

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

In the Matter of)
)
WideOpen West Finance, LLC, and its)
Subsidiaries)
)
and)
)
Crestview, L.L.C.)
)
Joint Application for Consent to Transfer)
Control of Domestic and International)
Authorizations Pursuant to Section 214 of the)
Communications Act of 1934, As Amended)

**JOINT APPLICATION FOR THE TRANSFER OF CONTROL OF
DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS
-- STREAMLINED PROCESSING REQUESTED --**

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),¹ and Sections 63.03, 63.04, 63.18, and 63.24 of the Commission’s rules,² WideOpen West Finance, LLC (“WOW!”) and Crestview, L.L.C. (“Crestview”) request Commission consent to transfer control of WOW!’s telecommunications operating subsidiaries (the “WOW! Companies”) listed in Attachment A. The WOW! Companies hold the domestic and/or international Section 214 authorizations as listed in Attachment A. As further described below, under the proposed transaction, Racecar Holdings, LLC, a Delaware limited liability company (“Racecar Holdings”) and WOW!’s indirect parent company, and certain existing unitholders of

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.03, 63.04, 63.18, 63.24.

Racecar Holdings will sell their ownership interests in Racecar Holdings to certain investment vehicles controlled by Crestview.

Post-closing, control of Racecar Holdings will be transferred from Avista Capital Managing Member, LLC (“Avista”) because Avista will relinquish its right to elect a majority of the board of directors. Instead, Avista will elect four out of nine board members, Crestview will elect four out of nine board members, and Racecar Holdings’ chief executive officer (“CEO”) will occupy the ninth seat on the board of directors. In addition, Crestview will gain negative consent rights with respect to the hiring, firing or entering into employment agreements with senior management of Racecar Holdings. Pursuant to Section 63.04(b), this Joint Application is being filed concurrently with the International Bureau and the Wireline Competition Bureau. The applicants also request streamlined processing of this Joint Application pursuant to Sections 63.03(b) and 63.12 of the Commission’s rules.³

I. DESCRIPTION OF THE APPLICANTS

A. WOW! and the WOW! Companies

WOW! is a limited liability company organized under the laws of the state of Delaware. It is a diversified communications service provider holding company with corporate headquarters in Englewood, Colorado. Through its operating subsidiaries, WOW! provides an array of communications, video, and broadband services, including digital cable, HDTV, DVR, high speed Internet, and local and long distance phone services. WOW! is the 9th largest cable company in the United States, with over three million homes passed and more than 782,000 subscribers. WOW! currently serves communities in Alabama, Florida, Georgia, Illinois, Indiana, Kansas, Maryland, Michigan, Ohio, South Carolina and Tennessee. As noted in

³ *Id.* §§ 63.03(b), 63.12.

Attachment A, three of the WOW! Companies provide service as rural incumbent local exchange carriers (“LECs”) in Alabama and Georgia, while the other WOW! Companies provide service as competitive LECs and/or hold international Section 214 authority.

As further described below, WOW! is a wholly-owned, indirect subsidiary of Racecar Acquisition, LLC, a Delaware limited liability company (“Racecar Acquisition”). Racecar Acquisition in turn is a direct wholly-owned subsidiary of Racecar Holdings. The majority of the units of Racecar Holdings are currently held by funds and investment vehicles controlled by Avista Capital Partners GP, LLC, Avista Capital III GP, L.P. and Avista Capital Managing Member, LLC, a private equity firm specializing in investments primarily in growth oriented healthcare, communications, industrial and energy companies.⁴ A diagram of the current ownership structure of WOW! and the WOW! Companies is set forth in Attachment B.

B. Crestview

Crestview is a value-oriented private equity firm focused on the middle market. The firm is based in New York and has funds with over \$7 billion of aggregate capital commitments. Crestview focuses primarily on sourcing and managing investments the energy, financial services, healthcare, industrials and media sectors. Among the investment vehicles under Crestview’s umbrella are those described herein that are acquiring an ownership interest in Racecar Holdings. A diagram of the current ownership structure of the relevant investment funds and other Crestview entities is included in Attachment B.

