditions as contained in existing customer contracts. It is contemplated that existing customers will continue to be served by the Authority Holders under their existing authorizations, as well as under existing tariffs and contracts. The Proposed Transaction is not anticipated to result in service disruption, contract termination, or customer confusion. And, as discussed above, it is contemplated that the Authority Holders will continue to operate under the direction of their current experienced and knowledgeable management team. It is anticipated that the only material change resulting from

¹⁷ *Applications of T-Mobile US, Inc., & Sprint Corp., for Consent to Transfer Control of Licenses & Authorizations*, 34 FCC Rcd 10578, ¶ 41 (2019).

the Proposed Transaction will be that the Authority Holders will be controlled by Transferee rather than TPG Advisors. Transferee and the Stonepeak funds and managed vehicles acquiring the passive equity interests in Radiate Holdings are well-qualified to become the new controller and owners, respectively, of the Authority Holders, which, following consummation of the Proposed Transaction, will enjoy access to the resources and management expertise of Transferee and its affiliates and the Stonepeak funds and managed vehicles.

The Proposed Transaction will create no new combinations that will adversely affect competition in any domestic or U.S. international market. None of Transferee’s owners control, or are affiliated with, any dominant domestic or international telecommunications providers in the United States.

III. INFORMATION REQUIRED BY 47 C.F.R. § 63.04

The Applicants submit the following information pursuant to 47 C.F.R. § 63.04(a):

A. Applicant Identification Information¹⁸

In Table 1 below, the Applicants provide their names, addresses, telephone numbers, places of organization, and FCC Registration Numbers.

TABLE 1: Applicant Identification Information

| Name, Address, and Telephone # | Place of Organization | FRN | Transaction Role |
|---|-----------------------|------------|------------------|
| Radiate Holdings, L.P. 650 College Road East, Suite 3100 Princeton, NJ 08540 Tel: (609) 452-8197 | Delaware | 0025854779 | Transferor |

¹⁸ See 47 C.F.R. §§ 63.04(a)(1), (2).

| Name, Address, and Telephone # | Place of Organization | FRN | Transaction Role |
|---|-----------------------|------------|------------------|
| Stonepeak Associates IV LLC c/o Stonepeak Infrastructure Partners 55 Hudson Yards 550 W 34th Street, 48 th Floor New York, NY 10001 Tel: (212) 907-5100 | Delaware | 0030233035 | Transferee |
| RCN Telecom Services (Lehigh) LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184 | Delaware | 0019653450 | Authority Holder |
| RCN Telecom Services of Philadelphia, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184 | Delaware | 0019653443 | Authority Holder |
| RCN Telecom Services of New York, LP 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184 | Delaware | 0019653401 | Authority Holder |
| RCN Telecom Services of Massachusetts, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184 | Delaware | 0019653476 | Authority Holder |
| RCN Telecom Services of Illinois, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184 | Delaware | 0008314908 | Authority Holder |
| Starpower Communications, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184 | Delaware | 0003735016 | Authority Holder |
| Grande Communications Networks, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184 | Delaware | 0006178198 | Authority Holder |
| Astound Broadband, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184 | Washington | 0013907894 | Authority Holder |

| Name, Address, and Telephone # | Place of Organization | FRN | Transaction Role |
|---|-----------------------|------------|------------------|
| Astound Phone Services, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184 | Delaware | 0026914994 | Authority Holder |
| ETS Telephone Company, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184 | Delaware | 0004322814 | Authority Holder |
| ETS Cablevision, Inc. 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184 | Delaware | 0003749678 | Authority Holder |

Contact Information¹⁹

The Commission should address correspondence regarding this application to the persons identified in Table 2 below.

TABLE 2: Applicant Contact Information

| Applicant | Company Contact | Counsel Contact |
|----------------------------------|--|---|
| Transferor and Authority Holders | <p>Jeffrey B. Kramp General Counsel Radiate Holdings, L.P. 650 College Road East, Suite 3100 Princeton, NJ 08540 Email: jkramp@patmedia.us</p> <p>Joe Kahl Vice President, Regulatory & Public Affairs RCN / Grande / Wave 650 College Road East, Suite 3100 Princeton, NJ 08540 Email: joe.kahl@rcn.net</p> | <p>Edward A. Yorkgitis, Jr. Winafred R. Brantl KELLEY DRYE & WARREN, LLP 3050 K St., NW Suite 400 Washington, D.C. 20007 Telephone: (202) 342-8400 Email: cyorkgitis@kelleydrye.com wbrantl@kelleydrye.com</p> <p>Michael R. Dover KELLEY DRYE & WARREN, LLP 333 West Wacker Drive, Suite 2600 Chicago, IL 60606 Telephone: (312) 857-7087 Email: mdover@kelleydrye.com</p> |

¹⁹ See *id.* § 63.04(a)(3).

| Applicant | Company Contact | Counsel Contact |
|------------|---|--|
| Transferee | <p>Brian McMullen Senior Managing Director Stonepeak Associates IV LLC c/o Stonepeak Infrastructure Partners 55 Hudson Yards 550 W 34th Street, 48th Floor New York, NY 10001 Email: mcmullen@stonepeakpartners.com</p> <p>Adrienne Saunders General Counsel Stonepeak Associates IV LLC c/o Stonepeak Infrastructure Partners 55 Hudson Yards 550 W 34th Street, 48th Floor New York, NY 10001 Email: saunders@stonepeakpartners.com</p> | <p>William M. Wiltshire Michael D. Nilsson H. Henry Shi HARRIS, WILTSHIRE & GRANNIS LLP 1919 M Street, NW, Suite 800 Washington, DC 20036 Telephone: (202) 730-1300 Email: wwiltshire@hwglaw.com mnilsson@hwglaw.com hshi@hwglaw.com</p> |

Proposed Direct and Indirect Ownership of Authority Holders²⁰

Upon consummation of the Proposed Transaction, certain entities and/or individuals are expected to hold, directly or indirectly, a 10-percent-or-greater equity or voting interest in the Authority Holders as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers. These interests are reflected in the organizational charts provided in Attachment 1 and the related information required by the Commission is provided in the table provided in Attachment 2.

²⁰ See *id.* § 63.04(a)(4).

Certification Regarding the Anti-Drug Abuse Act of 1988²¹

The Applicants certify that no party to this application is subject to denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.²²

Transaction Description

The Applicants describe the Proposed Transaction in part I.B above.

Services Provided and Geographic Areas Services²³

The Applicants describe the Authority Holders' services and operating territories in part I.A(2) above.

Streamlining²⁴

This application qualifies for streamlined processing pursuant to 47 C.F.R. § 63.03(b)(1)(ii), because the Proposed Transaction does not transfer control of the authorizations held by the Authority Holders to another telecommunications provider, and pursuant to 47 C.F.R. § 63.03(b)(2), because no Applicant (nor any Applicant affiliate) is dominant with respect to any service.

²¹ See 47 C.F.R. §§ 63.04(a)(5).

²² 21 U.S.C. § 862(a); Anti-Drug Abuse Act of 1988, Pub. L. No. 100-690, § 5301, 102 Stat. 4181, 4310-12 (1988), which related to denial of Federal benefits to drug traffickers and possessors—previously codified at 21 U.S.C. § 853(a)—was renumbered section 421 of the Controlled Substances Act of 1990, Pub. L. No. 101-647, § 1002(d)(1), 104 Stat. 4789, 4827 (1990), and has been recodified as 21 U.S.C. § 862(a). 47 C.F.R. § 63.18(o) does not reflect this recodification.

²³ 47 C.F.R. § 63.04(a)(7).

²⁴ 47 C.F.R. § 63.04(a)(8).

Other Applications Filed with the Commission²⁵

In connection with the Proposed Transaction, applications are concurrently being filed with the International Bureau for authority to transfer of control of an earth station license, with the Wireless Telecommunications Bureau for authority to transfer of control of numerous wireless licenses, and with the Media Bureau for authority to transfer of control of a CARS license.

Business Necessity²⁶

The Applicants request expedited consideration of this application to allow for consummation of the Proposed Transaction in the second calendar quarter of 2021.

Waiver Requests²⁷

The Applicants have not requested any waivers relating to this Application.

Public Interest Benefits²⁸

Please see part II above for a discussion of the public interest benefits of the Proposed Transaction.

IV. INFORMATION REQUIRED BY 47 C.F.R. § 63.24

The Applicants provide the following information pursuant to 47 C.F.R. § 63.24(e).

A. Applicant Identification Information²⁹

See response to part III.A above for the Applicants' names, addresses, telephone numbers, place of organization, and FCC Registration Numbers.

²⁵ 47 C.F.R. § 63.04(a)(9).

²⁶ 47 C.F.R. § 63.04(a)(10).

²⁷ 47 C.F.R. § 63.04(a)(11).

²⁸ 47 C.F.R. § 63.04(a)(12).

²⁹ 47 C.F.R. § 63.18(a), (b).

Other Applications Filed with the Commission²⁵

In connection with the Proposed Transaction, applications are concurrently being filed with the International Bureau for authority to transfer of control of an earth station license, with the Wireless Telecommunications Bureau for authority to transfer of control of numerous wireless licenses, and with the Media Bureau for authority to transfer of control of a CARS license.

Business Necessity²⁶

The Applicants request expedited consideration of this application to allow for consummation of the Proposed Transaction in the second calendar quarter of 2021.

Waiver Requests²⁷

The Applicants have not requested any waivers relating to this Application.

Public Interest Benefits²⁸

Please see part II above for a discussion of the public interest benefits of the Proposed Transaction.

