

Mikelle Morra

From: Sumita Mukhoty
Sent: Tuesday, September 26, 2006 11:59 AM
To: Mikelle Morra
Cc: David Krech; Sumita Mukhoty
Subject: Fw: Sigecom-WOW 214 Application Supplemental Filing

Mikelle - Please upload the attached to IBFS (File ITC-T/C-20060911-00426) . Thanks!
Sumita

Sent from my BlackBerry Wireless Handheld

----- Original Message -----

From: King, Colleen <CKing@wrf.com>
To: Alexis Johns; Sumita Mukhoty
Cc: Johnsen, Wayne <WJohnsen@wrf.com>; Yoo, Chin K. <CYoo@wrf.com>
Sent: Mon Sep 25 16:10:29 2006
Subject: Sigecom-WOW 214 Application Supplemental Filing



Supplemental
Filing.pdf (212 K...

Attached Docket 06-174 providing supplemental information in response to questions from the Wireline Competition Bureau and the International Bureau. Please let Wayne Johnsen (202-719-7307), Chin Yoo (202-719-3581), or me know if you have any additional questions.

Thanks,
Colleen



CKing_Signature.gif
(5 KB)

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September 25, 2006

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VIA ECFS
Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

www.wrf.com

Re: *Sigecom Holdings, Inc. and WideOpenWest Finance, LLC, Consolidated Application for Authorization to Transfer Control of Sigecom, LLC, Pursuant to Section 214 of the Communications Act of 1934, as Amended, WC Docket No. 06-174, File No. ITC-T/C-20060911-00426*

Dear Ms. Dortch:

Sigecom, LLC (“Sigecom”), by its attorneys, submits the following supplemental information on behalf of itself and the other parties to the above-referenced application (“Consolidated Application”), in response to the following questions from the Wireline Competition Bureau and the International Bureau:

1. *Citizenship details for Racecar Acquisition LLC & its intermediary holding companies (App., p. 7)*¹
Racecar Acquisition, LLC is a Delaware limited liability company. Each of WideOpenWest Cleveland, Inc., WideOpenWest Illinois, Inc., and WideOpenWest Ohio, Inc. (collectively, the “Racecar Intermediate Holding Companies”) are Delaware corporations.

2. *A list of all other telecom interests (if any) for Racecar entities, Avista, and Northwestern Mutual (App., p. 7)*
Except as set forth in Exhibit A of the Consolidated Application, none of Racecar Acquisition, LLC, the Racecar Intermediate Holding Companies, Avista Capital Partners, LP (“Avista”), or Northwestern Mutual Life Insurance Company (“Northwestern”) are “affiliated,” as that term is defined in the Communications Act of 1934, with any entities that provide domestic telecommunications services.

¹ Paragraphs 1-5 of this letter respond to the questions from the Wireline Competition Bureau, and paragraph 6 responds to the question from the International Bureau. The Wireline Competition Bureau initially sought citizenship for Blackstone UC Management Associates L.L.C. (Exh. A, p. 1) as well, but later clarified that this information was not necessary.

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3. *Confirmation that there are no other 10% interest holders in WOW beyond those listed (App. p. 7)*
Other than those entities listed in page 7 of the Consolidated Application, no person or entity holds a ten percent or greater interest in WideOpen West Finance, LLC ("WOW"), the transferee.
4. *WOW's operating subs (Exh. A p. 1) have similar names to Racecar's holding companies (Inc. v. LLC), are they different? What is the citizenship of each?*
The chain of ownership between Racecar Acquisition, LLC, WOW, and WOW's operating subsidiaries is as follows:
 - (a) Racecar Acquisition, LLC holds its 100% equity interest in WOW through the Racecar Intermediate Holding Companies. As stated in paragraph (1) above, all of the Racecar Intermediate Holding Companies are Delaware corporations.
 - (b) WOW, in turn, wholly owns the following operating entities listed in Exhibit A of the Consolidated Application: WideOpenWest Cleveland, LLC, WideOpenWest Illinois, LLC, WideOpenWest Michigan, LLC, and WideOpenWest Ohio, LLC. All four operating entities are Delaware limited liability companies.Attached to this letter is a chart illustrating the post-transaction organizational structure of the parties.
5. *Confirmation that this transaction fits the streamlining rule because Transferees will provide "competitive telephone exchange or exchange access services, if at all, exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction", and that none of the Applicants or their affiliates are dominant with respect to any service. (Exh. A, p. 2)*

The parties confirm that the domestic 214 component of the Consolidated Application qualifies for streamlined processing because the transferee will provide competitive telephone exchange or exchange access services, if at

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all, exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction. The parties further confirm that none of the applicants or their affiliates are dominant with respect to any service.

6. *Confirmation that no person or entity owns a ten percent or greater interest in Avista or Northwestern.*

No person or entity owns a ten percent or greater interest in Avista, and no person or entity owns a ten percent or greater interest in Northwestern.

Please let me know if you have any questions.