⁴ The Commission previously approved Avista’s ownership of Racecar Holdings. *See International Authorizations Granted*, Public Notice, 27 FCC Rcd 6321 (2012); *Notice of Domestic Section 214 Authorization Granted*, Public Notice, 27 FCC Rcd 7137 (2012).

II. DESCRIPTION OF TRANSACTION

The proposed transaction arises in connection with a Unit Purchase Agreement (the “Agreement”) dated as of December 10, 2015, between Racecar Holdings, certain unitholders of Racecar Holdings, and investment entities controlled by Crestview. Pursuant to the Agreement, on December 18, 2015, the Crestview entities purchased a minority, non-controlling number of units from certain existing unitholders and from Racecar Holdings, totaling approximately 35 percent of the equity of Racecar Holdings and, in connection therewith, the Crestview entities have three out of nine board seats of Racecar Holdings (with Avista having the right to nominate five out of nine board seats and the chief executive officer (“CEO”) acting as the ninth board member). This did not involve any transfer of either positive or negative control.

In connection with the Agreement, Crestview was granted a right, subject to certain terms and conditions, to cause entities controlled by it to acquire additional units from Racecar Holdings and certain of its unitholders resulting in, among other things, Crestview having an ownership interest in Racecar Holdings of approximately 50 percent.⁵ Following Crestview exercising this right, upon Commission approval and satisfaction of other conditions, Avista will relinquish the power to elect a majority of the board of directors of Racecar Holdings. Specifically, Avista will have the power to elect four out of nine board members, Crestview will gain the power to elect four out of nine board members, and the CEO of Racecar Holdings will round out the nine-person board of directors. In addition, upon Commission approval, Crestview will obtain negative consent rights with respect to the hiring, firing or entering into employment

⁵ Crestview’s ultimate ownership interest will not reach or exceed 50 percent, except in certain rare circumstances, and this application therefore assumes that the interest will be below 50 percent. In the unlikely event that Crestview’s interest were to reach 50 percent, however, it would not represent any additional voting or control, because all of the control of WOW! is exercised through the board of directors of Racecar Holdings, and the disposition of board seats described herein would not change.

agreements with senior management of Racecar Holdings. Control of Racecar Holdings will therefore no longer reside solely with Avista, thus necessitating this transfer of control application.⁶

Crestview remains in the process of raising funds, which may include additional co-investors. The identity of any such co-investors and amount of their ownership interests (including the aggregate amount sold in connection with the transaction), if any, will not be known until shortly before closing, but none will hold a sufficient interest to control WOW! or the WOW! Companies. Moreover, Crestview will continue to act as manager of any such interests. Furthermore, no entity not disclosed herein is expected to gain a direct or indirect ten percent or greater ownership interest in Racecar Holdings. Attachment B includes diagrams showing the current and post-closing ownership structure of WOW!.

III. PUBLIC INTEREST STATEMENT

The proposed transaction serves the public interest, convenience, and necessity. Crestview's investment in WOW! will provide additional capital to the WOW! Companies. This, in turn, will enhance the ability of the WOW! Companies to maintain, improve and extend their infrastructure (thereby further expanding their competitive footprint to contiguous communities), innovate and offer new products and services to consumers including faster and more reliable high-speed Internet and related IP services, and better compete in the marketplace. WOW! also has a decentralized management philosophy that stresses local decision-making, community involvement, and leadership, along with enhanced opportunities for personal and professional development for employees. The proposed transaction will therefore help WOW!

⁶ This transaction may involve sale of units among Crestview entities and is expected to involve the introduction of co-investors, as described further below, all of whom will invest indirectly through a Crestview vehicle.

continue its focus on delivering a superior customer and employee experiences and leveraging its customer-focused management approach and operating expertise to provide exceptional services.

The proposed transaction will have no adverse impact on WOW! customers, and will be virtually transparent to customers in terms of the service they now receive. WOW! will continue to provide services at the same rates and on the same terms and conditions as are currently in effect. The transaction also raises no competitive issues. WOW! will continue to provide domestic and long distance services, and there will be no reduction in competitors. Moreover, WOW!'s share of the interexchange and international long distance market is very small, and consumers will continue to have a wide range of competitive choices post-closing.