IV. INFORMATION REQUIRED BY 47 C.F.R. § 63.24

The Applicants provide the following information pursuant to 47 C.F.R. § 63.24(e).

A. Applicant Identification Information²⁹

See response to part III.A above for the Applicants' names, addresses, telephone numbers, place of organization, and FCC Registration Numbers.

²⁵ 47 C.F.R. § 63.04(a)(9).

²⁶ 47 C.F.R. § 63.04(a)(10).

²⁷ 47 C.F.R. § 63.04(a)(11).

²⁸ 47 C.F.R. § 63.04(a)(12).

²⁹ 47 C.F.R. § 63.18(a), (b).

Certification Regarding Ownership, Place of Organization, Principal Business, and Interlocking Directorates.³²

See response to part III.C above, specifically Attachment 2 and the organizational charts in Attachment 1, for a list of entities and persons that will, upon consummation of the Transaction, hold directly or indirectly a 10-percent-or-greater equity or voting interest in the Authority Holders, and the percentage expected to be held by each of those entities and persons. Transferee does not have any interlocking directorates with a foreign carrier.

Certification Regarding Foreign Carrier Status and Foreign Affiliations³³

Applicants certify that upon consummation of the Proposed Transaction: (1) none of Transferee or the Authority Holders will be a foreign carrier in any foreign country; and (2) Transferee and the Authority Holders will be affiliated with the foreign carriers identified in Table 4 (the “Foreign Affiliates”), which are ultimately controlled by Mr. Dorrell:

Table 4: Stonepeak Foreign Affiliates

| Affiliate | Countries |
|----------------------------------|---|
| ExteNet Systems (Canada) Inc. | Canada |
| Xplornet Communications Inc. | Canada |
| DAScom Inc. | Canada |
| Hudson Fiber Network | Canada |
| euNetworks GmbH | Austria, Czech Republic, Germany |
| euNetworks BVBA | Belgium |
| euNetworks Fiber UK Ltd | Denmark, Finland, Ireland, Norway, Sweden, United Kingdom |
| euNetworks SAS | France |
| euNetworks Managed Services GmbH | Germany |

³² 47 C.F.R. § 63.18(h).

³³ 47 C.F.R. § 63.18(i).

| | |
|----------------------|-------------|
| euNetworks S.r.l | Italy |
| euNetworks BV | Netherlands |
| euNetworks 1 Pte Ltd | Singapore |
| euNetworks AG | Switzerland |

Certification Regarding Destination Countries³⁴

The Applicants certify that, upon consummation of the Proposed Transaction, (1) none of Transferee or the Authority Holders will be a foreign carrier in any of the countries that the Authority Holders service; (2) none of Transferee or the Authority Holders will control foreign carriers in the destination countries on the routes served by the Authority Holders; (3) Stonepeak is presently expected to continue to control the Foreign Affiliates (although as a private equity firm, Stonepeak may investigate opportunities to divest its interest in the Foreign Affiliates from time to time); and (4) no grouping of two or more foreign carriers (or parties that control foreign carriers in the countries served by the Authority Holders) will own, in aggregate, more than 25 percent of Transferee or the Authority Holders and are parties to, or beneficiaries of, a contractual relationship affecting the provision or marketing of arrangements for the terms of acquisition, sale, lease, transfer, and use of capacity on the routes served by the Authority Holders.

Certifications Regarding WTO Status³⁵

No response is required, as the Applicants did not identify any non-WTO markets in response to 47 C.F.R. § 63.18(j).

³⁴ See *id.* § 63.18(j).

³⁵ See *id.* § 63.18(k).

Non-Dominant Status³⁶

The Foreign Affiliates identified in part IV.E above each satisfy the requirement of 47 C.F.R. § 63.10(a)(3), as each holds significantly less than a 50-percent market share in the international transport and local access markets in its respective country. Moreover, none of the Foreign Affiliates has any ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities in its respective international market or appears on the Commission's list of foreign telecommunications carriers presumed to possess market power in foreign telecommunications markets.³⁷ Accordingly, these foreign-carrier affiliates are each presumed to lack sufficient market power on the international end of the route to affect competition adversely in the U.S. market.

Special Concessions³⁸

The Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

Certification Regarding the Anti-Drug Abuse Act of 1988.³⁹

See part III.D above for the Applicants' Anti-Drug Abuse Act certification.

³⁶ *See id.* § 63.18(m).

³⁷ *See International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers That Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, 22 FCC Rcd 945 (Int'l Bur. 2007).

³⁸ 47 C.F.R. § 63.18(n).

³⁹ *See id.* § 63.18(o).

Streamlining⁴⁰

The Applicants request streamlined processing pursuant to 47 C.F.R. § 63.12(c)(1)(ii), as they qualify for a presumption of non-dominance based on affiliations with the non-dominant Foreign Affiliates described in part IV.E above. The Proposed Transaction raises no foreign ownership concerns that warrant referral to the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector.

CONCLUSION

For the reasons stated above, the Applicants request that the Commission expeditiously grant consent for the transfer of control of the Authority Holders from Radiate Holdings, L.P., to Stonepeak Associates IV LLC.

Respectfully submitted,

William M. Wiltshire
Michael D. Nilsson
H. Henry Shi
HARRIS, WILTSHIRE & GRANNIS LLP
1919 M Street NW
8th Floor
Washington, D.C. 20036-3537
Tel: (202) 730-1350
Fax: (202) 730-1301
Email: wwiltshire@hwglaw.com
mnilsson@hwglaw.com
hshi@hwglaw.com

Counsel for Transferee

Edward A. Yorkgitis, Jr.
Winafred R. Brantl
KELLEY DRYE & WARREN, LLP
3050 K St., NW
Suite 400
Washington, D.C. 20007
Telephone: (202) 342-8400
Email: cyorkgitis@kelleydrye.com
wbrantl@kelleydrye.com

Michael R. Dover
KELLEY DRYE & WARREN, LLP
333 West Wacker Drive, Suite 2600 Chicago,
IL 60606
Telephone: (312) 857-7087
Email: mdover@kelleydrye.com

Counsel to Transferor and Authority Holders

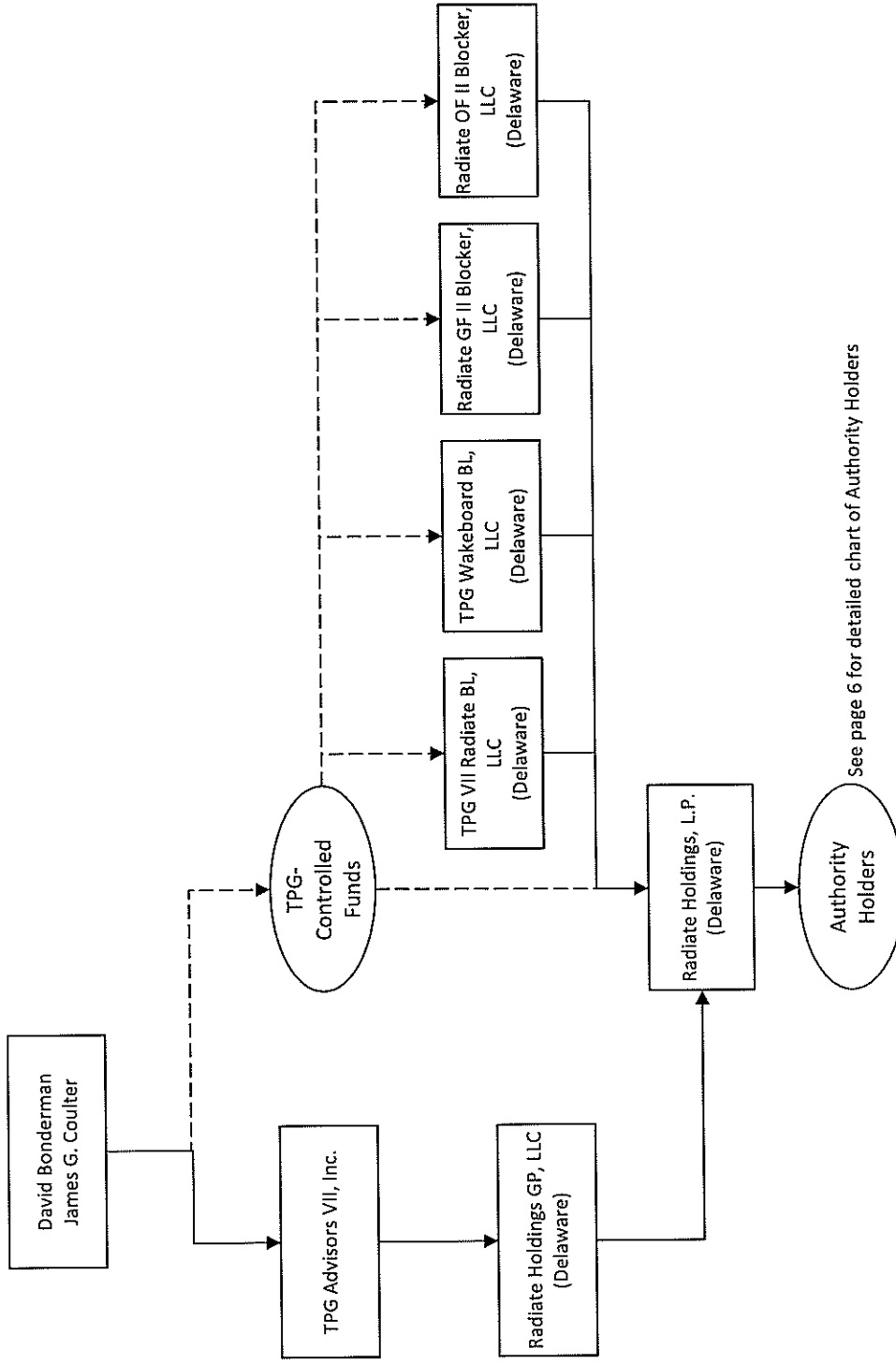
Date: November 30, 2020

⁴⁰ See *id.* § 63.18(p).

