

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of the Application of)	
)	
Radiate Holdings, L.P.,)	File No. ITC-T/C-2015 _____
)	WC Docket No. _____
Transferee,)	
)	
and)	
)	
Yankee Cable Partners, LLC, and Grande)	
Investment L.P.,)	
)	
Transferors,)	
)	
Application for Authority Pursuant to Section)	
214 of the Communications Act of 1934, as)	
Amended, to Transfer Control of Domestic and)	
International Section 214 Authorizations.)	
)	

CONSOLIDATED APPLICATION

Pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214 (the “Act”), and Part 63 of the Commission’s rules, 47 C.F.R. § 63.01 *et seq.* (the “Rules”), the Applicants, who collectively are Radiate Holdings, L.P. (“Radiate Holdings” or “Transferee”) and Yankee Cable Partners, LLC (“Yankee Partners”) and Grande Investment L.P. (“Grande Investment”) (individually each a “Transferor” and collectively the “Transferors”), respectfully request Commission approval to consummate transactions (the “Transactions”) whereby Transferee will acquire control of domestic and international Section 214 authorizations held by certain of Transferors’ subsidiaries to provide telecommunications services. Because the Transactions will strengthen an existing, independent source of video, high-speed Internet, voice, and business data services competition in markets dominated by some of the nation’s largest

providers of such services and will not reduce competition or consumers' choices, the Commission should find that consummation of the Transactions is in the public interest.

TABLE OF CONTENTS

I.	DESCRIPTION OF THE APPLICANTS	1
A.	Radiate Holdings (Transferee).....	1
B.	Yankee Partners (Transferor).....	2
C.	Grande Investment (Transferor)	3
II.	DESCRIPTION OF THE TRANSACTIONS	3
III.	PUBLIC INTEREST STATEMENT	5
A.	Introduction.....	5
B.	The Transactions Will Produce Public Interest Benefits	5
C.	The Transactions Will Not Result in Any Harm to the Public Interest	7
IV.	REQUEST FOR STREAMLINED TREATMENT	8
V.	INFORMATION REQUIRED BY SECTION 63.24(e) OF THE RULES	9
VI.	INFORMATION REQUIRED BY SECTION 63.04(b) OF THE RULES	12
VII.	CONCLUSION	15

I. DESCRIPTION OF THE APPLICANTS

A. Radiate Holdings (Transferee)

Transferee Radiate Holdings, a Delaware limited partnership, is a holding company that will be majority owned and controlled by certain investment funds ultimately controlled by the principals of TPG Capital, L.P. (“TPG Capital” and, together with its affiliates, “TPG”). The principals of TPG Capital, David Bonderman and James G. Coulter, each are United States citizens. Over the past 24 years, TPG has provided resources and expertise to help strengthen and grow its portfolio companies, differentiating itself from other investors by providing innovative solutions to complex and challenging situations in various sectors. TPG, which currently has \$73 billion of assets under management, has extensive experience with global public and private investments and is one of the most active private equity investors in the Internet ecosystem.

Certain individuals and entities will hold minority, non-controlling equity interests in Transferee Radiate Holdings as limited partners. These limited partners will not have any ability to control or be involved in the day-to-day business operations, activities, and decisions or to manage the day-to-day operations of Radiate Holdings. The direct limited partners in Radiate Holdings will be TPG VII Radiate Holdings I, L.P., a Delaware limited partnership in which Messrs. Bonderman and Coulter have indirect 100 percent control; Google Capital, which consists of a series of Delaware limited partnerships ultimately owned by Alphabet Inc.; Rio FD Holdings, LLC, an affiliate of Dragoneer Investment Group, LLC, a Delaware limited liability company; and certain members of the management team from Patriot Media Consulting, LLC, a New Jersey limited liability company (“Patriot Media”). Other than TPG VII Radiate Holdings I, L.P., none of the limited partners in Radiate Holdings will have an equity interest in Radiate Holdings of ten percent or more.

Radiate Holdings will be managed by a newly formed Delaware limited liability company, Radiate Holdings GP, LLC (“Radiate GP”), formed to serve as the general partner of Radiate Holdings. Radiate GP will have responsibility for the management, operation and control of Radiate Holdings’ business and affairs. The Board of Directors of Radiate GP will initially consist of not less than seven members and will be controlled by TPG. Patriot Media, which currently manages the business of RCN Telecom Services, LLC (“RCN-TS”) and Grande Communications Networks LLC (“Grande Networks”) and their respective subsidiaries on behalf of Yankee Cable Parent, LLC (“Yankee Parent”) and Grande Parent LLC (“Grande Parent”), respectively, will continue to manage both RCN-TS and Grande Networks on behalf of Transferee following the closing of the Transactions. Jim Holanda, the current Chief Executive Officer of Patriot Media, and Steve Simmons, the current Chairman of Patriot Media, will each serve as initial members of the Radiate GP Board of Directors, and one member of the Board of Directors of Radiate GP will be appointed by Google Capital.