IV. RESPONSES TO ITEMS ON INTERNATIONAL SECTION 214 MAIN FORM

Responses to certain questions set forth in the application's FCC 214 Main Form are as follows:

Answers to Question 10

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Place of Organization

WOW! is organized under the laws of the State of Delaware. Crestview, L.L.C. is also organized under the laws of State of Delaware. The place of organization for each other Crestview entity is included in the narrative below. The place of organization for each WOW! Company is identified in Attachment A.

Prior International Section 214 Authorizations

The international Section 214 authorizations held by WOW! and the WOW! Companies are listed in Attachment A. The Crestview entities do not hold any international Section 214 authorizations themselves.

Answer to Question 11

Pursuant to Section 63.18(h) of the Commission's rules, the following describes the entities that will directly or indirectly hold a ten percent or greater ownership interest in WOW! and the WOW! Companies post-closing. Attachment B also includes a diagram showing the post-closing ownership of the companies.

WOW! holds 100 percent of the ownership interests of the WOW! Companies either directly or through various wholly-owned intermediary holding companies, including Kite Parent Corp. and Knology, Inc., all of which are Delaware corporations or limited liability companies. Racecar Acquisition, is a holding company that owns 100 percent of the ownership interests in WOW! through various wholly-owned intermediary holding companies, including WideOpenWest Illinois, Inc.; WideOpenWest Ohio, Inc.; WideOpenWest Kite, Inc. and WideOpenWest Sigecom, Inc., all of which are Delaware corporations. Racecar Acquisition is a

wholly-owned subsidiary of Racecar Holdings whose principal business is the ownership of the WOW! cable television systems and communications networks. The address for all of these entities is 7887 E. Belleview Ave., Suite 1000, Englewood, Colorado 80111.

Post-closing (assuming the maximum number of securities are sold), Avista Capital Partners, L.P. (“Avista Capital”), a Delaware limited partnership, will have approximately a 11 percent ownership interest in Racecar Holdings. Avista Capital Partners (Offshore), L.P. (“Avista Offshore”), a Bermuda exempt limited partnership, will have less than a 5 percent ownership interest in Racecar Holdings. Avista Capital Partners (Offshore) III, L.P. (“Avista Offshore III”), a Bermuda exempt limited partnership, will have less than a 5 percent ownership interest in Racecar Holdings. Avista Capital Partners (Offshore) III-A, L.P. (“Avista Offshore III-A”), a Bermuda exempt limited partnership, will have less than a 5 percent ownership interest in Racecar Holdings. Avista Capital Partners III, L.P. (“Avista III”), a Delaware limited partnership, will have approximately a 6 percent ownership interest in Racecar Holdings. ACP Racecar Co-Invest, LLC, a Delaware limited liability company (“Avista Co-Invest”) will have approximately a 22 percent ownership interest in Racecar Holdings. Avista Capital Partners GP, LLC (“Avista GP”), a Delaware limited liability company, is the general partner of Avista Capital and Avista Offshore. Avista Capital Partners III GP, L.P. (“Avista III GP”), a Delaware limited partnership, is the general partner of Avista III, Avista Offshore III and Avista Offshore III-A and the management member of Avista Co-Invest. No limited partner of Avista Capital, Avista Offshore, Avista III, Avista Offshore III, Avista Offshore III-A or Avista III GP will hold an interest of 5 percent or greater in WOW! or the WOW! Companies.

Avista, a Delaware limited liability company, is the managing member of Avista GP and the general partner of Avista III GP. Therefore, Avista, through Avista Capital, Avista Offshore,

Avista III, Avista Offshore III, Avista Offshore III-A and Avista Co-Invest, currently controls more than 50 percent of WOW! and the WOW! Companies. The only voting members of Avista are: Thompson Dean, Steven Webster, David Burgstahler and David Durkin, all of whom are United States citizens.⁷ The address for the entities and individuals associated with Avista is 65 East 55th Street, 18th Floor, New York, New York 10022.