VERIFICATIONS

Pre-Close Ownership of Authority Holders

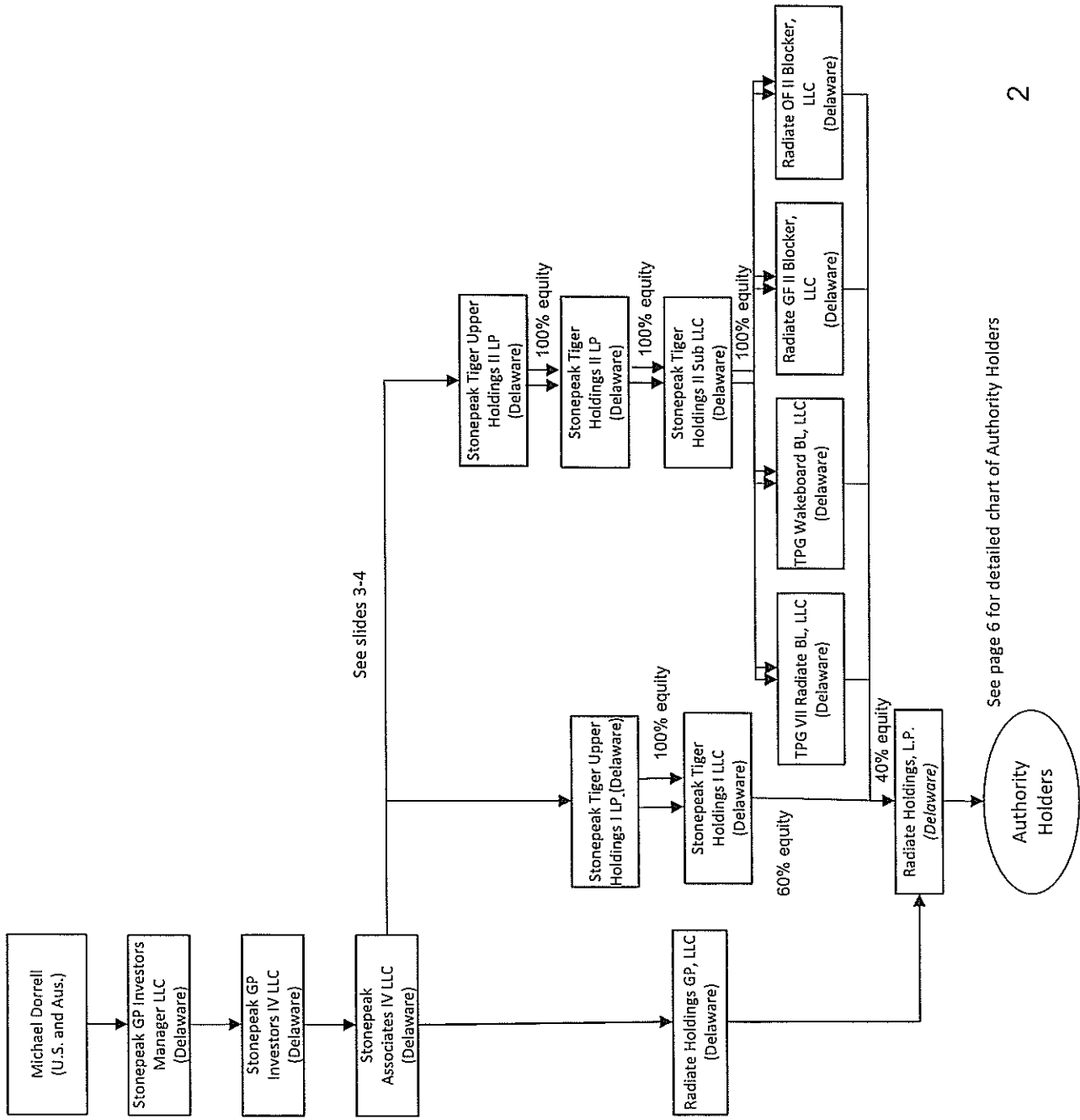
Red: GP or other controlling person
Blue: Non-controlling member/limited partner equity interests
 Controlling interests are 100% unless otherwise indicated
 Dash lines indicate indirect interest.



See page 6 for detailed chart of Authority Holders

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

Red: GP or other controlling person
Blue: Non-controlling member/limited partner equity interests
 Controlling interests are 100% unless otherwise indicated
 Dash lines indicate indirect interest.