B. Yankee Partners (Transferor)

Transferor Yankee Partners is a Delaware limited liability company that currently is the direct, 100 percent owner of Yankee Parent, which is a Delaware limited liability company and, through Yankee Parent, the indirect 100 percent owner of RCN-TS. As of June 30, 2016, Transferor Yankee Partners, through RCN-TS and its subsidiaries, was providing digital television, high-speed Internet, and voice telecommunications services to approximately 474,000 subscribers in Illinois, Massachusetts, Maryland, New York, Pennsylvania, Virginia, and Washington, D.C. Transferor Yankee Partners is an indirect subsidiary of ABRY Partners VI, L.P., a Delaware limited partnership.

C. Grande Investment (Transferor)

Transferor Grande Investment is a Delaware limited partnership that is the direct, 100 percent owner of Grande Parent, a Delaware limited liability company and, through Grande Parent, the indirect 100 percent owner of Grande Networks. As of June 30, 2016, Transferor Grande Investment was providing digital television, high-speed Internet, and voice telecommunications services to approximately 166,500 subscribers in Texas through its subsidiary Grande Networks. Transferor Grande Investment is an indirect subsidiary of ABRY Partners VI, L.P., a Delaware limited partnership.

II. DESCRIPTION OF THE TRANSACTIONS

On August 12, 2016, Radiate Holdco, LLC (“Holdco”), a Delaware limited liability company and an indirect wholly-owned subsidiary of Transferee Radiate Holdings, entered into a Membership Interest Purchase Agreement with Transferor Yankee Partners and its wholly-owned subsidiary, Yankee Parent (the “Yankee Purchase Agreement”). At the closing of the transactions contemplated by the Yankee Purchase Agreement, Holdco will acquire from Transferor Yankee Partners all of the outstanding membership interests of Yankee Parent. As a result of these transactions, Yankee Parent will become a wholly-owned, direct subsidiary of Holdco. All of Yankee Parent’s existing subsidiaries that hold FCC licenses or authorizations will remain intact and will continue to hold their operating tangible and intangible assets.

On August 12, 2016, Holdco also entered into a Membership Interest Purchase Agreement with Transferor Grande Investment and its wholly-owned subsidiary Grande Parent (the “Grande Purchase Agreement”). At the closing of the transactions contemplated by the Grande Purchase Agreement, Holdco will acquire from Transferor Grande Investment all of the outstanding membership interests of Grande Parent. As a result of these transactions, Grande Parent will become a wholly-owned, direct subsidiary of Holdco. Grande Networks, the wholly-

owned subsidiary of Grande Parent that holds FCC licenses or authorizations, will remain intact and will continue to hold its operating tangible and intangible assets, and will become an indirect, wholly-owned subsidiary of Transferee Radiate Holdings.

After the close of the Transactions, Transferee Radiate Holdings will become the indirect 100 percent owner of Yankee Parent, which currently is the 100 percent indirect owner of RCN-TS. Radiate Holdings also will become the indirect 100 percent owner of Grande Parent, which currently is the direct 100 percent owner of Grande Networks. Grande Networks¹ or subsidiaries of RCN-TS² are the entities currently holding the authorizations and licenses that are the subject of this application.

The pre-closing ownership structure of Transferors Yankee Partners and Grande Investment is depicted on the structure charts attached hereto as Attachment A. The proposed post-Transactions ownership structure of Transferee Radiate Holdings is depicted on the structure charts attached hereto as Attachment B.

¹ Grande Networks (formerly Grande Communications, Inc.) is a direct, wholly-owned subsidiary of Grande Parent and is authorized by the FCC and the State of Texas to provide local, long distance, and international telecommunications services in Texas.

² The following entities are direct wholly-owned subsidiaries of RCN-TS that are authorized by the FCC and state PUCs to provide local, long distance, and international telecommunications services in the geographic areas indicated: Starpower Communications, LLC (Maryland, Virginia, and Washington, D.C.); RCN Telecom Services (Lehigh) LLC (Pennsylvania); RCN Telecom Services of Philadelphia LLC (Pennsylvania); and RCN Telecom Services of Massachusetts, LLC f/k/a RCN BecoCom LLC (Massachusetts). RCN-TS also (i) wholly owns RCN Telecom Services of Illinois, LLC, which wholly owns RCN Cable TV of Chicago, Inc. (Illinois) and (ii) is the General Partner in RCN Telecom Services of New York, LP (RCN-TSNY), and the 100 percent owner of RCN NY LLC 1, a limited liability company that is a limited partner in RCN-TSNY (New York).

III. PUBLIC INTEREST STATEMENT

A. Introduction

The Transactions will generate public interest benefits without posing any actual or potential harms to consumers or competition. In particular, consummation of the Transactions will strengthen an existing, independent source of video, high-speed Internet, voice, and business data services competition in markets served by some of the nation's largest providers of such services, including Comcast, Charter, Verizon, and AT&T. Moreover, the Transactions will not adversely disrupt the day-to-day service provided to consumers or otherwise reduce competition and consumer choice. The Transactions will enhance the provision of innovative and reliable communications services by an experienced, competent, and responsive provider. Competition will be stimulated and innovation spurred without risk to consumer interests. Thus, the Commission should find that the Transactions provide a public interest benefit.