Three Crestview entities have made and will be making further direct investments in Racecar Holdings: Crestview W1 Holdings, L.P. (“Crestview Holdings”); Crestview W1 Co-Investors, LLC (“Crestview Co-Investors”); and Crestview W1 TE Holdings, LLC. Each of these is a Delaware entity. These entities are ultimately controlled by Crestview Partners III GP, L.P., described further below, which is itself held by Crestview, L.L.C., a Delaware entity. Currently only Crestview Holdings owns a 10 percent or greater interest in Racecar Holdings, specifically an approximate 31 percent interest. It is anticipated that upon Crestview exercising its right to cause entities controlled by it to acquire additional units from Racecar Holdings and certain of its unitholders, Crestview Holdings may hold up to an approximate 24 percent ownership interest in Racecar Holdings, and Crestview Co-Investors may hold up to an approximate 24 percent ownership interest in Racecar Holdings. Along with the investment of Crestview W1 TE Holdings, LLC (which will not reach 10 percent), the total percent ownership interest in Racecar Holdings under the Crestview umbrella is expected to be approximately 50 percent.

The limited partnership interests in Crestview Holdings are held directly by Crestview Partners III Co-Investors, L.P., a Cayman Islands entity. Thus, at closing, Crestview Partners III Co-Investors, L.P. may indirectly hold up to an approximate 24 percent ownership interest in

⁷ Thompson Dean and Steven Webster each holds veto power.

Racecar Holdings. Crestview Partners III Co-Investors, L.P. also directly owns the sole member interest in Crestview W1 GP, LLC, a Delaware entity and the sole general partner of Crestview Holdings. Crestview W1 GP, LLC holds no ownership interest in Crestview Holdings.

The limited partnership interests in Crestview Partners III Co-Investors, L.P. are directly held primarily (99.8 percent) by Crestview III W1, L.P., a Delaware entity. The sole general partner of Crestview Partners III Co-Investors, L.P. is Crestview Partners III GP, L.P. (“Crestview Partners III GP”), a Cayman Islands entity. The investment committee of Crestview Partners III GP governs entirely the activities of certain Crestview investment funds, including those involved in the subject investment.

The majority (68.8 percent) of the limited partnership equity interests in Crestview III W1, L.P. are held by Crestview Partners III, L.P. (“Crestview Partners III”), a Cayman Islands entity. At the closing, Crestview Partners III will indirectly control both Crestview Holdings’ and Crestview Co-Investors’ ownership interests in Racecar Holdings through the general partner and managing member interests described above. No other limited partner in Crestview III W1, L.P. will come to hold a 10 percent or greater ownership interest in Racecar Holdings. Crestview Partners III is the managing member of Crestview III W1 GP, LLC, a Delaware entity, and the sole general partner of Crestview III W1, L.P. Crestview III W1 GP, LLC holds no ownership interest in Crestview III W1, L.P.

The interests in Crestview Partners III are distributed among a large number of investors, none of which will come to hold a 10 percent or greater ownership interest in Racecar Holdings. The general partner of Crestview Partners III is Crestview Partners III GP, described above, and the general partner of Crestview Partners III GP is Crestview, L.L.C. Neither Crestview Partners III GP nor Crestview, L.L.C. will have a 10 percent or greater ownership interest in Crestview

Partners III, but as the managers of the Crestview private equity funds, they will exercise 100 percent control over the overall Crestview investment in Racecar Holdings.

Barry S. Volpert, a U.S. citizen, and his related investment vehicles are the only additional Crestview-related individuals or entities that will have a 10 percent or greater indirect ownership interest in Racecar Holdings through the Crestview structure described above. His indirect interest in the applicant will be more than 10 percent but less than 35 percent depending on how the interest is computed and the final Crestview investment in WOW!. His interest is held through Volpert Investors, L.P., a Delaware entity, which is a limited partner in Crestview Partners III GP and also a member in Crestview, L.L.C. Volpert Investors, L.L.C., a Delaware entity, is the general partner of Volpert Investors, L.P. Barry S. Volpert is a limited partner of Volpert Investors, L.P. and the sole member of Volpert Investors, L.L.C.