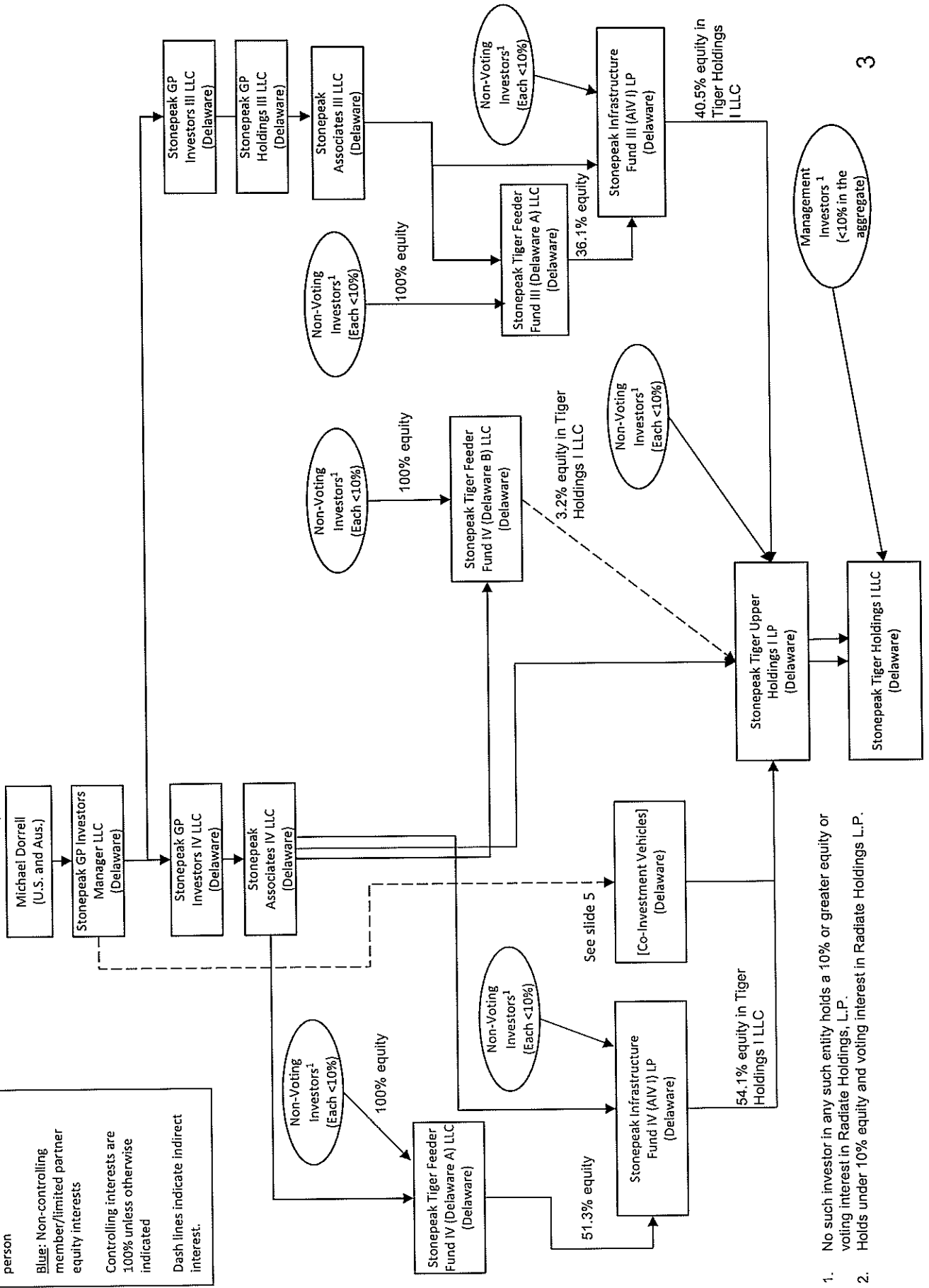


See slides 3-4

See page 6 for detailed chart of Authority Holders

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

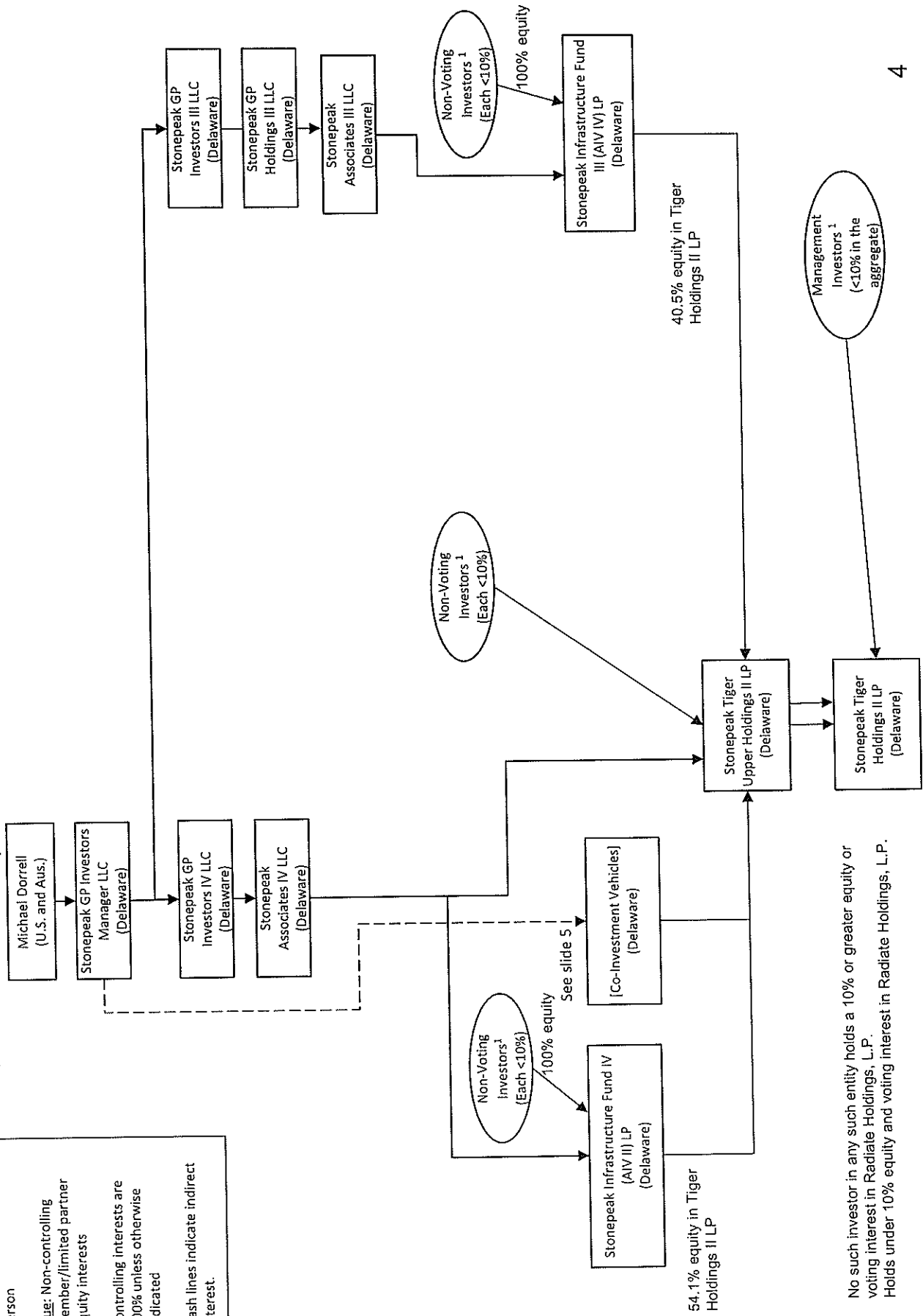
Red: GP or other controlling person
Blue: Non-controlling member/limited partner equity interests
 Controlling interests are 100% unless otherwise indicated
 Dash lines indicate indirect interest.



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

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

Red: GP or other controlling person
Blue: Non-controlling member/limited partner equity interests
 Controlling interests are 100% unless otherwise indicated
 Dash lines indicate indirect interest.

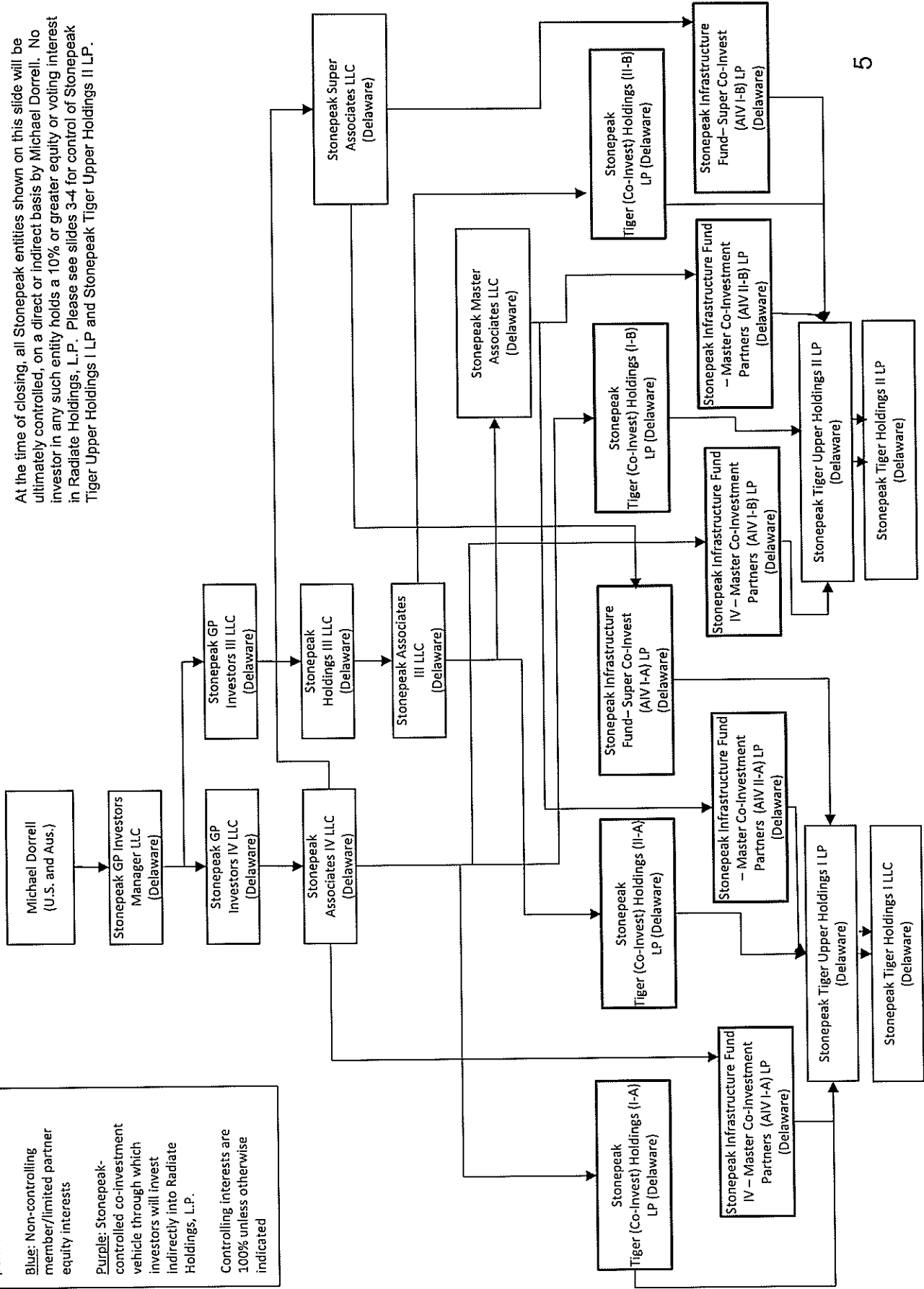


1. No such investor in any such entity holds a 10% or greater equity or voting interest in Radiate Holdings, L.P.
2. Holds under 10% equity and voting interest in Radiate Holdings, L.P.

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

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

Red: GP or other controlling person
Blue: Non-controlling member/limited partner equity interests
Purple: Stonepeak-controlled co-investment vehicle through which investors will invest indirectly into Radiate Holdings, L.P.
 Controlling interests are 100% unless otherwise indicated



**ATTACHMENT 2:
TRANSFEREES AND AUTHORITY HOLDERS
POST-CLOSE OWNERSHIP INTERESTS**

Upon consummation of the Proposed Transaction, the following persons will have 10-percent-or-greater direct and indirect equity or voting interests in Radiate Holdings, L.P.

("Radiate Holdings"). Radiate Holdings has and will continue to have 100% indirect equity and voting control of the Authority Holders.¹

1. *Name:* **Radiate Holdings GP LLC ("Radiate GP")**
 Address: 717 Fifth Avenue, 25th Floor, New York, NY 10022
 Place of Organization: Delaware
 Type of Organization: limited liability company
 Principal Business: investments
 Interest Held: Radiate GP will hold a direct 0% equity and 100% voting interest in Radiate Holdings (by virtue of being the general partner of Radiate Holdings)

 Role: Radiate GP is and will continue to be the general partner of Radiate Holdings
2. *Name:* **Stonepeak Tiger Holdings I LLC ("Tiger Holdings I")**
 Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001

 Place of Organization: Delaware
 Type of Organization: limited liability company
 Principal Business: investments
 Interest Held: Tiger Holdings I will hold approximately a direct 60% equity and 0% voting interest in Radiate Holdings

 Role: Tiger Holdings I will be a passive investor in Radiate Holdings.
3. *Name:* **Stonepeak Tiger Upper Holdings I LP ("Tiger Upper Holdings I")**

¹ The percentage equity interests set forth in this Attachment 3 are the Transferee's best estimates as at the date of this application based on the information presently available to the Transferee. The Applicants will, in a timely fashion, notify the Commission of any material changes to these percentage equity interests (including as a result of the exercise of the TPG Investment Right and any co-investment). No change is expected to the control of Radiate GP and in turn the Authority Holders from that set forth herein.

Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited partnership
Principal Business: investments
Interest Held: Tiger Upper Holdings I will a direct 100% equity and 100% voting interest in Tiger Holdings I (see no. 2)²
Role: Tiger Upper Holdings I will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its members

4. *Name:* **Stonepeak Infrastructure Fund IV (AIV I) LP**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited partnership
Principal Business: investments
Interest Held: Stonepeak Infrastructure Fund IV (AIV I) LP will hold an indirect 54.1% equity and 0% voting interest in Tiger Holdings I (see no. 2) through its direct 54.1% equity and 0% voting interest in Tiger Upper Holdings I (see no. 3)
Role: Stonepeak Infrastructure Fund IV (AIV I) LP will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its limited partners

5. *Name:* **Stonepeak Tiger Feeder Fund IV (Delaware A) LLC**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Stonepeak Tiger Feeder Fund IV (Delaware A) LLC will hold an indirect 54.1% equity and 0% voting interest in Tiger Holdings I (see no. 2) through its direct 51.3% equity and 0% voting interest in Stonepeak Infrastructure Fund IV (AIV I) LP (see no. 4)
Role: Stonepeak Tiger Feeder Fund IV (Delaware A) LLC will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its members, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings

² Stonepeak management will hold in the aggregate a de minimis equity interest in Tiger Holdings I.

6. *Name:* **Stonepeak Tiger Feeder Fund IV (Delaware B) LLC**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Stonepeak Tiger Feeder Fund IV (Delaware B) LLC will hold an indirect 3.2% equity and 0% voting interest in Tiger Holdings I (see no. 2.) through its indirect 3.2% equity and 0% voting interest in Tiger Upper Holdings I (see no. 3) held through Stonepeak-managed entities, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings
Role: Stonepeak Tiger Feeder Fund IV (Delaware B) LLC will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its members, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings
7. *Name:* **Stonepeak Infrastructure Fund III (AIV I) LP**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited partnership
Principal Business: investments
Interest Held: Stonepeak Infrastructure Fund III (AIV I) LP will hold an indirect 40.5% equity and 0% voting interest in Tiger Holdings I (see no. 2) through its direct 40.5% equity and 0% voting interest in Tiger Upper Holdings I (see no. 3)
Role: Stonepeak Infrastructure Fund III (AIV I) LP will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its limited partners
8. *Name:* **Stonepeak Tiger Feeder Fund III (Delaware A) LLC**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Stonepeak Tiger Feeder Fund III (Delaware A) LLC will hold an indirect 14.6% equity and 0% voting interest in Tiger Holdings I (see no. 2) through its direct 36.1% equity and 0% voting interest in Stonepeak Infrastructure Fund III (AIV I) LP (see no. 7)

Role: Stonepeak Tiger Feeder Fund III (Delaware A) LLC will be an indirect passive investor in Radiate Holdings and will aggregate the passive, indirect investments of its members, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings

9. *Name:* **Stonepeak Tiger Holdings II Sub LLC (“Tiger Holdings II”)**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Tiger Holdings II will hold approximately an indirect 40% equity and 0% voting interest in Radiate Holdings through its direct holding of 100% of the membership interests in the following limited liability companies, that collectively hold approximately a 40% equity and 0% voting interest in Radiate Holdings: TPG VII Radiate BL, LLC; TPG Wakeboard BL, LLC; Radiate GF II Blocker, LLC; and Radiate OF II Blocker, LLC.
Role: Tiger Holdings II will be an indirect passive investor in Radiate Holdings

10. *Name:* **Stonepeak Tiger Holdings II LP**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited partnership
Principal Business: investments
Interest Held: Stonepeak Tiger Holdings II LP will hold a direct 100% equity and 100% voting interest in Tiger Holdings II (see no. 9)
Role: Stonepeak Tiger Holdings II LP will be an indirect passive investor in Radiate Holdings and will aggregate the passive, indirect investments of its limited partners.

11. *Name:* **Stonepeak Tiger Upper Holdings II LP (“Tiger Upper Holdings II”)**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited partnership
Principal Business: investments
Interest Held: Tiger Upper Holdings II will hold an indirect 100% equity and 100% voting interest in Tiger Holdings II (see no. 9)

Role: through its direct 100% equity and 100% voting interest in Stonepeak Tiger Holdings II LP (see no. 10)³
Stonepeak Tiger Holdings II LP will be an indirect passive investor in Radiate Holdings and will aggregate the passive, indirect investments of its limited partners

12. *Name:* **Stonepeak Infrastructure Fund IV (AIV II) LP**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited partnership
Principal Business: investments
Interest Held: Stonepeak Infrastructure Fund IV (AIV II) LP will hold an indirect 54.1% equity and 0% voting interest in Tiger Holdings II (see no. 9) through its direct 54.1% equity interest and 0% voting interest in Tiger Upper Holdings II (see no. 11)
Role: Stonepeak Infrastructure Fund IV (AIV II) LP will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its limited partners, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings

13. *Name:* **Stonepeak Infrastructure Fund III (AIV IV) LP**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited partnership
Principal Business: investments
Interest Held: Stonepeak Infrastructure Fund III (AIV IV) LP will hold an indirect 40.5% equity and 0% voting interest in Tiger Holdings II (see no. 9) through its direct 40.5% equity and 0% voting interest in Tiger Upper Holdings II (see no. 11)
Role: Stonepeak Infrastructure Fund III (AIV IV) LP will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its limited partners, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings

14. *Name:* **Stonepeak Associates IV LLC**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001

³ Stonepeak management will hold in aggregate a de minimis equity interest in Stonepeak Tiger Holdings II LP.

Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Stonepeak Associates IV LLC will hold a direct 100% equity and 100% voting interest in Radiate GP (see no. 1).

Role: Stonepeak Associates IV LLC will indirectly control Radiate Holdings (and thus the Authority Holders) through its ability to appoint a majority of the directors of the Radiate GP (see no. 1).

Stonepeak Associates IV LLC will also indirectly control the following passive investors:

(i) Tiger Holdings I through its role as the managing member of Tiger Upper Holdings I (see no. 3), which is the managing member of Tiger Holdings I (see no. 2);

(ii) Stonepeak Infrastructure Fund IV (AIV I) LP as its general partner (see no. 4);

(iii) Stonepeak Tiger Feeder Fund IV (Delaware A) LLC as its managing member (see no. 5);

(iv) Stonepeak Tiger Feeder Fund IV (Delaware B) LLC as its managing member (see no. 6);

(v) Tiger Holdings II through its role as the general partner of Tiger Upper Holdings II (see no. 11), which is the general partner of Stonepeak Tiger Holdings II LP (see no. 10), which in turn is the managing member of Tiger Holdings II (see no. 9); and

(vi) Stonepeak Infrastructure Fund IV (AIV II) LP as its general partner (see no. 12).

15. *Name:* **Stonepeak Associates III LLC**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Stonepeak Associates III LLC will control the following indirect passive investors in Radiate Holdings: (i) Stonepeak Infrastructure Fund III (AIV I) LP (see no. 7) as its general

partner; and (ii) Stonepeak Tiger Feeder Fund III (Delaware A) LLC as its managing member (see no. 8); and (iii) Stonepeak Infrastructure Fund III (AIV IV) LP as its general partner (see no. 13).

16. *Name:* **Stonepeak GP Investors IV LLC**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Stonepeak GP Investors IV LLC will hold a direct 100% voting interest in Stonepeak Associates IV LLC (see no. 14)
Role: Through its role as the managing member of Stonepeak Associates IV LLC, Stonepeak GP Investors IV LLC will indirectly control Tiger Holdings I, Tiger Holdings II, and Radiate GP
17. *Name:* **Stonepeak GP Holdings III LLC**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Stonepeak GP Holdings III LLC will hold a direct 100% voting interest in Stonepeak Associates III LLC (see no. 15)
Role: Stonepeak GP Investors III LLC will indirectly control certain passive investors in Tiger Holdings I and in Tiger Holdings II through its role as the managing member of Stonepeak Associates III LLC
18. *Name:* **Stonepeak GP Investors III LLC**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Stonepeak GP Investors III LLC will hold a direct 100% 100% voting interest in Stonepeak GP Holdings III LLC (see no. 18)
Role: Stonepeak GP Investors III LLC will indirectly control certain passive investors in Tiger Holdings I and in Tiger Holdings II through its role as the managing member of Stonepeak GP Holdings III LLC

19. *Name:* **Stonepeak GP Investors Manager LLC**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Stonepeak GP Investors Manager LLC will hold a direct 100% voting interest in Stonepeak GP Investors IV LLC (see no. 16) and Stonepeak GP Investors III LLC (see no. 18)
Role: Stonepeak GP Investors Manager LLC will indirectly control Tiger Holdings I, Tiger Holdings II, and Radiate GP through its role as the managing member of Stonepeak GP Investors IV LLC
20. *Name:* **Michael Dorrell**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Citizenship: United States and Australia (dual)
Type of Person: Individual
Principal Business: Founder of Stonepeak
Interest Held: Mr. Dorrell will hold a direct 100% voting interest in Stonepeak GP Investors Manager LLC (see no. 19)
Role: Mr. Dorrell will indirectly control Radiate Holdings through his role as a controlling person of Stonepeak GP Investors Manager LLC

Set out below is a list of co-invest vehicles that could potentially hold a 10-percent-or-greater equity interest in Radiate Holdings (although it is also possible that no such vehicle would hold such interest).

