

**ATTACHMENT 1**

**Notice of a *Pro Forma* Indirect Transfer of Control of International Section 214  
Authorization  
from OH WDH Holdco, LLC to Wave Holdco, LLC  
Pursuant to 47 C.F.R. § 63.24(f) (File No. ITC-214-2005070100565)**

**Answer to Question 10 – Section 63.18(c) – (d):**  
***Information for Transferor, OH WDH Holdco, LLC:***

**Contact Information:**

Kevin G. Levy  
OH WDH Holdco, LLC  
c/o Keystone Group, L.P.  
201 Main Street  
Suite 3100  
Fort Worth, TX 76102  
(817) 390-8503 (Tel)  
(817) 887-5876 (Fax)  
klevy@keystoneftw.com

*with a copy to:*

Patrick S. Campbell  
Paul, Weiss, Rifkind, Wharton & Garrison LLP  
2001 K Street NW, Suite 600  
Washington, DC 20006  
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(202) 204-7371 (Fax)  
pcampbell@paulweiss.com

**International Section 214 Authorizations:**

Astound Broadband, LLC holds domestic and international Section 214 authority under File No. ITC-214-2005070100565.

***Information for Transferee, Wave Holdco, LLC:***

**Contact Information:**

Jim Penney  
WaveDivision Holdings, LLC  
Exec. V.P., Business and Legal Affairs  
401 Kirkland Place, Suite 500  
Kirkland, WA 98033  
(425) 576-8300 (Tel)  
jpenney@wavebroadband.com

*with a copy to:*

K.C. Halm  
Davis Wright Tremaine LLP  
1919 Pennsylvania Ave., NW, Suite 800  
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202-973-4200 (telephone)  
202-973-4499 (facsimile)  
[kchalm@dwt.com](mailto:kchalm@dwt.com)

International Section 214 Authorizations:  
Wave Holdco, LLC does not hold Section 214 authority.

**Answer to Question 11 – Section 63.18(h):**

The following entities will own or control 10% or more<sup>1</sup> of the Transferee, Wave Holdco, LLC:

A. Oak Hill Capital Partners Affiliated Companies:

Name:	<b>Oak Hill Capital Management Partners III, L.P.</b>
Address:	201 Main Street, Suite 1018, Fort Worth, TX 76102
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
% Equity:	2.10% Owner of Wave Holdco, LLC
Name:	<b>Oak Hill Capital Partners III, L.P.</b>
Address:	201 Main Street, Suite 1018, Fort Worth, TX 76102
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
% Equity:	49.41% Owner of Wave Holdco, LLC
Name:	<b>OH Wave Blocker I, Inc.</b>
Address:	201 Main Street, Suite 1018, Fort Worth, TX 76102
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
% Equity:	12.61% Owner of Wave Holdco, LLC
Name:	<b>OH Wave Blocker II, Inc.</b>
Address:	201 Main Street, Suite 1018, Fort Worth, TX 76102
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
% Equity:	1.92% Owner of Wave Holdco, LLC

B. WaveDivision Capital III:

Name:	WaveDivision Capital III, LLC
Address:	401 Kirkland Pl., Suite 500, Kirkland, WA 98033

<sup>1</sup> Two entities identified herein, Oak Hill Capital Partners III, L.P. and Oak Hill Capital Partners III (AIV II), L.P., own or control *less* than 10% of the Transferee, Wave Holdco. However, these entities are identified here simply for the purpose of full disclosure of the Oak Hill entities that hold a direct ownership interest in Wave Holdco.

Citizenship:	U.S.
Principal Business:	Investment Activities
% Equity:	16.53% Owner of Wave Holdco, LLC

C. GI Partners Affiliate:

Name:	GI Wave Holdings, LLC
Address:	2180 Sand Hill Road, Suite 210, Menlo Park, CA 94025
Citizenship:	U.S.
Principal Business:	Investment Activities
% Equity:	17.45% Owner of Wave Holdco, LLC

Additional Information Relating to the Oak Hill Capital Partners Affiliated Companies:

1. The Oak Hill Capital Partners affiliated companies identified above are ultimately controlled by OHCP MGP III, Ltd., the ultimate general partner for each of the Oak Hill funds that will own an interest in Wave Holdco, LLC.

Name:	<b>OHCP MGP III, Ltd.</b>
Address:	201 Main Street, Suite 1018, Fort Worth, TX 76102
Citizenship:	Cayman Islands
Principal Business:	Investment Activities
% Equity:	Ultimate General Partner of Oak Hill Capital Partners III, L.P., Oak Hill Capital Management Partners III, L.P., OH Wave Blocker I, Inc. and OH Wave Blocker II, Inc.