The limited partnership interests of Crestview Co-Investors are held by Crestview Partners III (Co-Investment B), L.P., a Cayman Islands entity. The limited partnership interests in Crestview Partners III (Co-Investment B), L.P. are distributed among a number of investors unrelated to Crestview, none of which will come to hold a 10 percent or greater ownership interest in Racecar Holdings. The sole managing member of Crestview Co-Investors is Crestview III W1 GP, LLC, described above, and the sole general partner of Crestview Partners III (Co-Investment B), L.P. is Crestview Partners III GP, described above.

Pursuant to the above structure, the investment committee of Crestview Partners III GP will control the Crestview investment. That committee is made up of ten members, each of whom exercises one vote. Those members are Barry S. Volpert, Thomas S. Murphy, Jr., Jeffrey A. Marcus, Robert J. Hurst, Richard M. DeMartini, Robert V. Delaney, Jr., Brian P. Cassidy, Quentin Chu, Alexander M. Rose and Adam J. Klein. All of the members are U.S. citizens, with

the exception of Quentin Chu, who is a U.K. citizen. The investment committee operates by a majority rule with respect to voting, selling and making follow-on investments in portfolio companies, and none of the foregoing persons has the power individually to vote or dispose of any interest in Racecar Holdings or the relevant FCC licensees.

The address for each of the Crestview entities described above is c/o Crestview Advisors, L.L.C., 667 Madison Avenue, 10th Floor, New York, NY, 10065.

No other person or entity will hold a 10 percent or greater ownership interest in WOW! or the WOW! Companies post-closing.

Answer to Question 12

Brian P. Cassidy is a member of the board of Racecar Holdings, a member of the investment committee of Crestview Partners III GP, and an officer of several of the Crestview entities noted above. He is also a director of Interoute Communications Holdings, S.A., a European telecommunications services provider with focus on European markets, including Austria, Belgium, Bulgaria, the Czech Republic, Denmark, Finland, France, Germany, Hungary, Italy, the Netherlands, Norway, Poland, Romania, the Slovak Republic, Spain, Sweden, Switzerland, and the United Kingdom, and with offices and points of presence outside Europe, including in the United States, Hong Kong, Russia, Singapore and Turkey. *See* www.interoute.com.

Answer to Question 13

A description of the transaction and demonstration of how the transaction is in the public interest are set forth in Sections II and III above.

Answer to Question 20

This Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules. WOW! and the WOW! Companies have no foreign carrier affiliates, and will have no such affiliates post-closing. They therefore qualify for a presumption of non-dominance under Section 63.10 of the Commission's rules on all U.S.-international routes.

V. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES IN RELATION TO TRANSFER OF BLANKET DOMESTIC 214 AUTHORITY

In support of the applicants' request for consent to transfer control of WOW! and the WOW! Companies, the following information is submitted pursuant to Section 63.04 of the Commission's rules.⁸ Specifically, Section 63.04(b) provides that applicants submitting a joint international/domestic Section 214 application should submit in an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04:

Section 63.04(a)(6) – Description of the transaction

A description of the transaction is set forth in Section II above.

Section 63.04(a)(7) – Description of the geographic areas in which the applicants offer domestic telecommunications services, and what services are provided in each area

WOW!, through the WOW! Companies, provides local exchange, long distance, and broadband services in Alabama, Florida, Georgia, Illinois, Indiana, Kansas, Maryland, Michigan, Ohio, South Carolina, and Tennessee. Crestview does not provide telecommunications services.

Section 63.04(a)(8) – Statement as to how the application qualifies for streamlined treatment

This Application qualifies for streamlined treatment under Section 63.03(b) of the Commission's rules because the transferee is not a telecommunications provider. Moreover,

⁸ 47 C.F.R. § 63.04.

while three of the WOW! Companies provide service as rural incumbent LECs in portions of Alabama and Georgia while the other WOW! Companies are competitive LECs, post-closing WOW! will continue to have a market share of the interstate, interexchange market that is less than 10 percent and no geographic overlap will exist since the transferee does not provide any telecommunications services.