21. *Name:* **Stonepeak Tiger (Co-Invest) Holdings (I-A) LP**
Stonepeak Tiger (Co-Invest) Holdings (II-A) LP
Stonepeak Infrastructure Fund– Super Co-Invest (AIV I-A) LP
Stonepeak Tiger (Co-Invest) Holdings (I-B) LP
Stonepeak Tiger (Co-Invest) Holdings (II-B) LP
Stonepeak Infrastructure Fund IV – Master Co-Investment Partners (AIV I-A) LP
Stonepeak Infrastructure Fund – Master Co-Investment Partners (AIV II-A) LP
Stonepeak Infrastructure Fund IV – Master Co-Investment Partners (AIV I-B) LP

Stonepeak Infrastructure Fund – Master Co-Investment Partners (AIV II-B) LP
Stonepeak Infrastructure Fund– Super Co-Invest (AIV I-B) LP

Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001

Place of Organization: Delaware

Type of Organization: limited partnership

Principal Business: investments

Interest Held: Each of the entities may hold a 10% or greater indirect equity interest in Radiate Holdings.

Role: Each of the entities will be a passive investor in Radiate Holdings, and is directly or indirectly controlled by either Stonepeak Associates III LLC (see no. 15) and Stonepeak Associates IV LLC (see no. 14) and ultimately Mr. Dorrell (see no. 20)

Other than the interest holders identified above and the TPG Fund, no other entity or individual will, upon consummation of the Proposed Transaction, hold a 10-percent-or-greater direct or indirect equity or voting interest in Radiate Holdings and Authority Holders.

Exhibit II.3: Statement Regarding Qualification to Transact Business

Transferee is a holding company with no operations, and therefore, it does not need authority to transact business in any states where Franchisee provides cable service.

Exhibit II.7: Statement Regarding Pledge of Stock

The Proposed Transaction is not contemplated to result in any change in the existing financing arrangements that may involve the pledge of Franchisee's stock. The Transferee understands that certain rights on default with respect to any existing or future financing arrangement may require approval of the Federal Communications Commission, applicable state regulators, and/or this franchising authority before being exercised.

Exhibit III: Transferee's Financial Qualifications

Franchisee will continue to rely on the financial qualifications of its indirect parent, Radiate Holdings, L.P., with additional financial support able to be provided by Transferee and its affiliates (as and if required). Confidential Attachment B hereto, which is provided under seal, contains the most recent full year of financial statements of Radiate Holding.

Exhibit IV: Transferee's Technical Qualifications

Following consummation of the Proposed Transaction, it is contemplated that Franchisee will continue to provide high-quality communications services to customers pursuant to the terms of the current Franchise Agreement without interruption and without change in rates, terms, or conditions. Applicants emphasize that the Proposed Transaction will be seamless and transparent to customers, and is not anticipated to result in the discontinuance, reduction, loss, or impairment of service to customers.

It is contemplated that Franchisee's cable system will be managed by Franchisee's existing technical and operational personnel, to be led by a management team with decades of industry experience. In addition, Transferee and its affiliates will provide Franchisee with access to an experienced communications investment team. (See enclosed copy of FCC Section 214 application for further discussion.) As such, the Proposed Transaction will not have a detrimental effect on, or result in a material adverse change in, the services provided to existing customers of Franchisee.

The biographies of Franchisee's key post-closing management personnel are as follows:

BIOGRAPHIES OF KEY PERSONNEL FOR PATRIOT MEDIA, RCN, GRANDE, WAVE AND EN-TOUCH

Steve Simmons - Chairman

Steve created his first cable company, Simmons Communications, in 1981. Over the next decade it served over 300,000 customers in 20 states. The company improved cable service in many places around the country, including its complete turnaround of the Long Beach, California system. Upon its sale the Mayor issued a proclamation citing the great improvement in customer and technical service and major contributions to the community.

In 2001 Steve started Patriot Media. The dramatically improved service in its system serving Princeton and 29 other towns in New Jersey, won plaudits from local communities. In 2006 he and the Patriot team were recognized by CableWorld as US Independent Cable Operator of the Year for Patriot's operational success and advanced triple play technology. Today, Steve and the Patriot management team have ownership in and manage RCN Cable and Grande that together serve over 600,000 customers.

Steve also served on the Board of Virgin Media, a public company that provided cable and mobile service in the United Kingdom, and today sits on the Board of Cablevision. Steve previously served on the NCTA Board for 3 years, was voted a Cable Pioneer, and for over 25 years has been chairing the Cable Entrepreneurs Club whose members include 25 present and former Chairmen/CEOs of cable companies. In 2015 he was voted into the Cable Hall of Fame.

In his non-cable life, Steve has worked on the White House staff, been a professor at the University of California, a Governor on the US Broadcasting Board of Governors where he chaired committees overseeing Voice of America and Radio Free Europe/Radio Liberty, Chair of the gubernatorial Commission in Connecticut examining the educational achievement gap, and producer of an Emmy Award winning documentary on education reform issues. Steve has also written 5 children's books. He is a graduate of Cornell University and Harvard Law School.

Jim Holanda - President & CEO

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

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

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

John Feehan - EVP & CFO

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

Chris Fenger - EVP & COO

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

Pat Murphy - EVP & CTO

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

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

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

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

Rob Roeder - EVP & CDO

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

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

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

John Gdovin - EVP & CAO

John has a 36-year career with independent telecommunications companies that began soon after his 1979 college graduation when he joined a northeastern Pennsylvania company which would become C-TEC. He played an integral part of the team that started the cable television division for C-TEC in the early 1980s. In 1989 he oversaw the consolidation of its customer service operations and established a new customer service call center facility. In addition to customer service, he was also responsible for other corporate business including acquisitions, programming agreements, MIS, franchising, corporate contracts and strategy. He was twice awarded the Company's "Pursuit of Excellence" award for individual performance, in 1986 and 1990, as well as the group award for "Pursuit of Excellence" in 1990.

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

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

Jeff Kramp - EVP & S&GC

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

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

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

Patrick Knorr, EVP and CCO

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

Parisa Salehani - SVP & Controller

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

Jackie Heitman - SVP Sales & Marketing

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

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

Ms. Heitman holds an MBA and a BS in Business Administration, both of which she earned at the University of Dayton.

CONFIDENTIAL ATTACHMENT A

Agreement

(CONFIDENTIAL – FILED UNDER SEAL)

Franchisee, Transferor and Transferee request that the Agreement provided as this Confidential Attachment A be afforded the highest level of confidential treatment, be made available only to those officials and personnel of the City reviewing the request for consent, and not be released or otherwise made available to the public.

Confidential treatment of the Agreement is requested because it contain confidential and propriety information as well as the private terms and conditions of the Proposed Transaction. The Agreement contains proprietary commercial and financial information that is maintained as confidential by the parties, is not publicly available and, if released, could be used by competitors of Franchisee and the parties to the Agreement to cause competitive harm. Accordingly, Franchisee, Transferor, and Transferee request that the City accord the Agreement confidential treatment as described above.

FILED SEPARATELY UNDER SEAL IN ACCOMPANYING ENVELOPE

CONFIDENTIAL ATTACHMENT B

Financial Statements of Radiate Holdings

(CONFIDENTIAL – FILED UNDER SEAL)

Franchisee, Transferor and Transferee request that the Financial Statements of Radiate Holdings and Franchisee provided as this Confidential Attachment B be afforded the highest level of confidential treatment, be made available only to those officials and personnel of the Franchise Authority reviewing the request for consent, and not be released or otherwise made available to the public.

Confidential treatment of the Financial Statements is requested because it contain confidential and propriety financial and business information that is maintained as confidential by Franchisee and its parent entities, is not publicly available and, if released, could be used by competitors of Franchisee and the parties to the Agreement to cause competitive harm. Accordingly, Franchisee, Transferor, and Transferee request that the Franchise Authority accord the Financial Statements confidential treatment as described above.