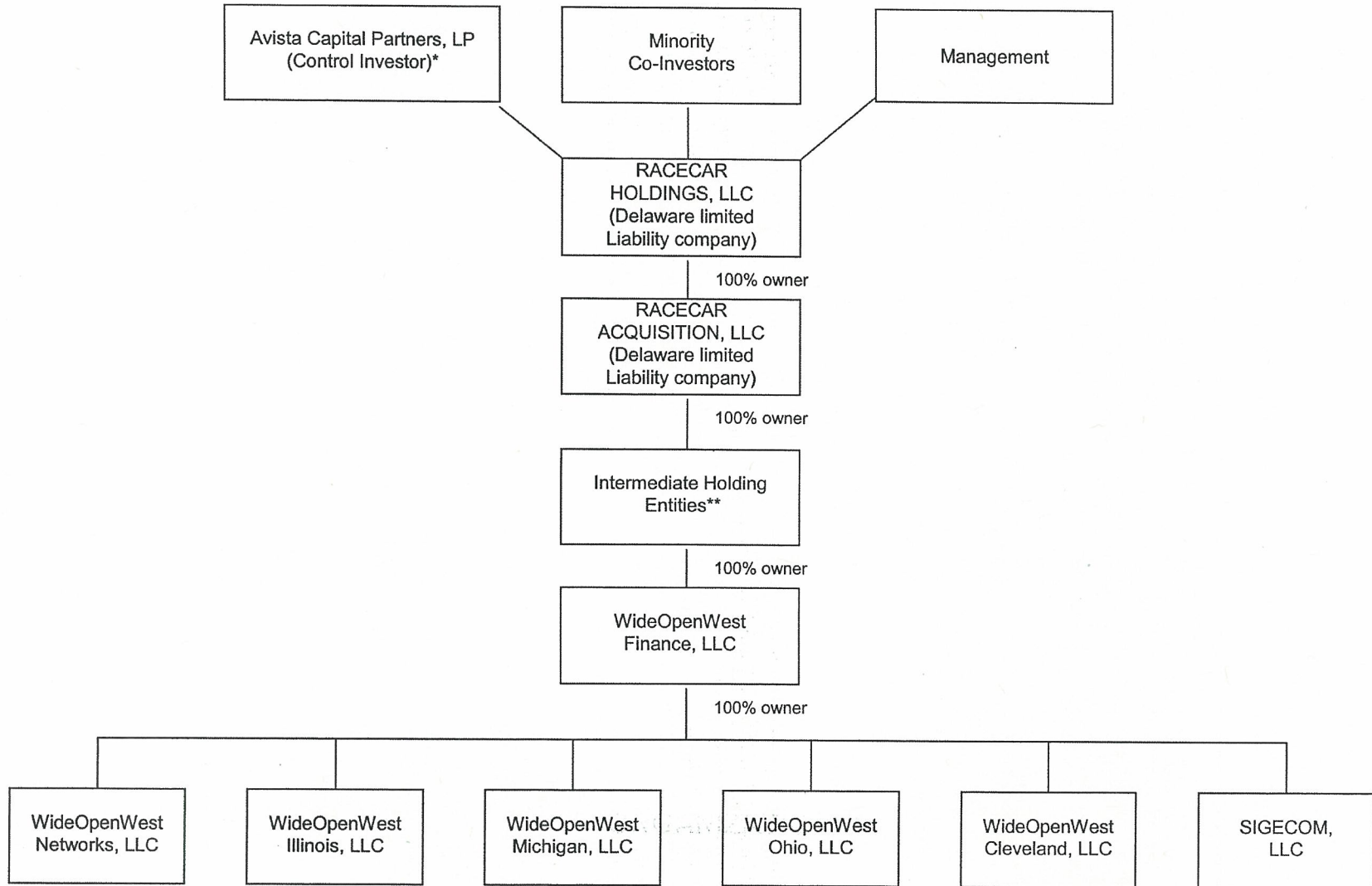
Sincerely,



Wayne D. Johnson
Counsel for Sigecom, LLC

cc: Alexis Johns, WCB (via e-mail)
Sumita Mukhoty, IB (via e-mail)

POST-MERGER ORGANIZATIONAL DIAGRAM



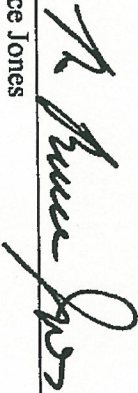
* Control Investor with ownership of more than 50% of the voting securities of Racecar Holdings, LLC.

** Wholly owned subsidiaries of Racecar Acquisition, LLC.

DECLARATION OF BRUCE JONES

I, Bruce Jones, President and CEO of Sigecom, LLC, declare under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge and belief.

Executed on September 25, 2006

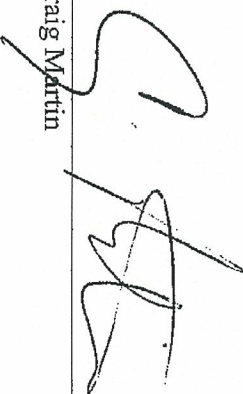


Bruce Jones

DECLARATION OF CRAIG MARTIN

I, Craig Martin, General Counsel and Secretary of WideOpen West Finance, LLC, declare under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge and belief.

Executed on September 25, 2006



Craig Martin