Section 63.04(a)(9) – Identification of all other FCC applications related to this transaction

No other applications related to this transaction are being filed.

Section 63.04(a)(10) – Statement of whether the applicants request special consideration because either party is facing imminent business failure

The applicants do not request special consideration because no parties to this transaction are facing imminent business failure.

Section 63.04(a)(11) – Identification of any separately filed waiver requests being sought in conjunction with this application

No separately filed waiver requests are sought in conjunction with this Application.

Section 63.04(a)(12) – Statement showing how grant of the application will serve the public interest, convenience and necessity

A demonstration of how the transaction is in the public interest is set forth in Section III above.

VII. CONCLUSION

For the reasons stated above, the applicants respectfully request that the Commission promptly grant this Joint Application.

Respectfully submitted,

WideOpen West Finance, LLC

/s/ Craig Martin

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January 11, 2016

ATTACHMENT A

WOW! COMPANIES

International Section 214 Authority

| Entity | Place of Organization | File Number | Type of Authority |
|---|---|-------------------------------|--|
| <p>Knology, Inc. ((FRN: 0005066493)</p> <p>Pursuant to Section 63.21(h) of the FCC's rules, the following wholly-owned subsidiaries operate under the international Section 214 authority of Knology, Inc.:</p> <p>Globe Telecommunications, Inc. Knology of Alabama, Inc. Knology of Florida, LLC Knology of Georgia, Inc. Knology of Kansas, Inc. Knology of South Carolina, Inc. Knology of Tennessee, Inc. Knology of the Valley, Inc. Knology Total Communications, Inc. Valley Telephone Company, LLC Wiregrass Telecom, Inc.</p> | <p>Delaware</p> <p>Georgia Delaware Delaware Delaware Delaware Delaware Georgia Alabama Alabama Alabama</p> | <p>ITC-214-20000203-00075</p> | <p>Global resale pursuant to Section 63.18(e)(2)</p> |
| <p>Sigecom, LLC</p> | <p>Indiana</p> | <p>ITC-214-19991026-00677</p> | <p>Global facilities-based and resale pursuant to Sections 63.18(e)(1) and 63.18(e)(2)</p> |