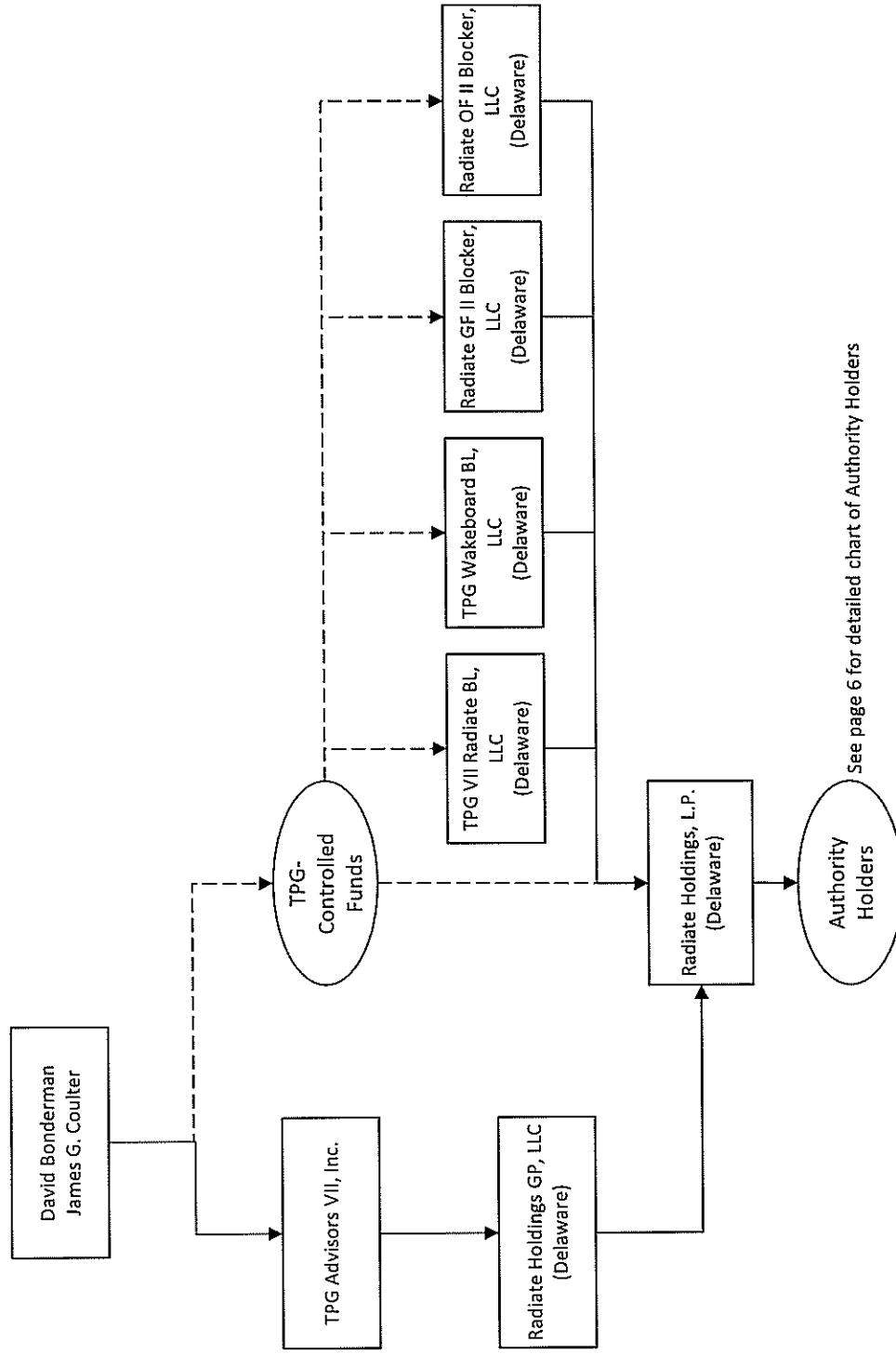
FILED SEPARATELY UNDER SEAL IN ACCOMPANYING ENVELOPE

ATTACHMENT C

Current and Post-Transaction Corporate Ownership Structures

Pre-Close Ownership of Authority Holders

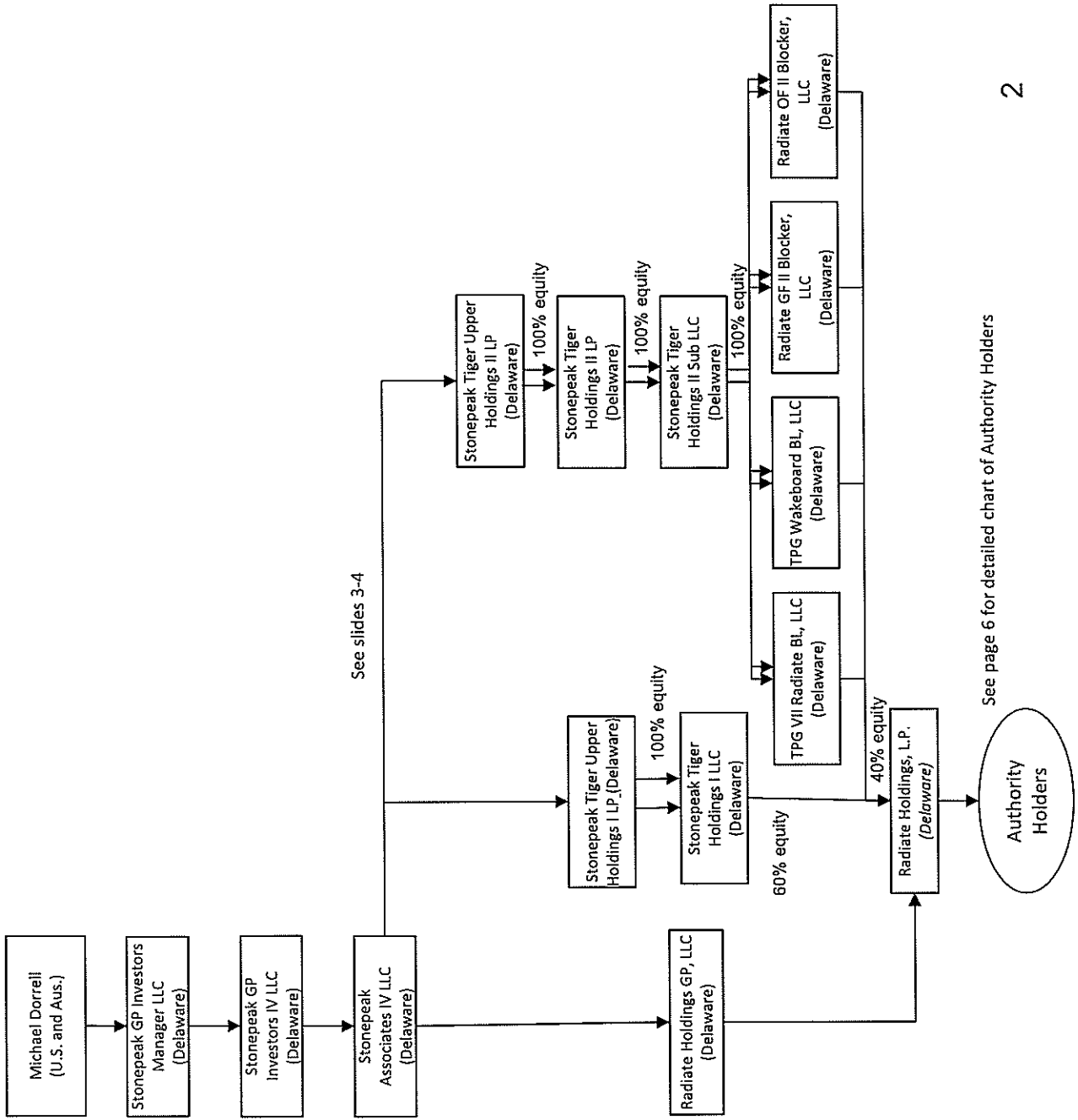
Red: GP or other controlling person
Blue: Non-controlling member/limited partner equity interests
 Controlling interests are 100% unless otherwise indicated
 Dash lines indicate indirect interest.



See page 6 for detailed chart of Authority Holders

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

Red: GP or other controlling person
 Blue: Non-controlling member/limited partner equity interests
 Controlling interests are 100% unless otherwise indicated
 Dash lines indicate indirect interest.

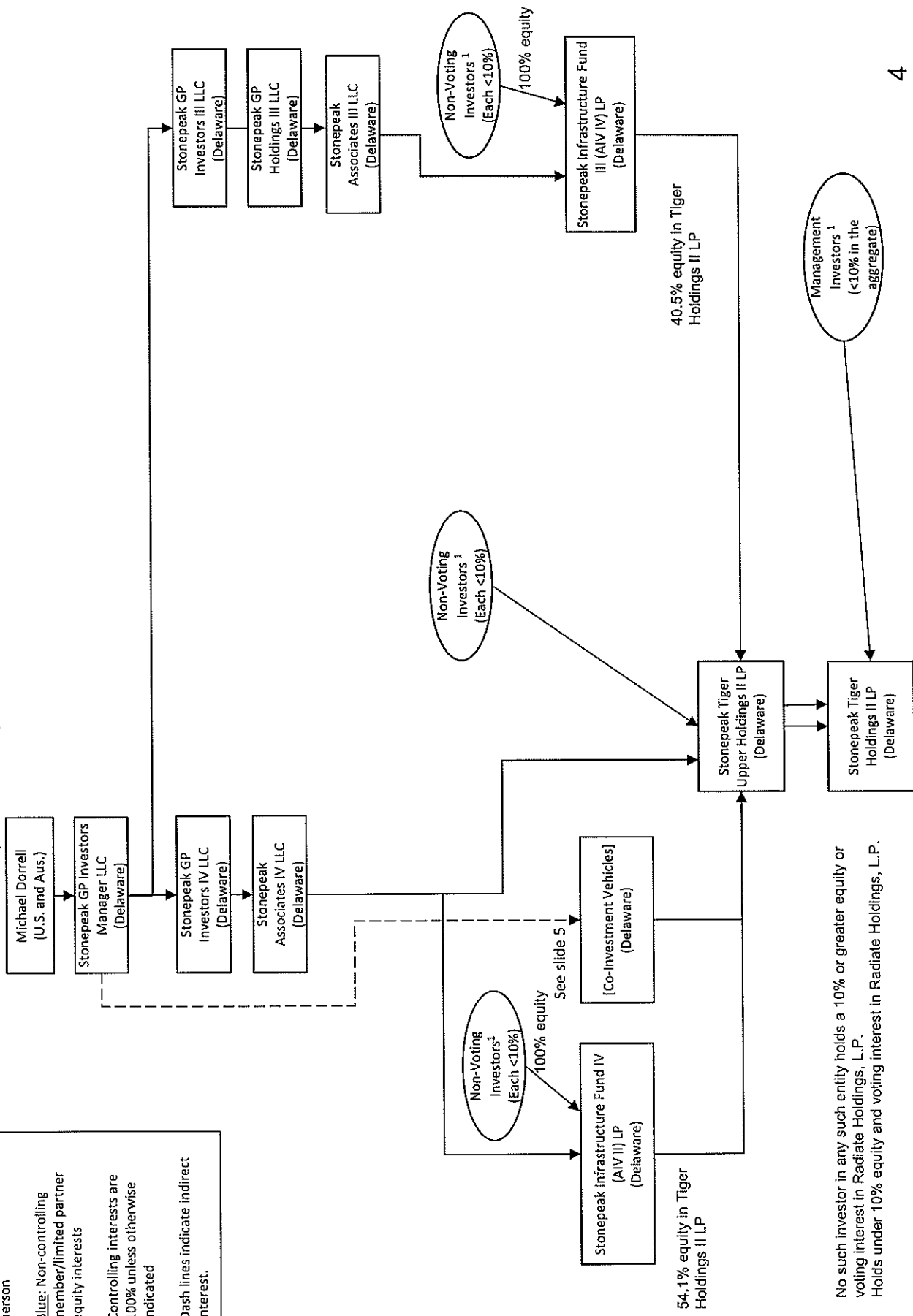


See slides 3-4

See page 6 for detailed chart of Authority Holders

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

Red: GP or other controlling person
Blue: Non-controlling member/limited partner equity interests
 Controlling interests are 100% unless otherwise indicated
 Dash lines indicate indirect interest.