2. The following are the voting members of OHCP MGP III, Ltd.:

Name:	<b>The J. Taylor Crandall Revocable Trust</b>
Address:	201 Main Street, Suite 1018, Fort Worth, TX 76102
Citizenship:	U.S.
Principal Business:	Investment Manager
% Equity:	16.6671% voting member of OHCP MGP III, Ltd.
Mr. J. Taylor Crandall owns 100% of the interests in this revocable trust. Mr. Crandall is a U.S. citizen, with a business address of 201 Main Street, Suite 1018, Fort Worth, TX 76102.	
Name:	<b>Tyler Wolfram</b>
Address:	201 Main Street, Suite 1018, Fort Worth, TX 76102

Citizenship:	U.S.
Principal Business:	Investment Manager
% Equity:	16.6671% voting member of OHCP MGP III, Ltd.
Name:	<b>Steven B. Gruber</b>
Address:	201 Main Street, Suite 1018, Fort Worth, TX 76102
Citizenship:	U.S.
Principal Business:	Investment Manager
% Equity:	16.6659% voting member of OHCP MGP III, Ltd.
Name:	<b>Kevin G. Levy</b>
Address:	201 Main Street, Suite 1018, Fort Worth, TX 76102
Citizenship:	U.S.
Principal Business:	Investment Manager
% Equity:	16.6671% voting member of OHCP MGP III, Ltd.
Name:	<b>Denis J. Nayden</b>
Address:	201 Main Street, Suite 1018, Fort Worth, TX 76102
Citizenship:	U.S.
Principal Business:	Investment Manager
% Equity:	10.6365% voting member of OHCP MGP III, Ltd.
Name:	<b>Ray Pinson</b>
Address:	201 Main Street, Suite 1018, Fort Worth, TX 76102
Citizenship:	U.S.
Principal Business:	Investment Manager
% Equity:	16.6671% voting member of OHCP MGP III, Ltd.
Name:	<b>The Nayden Family Florida Trust</b>
Address:	201 Main Street, Suite 1018, Fort Worth, TX 76102
Citizenship:	U.S.
Principal Business:	Investment Manager
% Equity:	6.0294% voting member of OHCP MGP III, Ltd.

3. The equity in the Oak Hill private equity funds identified herein (Oak Hill Capital Partners III, L.P.; Oak Hill Capital Partners III (AIV I), L.P.; Oak Hill Capital Partners III (AIV II), L.P.; and Oak Hill Capital Management Partners III, L.P.) is held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and business entities.

Additional Information Regarding WaveDivision Capital III, LLC:

1. WaveDivision Capital III, LLC is majority owned and controlled by Steven B. Weed and Stanley A. Roberts. Each of the individual investors in WaveDivision Capital III, LLC is a U.S. citizen, and none of the investors will own a 10% or greater interest in the Transferee on a look through basis.

Additional Information Regarding GI Wave Holdings, LLC:

1. The following entities are the owners of GI Wave Holdings, LLC:

Name:	GI Wave UBTI-ECI Blocker, Inc., LLC
Address:	2180 Sand Hill Road, Suite 210, Menlo Park, CA 94025
Citizenship:	U.S.
Principal Business:	Investment Activities
% Equity:	17.3% Owner of GI Wave Holdings, LLC
Name:	GI Partners Fund III, LLP
Address:	2180 Sand Hill Road, Suite 210, Menlo Park, CA 94025
Citizenship:	U.S.
Principal Business:	Investment Activities
% Equity:	82.7% Owner of GI Wave Holdings, LLC

2. The equity in the GI Partners private equity funds identified on the attached organization chart (GI Partners Fund III LP; GI Partners Fund III-A LP; and GI Partners Fund III-B LP) is held by numerous investors, including individuals, trusts, institutions and business entities, none of which individually owns a 10% or greater interest in the Transferee. The two investors in the GI Partners private equity funds that will hold a greater than 10% interest (on a look through basis) in Wave Holdco, LLC are the California Public Employees' Retirement System and the California State Teachers' Retirement Fund; none of the other investors in the GI Partners private equity funds will individually own 10% or greater interest (on a look through basis) in Wave Holdco, LLC. The aggregate non-U.S. investment in these funds is below 15%.

Additional information regarding the California Public Employees' Retirement System and the California State Teachers' Retirement System is set forth in the table below.

Name:	<b>California Public Employees' Retirement System</b>
Address:	400 Q Street, Sacramento, CA 95814
Citizenship:	U.S.
Principal Business:	Investment Activities
%	26.8% interest in GI Partners Fund III LP
Name:	<b>California State Teachers' Retirement System</b>
Address:	100 Waterfront Place, West Sacramento, CA 95605
Citizenship:	U.S.
Principal Business:	Investment Activities
% Equity:	21.5% interest in GI Partners Fund III LP

The address for OH WDH Holdco, LLC and Wave Holdco, LLC is 401 Kirkland Place, Suite 500, Kirkland, WA 98033.

There are no interlocking directorates between the applicant and any foreign carrier.

**Answer to Question 13 – Narrative Description of *Pro Forma* Transaction**

Pursuant to the terms of an underlying intracompany restructuring Wave Holdco, LLC was inserted into the company structure as the direct parent of OH WDH Holdco, LLC in conjunction with a bond offering. Upon completion of the restructuring on June 25, 2014 the parties completed a *pro forma* transaction involving the indirect transfer of control of the international 214 authorization currently held by Astound Broadband, LLC in conjunction with a bond offering initiated by Wave Holdco, LLC. Astound Broadband, LLC, its indirect parent Wave Holdco, LLC were, and continue to be, wholly-owned subsidiaries of ultimate parent companies Oak Hill Capital Partners (68.75%) and GI Capital Partners (18.75%).

An indirect transfer of control of a licensee from one wholly-owned company to another wholly-owned company, without any change in ultimate control of the licensee, is a presumptively *pro forma* transaction under the Commission's rules.<sup>2</sup> This *pro forma* transaction will have no impact on company's customers, the services provided by the company, or any aspect of operations of the company.

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<sup>2</sup> 47 C.F.R. § 63.24(d), Note 2.