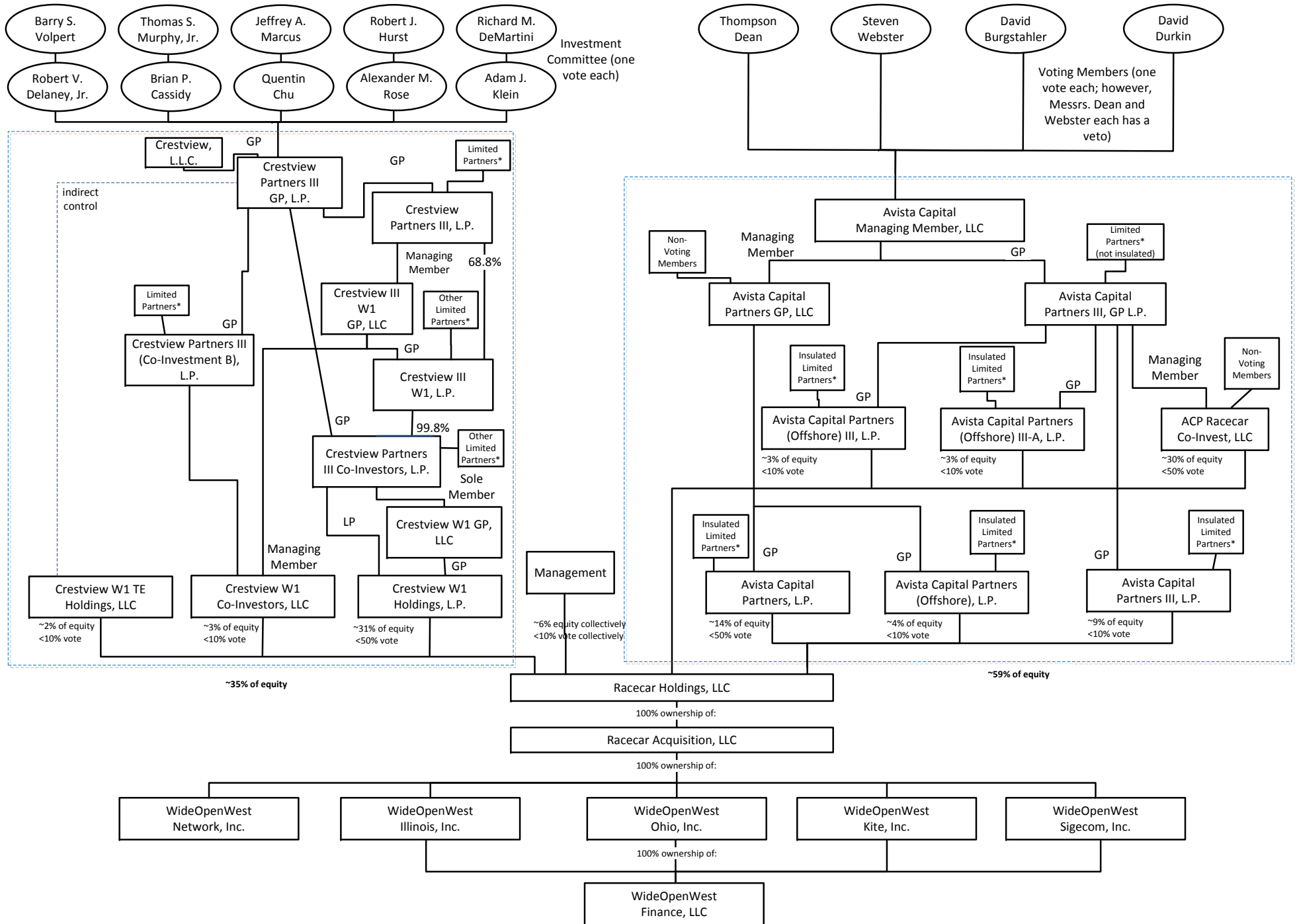
Domestic Section 214 Authority

| Entity | FRN | Place of Organization | States In Which Telecom Service Provided | Type of Telecom Service Provided |
|------------------------------------|------------|------------------------------|---|---|
| Globe Telecommunications, Inc. | 0003733607 | Georgia | Georgia | CLEC |
| Knology of Alabama, Inc. | 0003766144 | Delaware | Alabama | CLEC |
| Knology of Florida, LLC | 0003766268 | Delaware | Florida | CLEC |
| Knology of Georgia, Inc. | 0003766318 | Delaware | Georgia | CLEC |
| Knology of Kansas, Inc. | 0020113197 | Delaware | Kansas | CLEC |
| Knology of South Carolina, Inc. | 0003766383 | Delaware | South Carolina | CLEC |
| Knology of Tennessee, Inc. | 0003766607 | Delaware | Tennessee | CLEC |
| Knology of the Valley, Inc. | 0003733581 | Georgia | Alabama, Georgia | Rural ILEC |
| Knology Total Communications, Inc. | 0001753557 | Alabama | Alabama | Rural ILEC |
| Valley Telephone Company, LLC | 0003733599 | Alabama | Alabama | Rural ILEC |
| Wiregrass Telecom, Inc. | 0008416216 | Alabama | Alabama | CLEC |
| Sigecom, LLC | 0004337481 | Indiana | Indiana | CLEC |