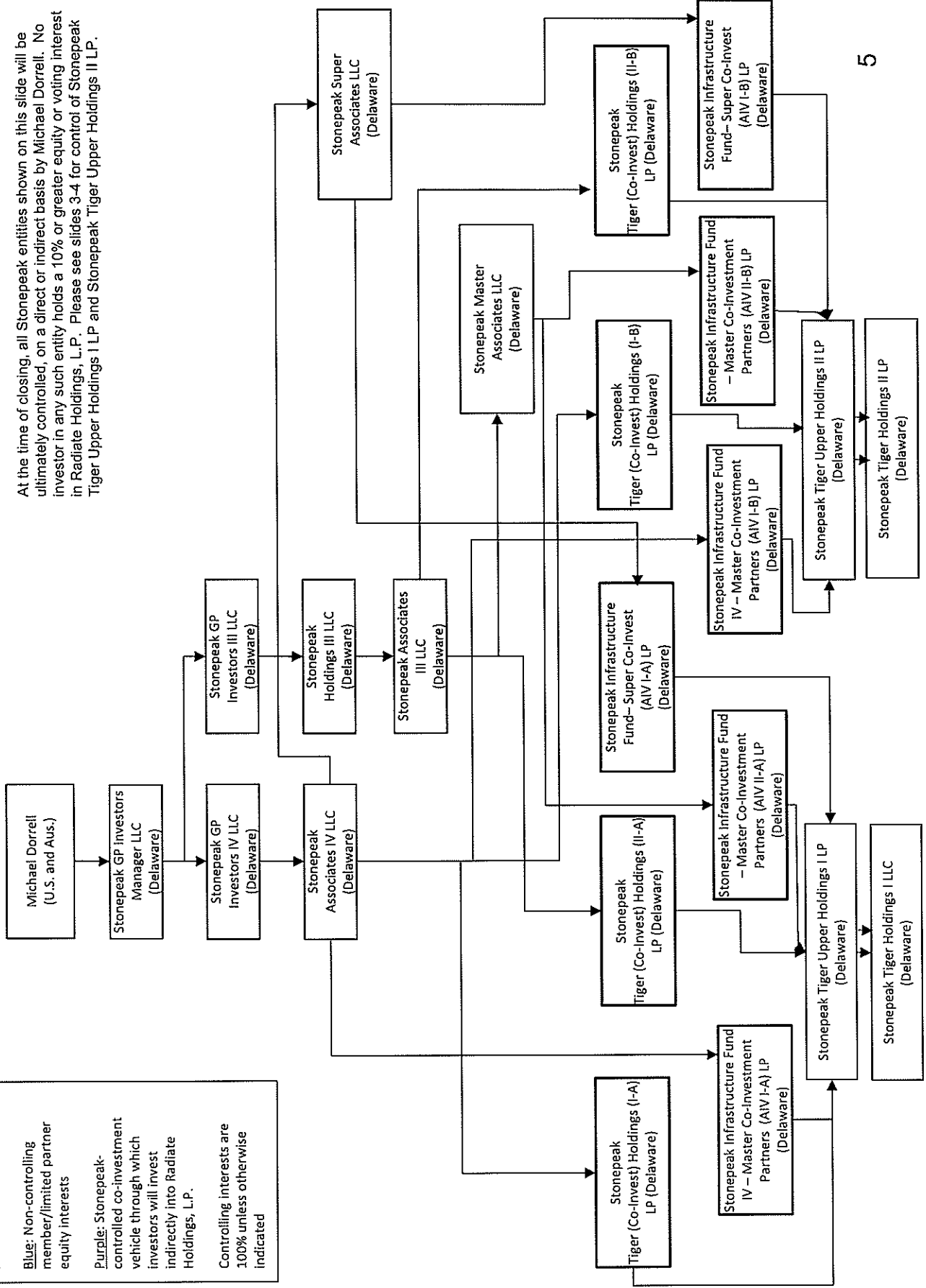


1. No such investor in any such entity holds a 10% or greater equity or voting interest in Radiate Holdings, L.P.
2. Holds under 10% equity and voting interest in Radiate Holdings, L.P.

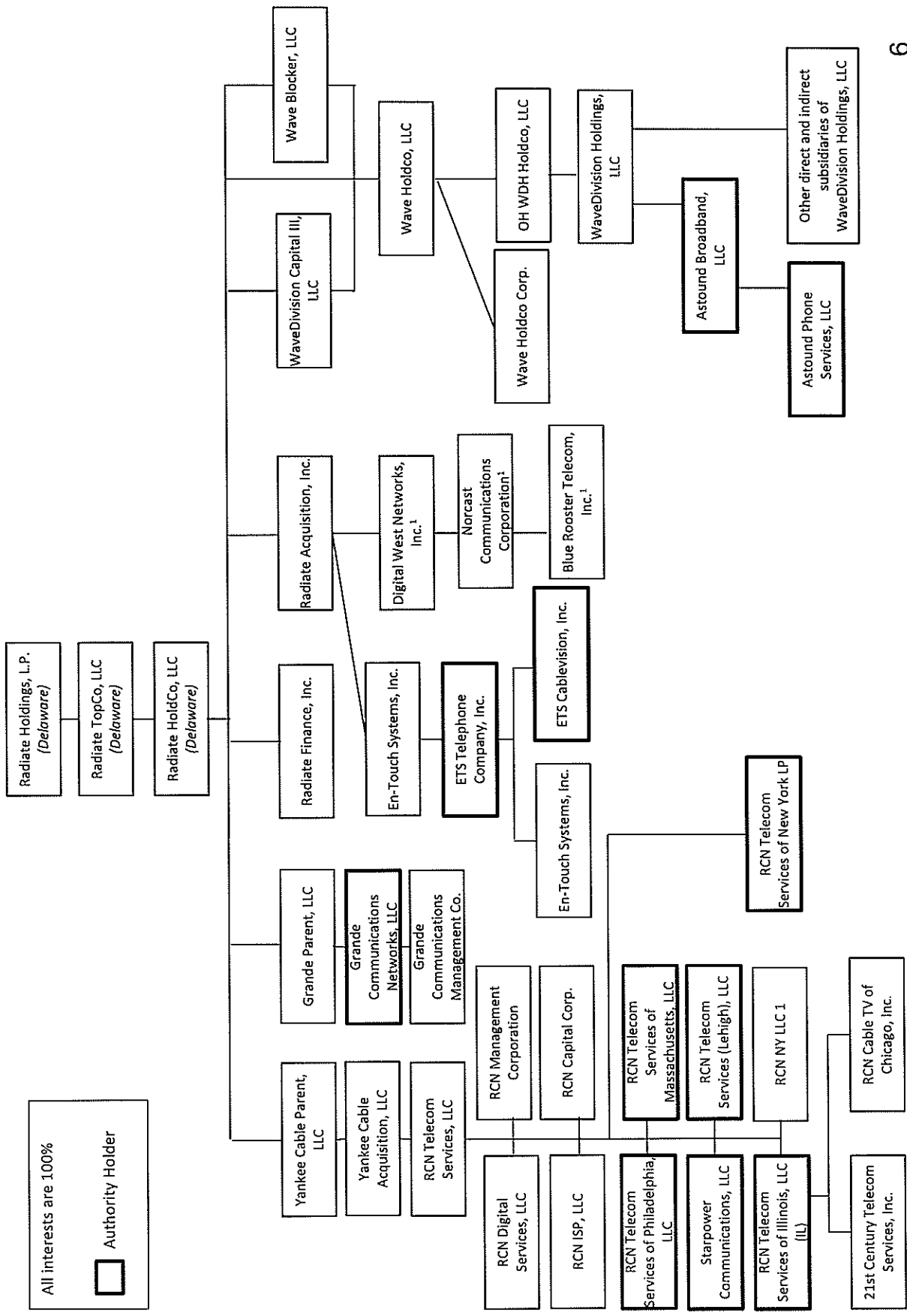
Post-Close Ownership of Co-Investment Vehicles (Ownership of Tiger Holdings I and II)

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

Red: GP or other controlling person
Blue: Non-controlling member/limited partner equity interests
Purple: Stonepeak-controlled co-investment vehicle through which investors will invest indirectly into Radiate Holdings, L.P.
 Controlling interests are 100% unless otherwise indicated



Authority Holders



All interests are 100%
 Authority Holder

¹ Pending close of transaction.