ATTACHMENT B

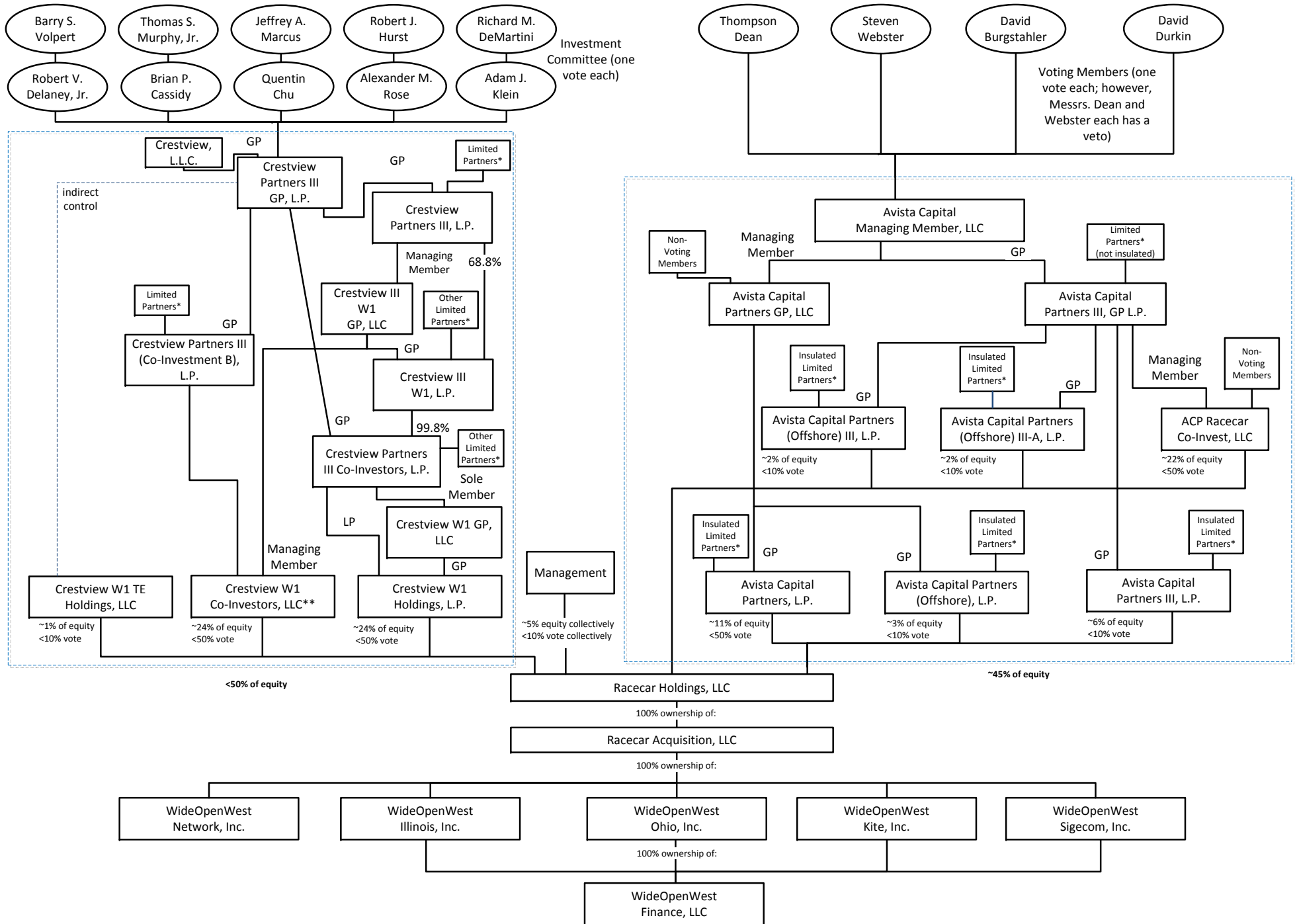
OWNERSHIP DIAGRAMS

Attachment B: Current Organization Diagram



* No limited partner holds a 10% or greater equity interest (directly or indirectly) in WideOpenWest Finance, LLC.

Attachment B: Post-Closing Organization Diagram



* No limited partner will hold a 10% or greater equity interest (directly or indirectly) in WideOpenWest Finance, LLC.

** An additional co-investor vehicle may be set-up, which will have a similar control structure. Ownership noted is in the aggregate across all carriers for vehicles.