B. The Transactions Will Produce Public Interest Benefits

RCN-TS and Grande Networks, and their subsidiary operating companies, have a history of giving consumers a choice of innovative, reliable, high-quality services. They have a presence in some of the most competitive urban and suburban markets in the country, including New York City, Chicago, Boston, Philadelphia, Washington, D.C., Dallas, and Austin. RCN-TS and Grande Networks also bring competitive choices for advanced services to fast-growing areas in the Lehigh Valley of Pennsylvania and to several smaller cities in Texas.

Led by Patriot Media's experienced management team, the RCN-TS and Grande Networks operating subsidiaries have fashioned and implemented a tech-forward strategy that has accelerated – and will continue to propel post-Transactions – the deployment of state-of-the-art technologies, thereby strengthening their competitive position in the markets they serve. For example, RCN-TS and Grande Networks have launched DOCSIS 3.0 and increased Internet

speeds in all markets. They also have deployed an integrated Netflix service, partnered with TiVo to offer cutting edge navigation devices, provided subscribers ways to easily access YouTube and Hulu through the TiVo platform, and begun offering HBOGO and a branded TV Everywhere service. These efforts have paid off in terms of consumer satisfaction, with RCN being named PC Magazine's Reader's Choice for Best ISP the past two years.³

The Transactions will enhance the ability of the RCN-TS and Grande Networks operating subsidiaries to build on this record of achievement. The proven Patriot Media team, which currently and in the future will manage the day-to-day operations of both RCN-TS and Grande Networks, will be able to achieve greater operational efficiencies and adopt and implement more focused strategies when the two subsidiaries are integrated. Under the pre-Transactions ownership structure, RCN-TS and Grande Networks operate separately, including to obtain financing and to negotiate with programmers and other vendors. The Transactions will bring RCN-TS and Grande Networks under the common umbrella of Transferee Radiate Holdings. This structure will allow the operating subsidiaries to have a single strategic focus. The Patriot Media team will be able to benefit from more favorable financing and programming arrangements and to achieve greater operational efficiencies. This will facilitate system improvements such as completing a footprint-wide upgrade to DOCSIS 3.1 that will further increase Internet speeds and will enable the operating subsidiaries to compete more effectively against larger, national rivals in both the residential and business sectors.

At a time when the industry is marked by growing consolidation, the presence in the marketplace of a well-funded, competitive, independent source of advanced video and broadband

³ See Ben Z. Gottesman, "Readers' Choice Awards 2016: Internet Service Providers," PC Magazine (May 11, 2016), available at <http://www.pcmag.com/article/344519/>.

services becomes all the more important. The Transactions' public interest benefits go beyond investments and improvements that will be made in the RCN-TS and Grande Networks operating subsidiaries. Those investments and improvements will drive other competitors to make their own investments and improvements. This is yet another example of the "virtuous cycle" that the Commission has identified as benefitting the public interest and has sought to promote through its broadband rules and policies.

C. The Transactions Will Not Result in Any Harm to the Public Interest

The Transactions will not result in any harms to consumers or competition or violate any Commission rule or policy. They also will not result in any horizontal consolidation among overlapping cable or telecommunications providers or result in any adverse disruption in the systems' day-to-day operations.

Competition and consumer choice will be sustained after the Transactions. Taken together, the Transactions will give Transferee control over non-overlapping subsidiaries that provide cable and OVS service to more than 640,000 video, voice, and high-speed Internet subscribers. The Transferee will be the third largest wireline provider of services in most of the communities where it offers services – behind companies such as Comcast, Charter, Verizon, and AT&T – and will have a significantly smaller national presence than those competitors. Thus, although the Transactions will give RCN-TS and Grande Networks and their operating subsidiaries increased scale to compete effectively in increasingly consolidated video and broadband markets, they will not pose any of the competitive risks that the Commission has raised when considering mergers among larger service providers.⁴ More specifically, the

⁴ See Remarks of Jon Sallet, Federal Communications Comm'n. General Counsel at Telecommunications Policy Research Conference, "The Federal Communications Commission and Lessons of Recent Mergers & Acquisitions Reviews," Sept. 25, 2015.

Transactions will not reduce the number of head-to-head competitors in any market or create an entity with either the incentive or ability to limit consumers' access to OVD services.

Additionally, because the experienced Patriot Media team that currently manages the day-to-day operations of the RCN-TS and Grande Networks operating subsidiaries will remain in place, there is no risk of the sorts of adverse impact on customer service that have occurred following other transactions. The consumer experience only will change for the better, as the purchasing power of RCN-TS and Grande Networks is combined to provide opportunities to obtain more favorable financing and purchasing arrangements.

* * *

For the reasons stated above, the Transactions will ensure that RCN-TS and Grande Networks and their operating subsidiaries will remain robust and innovative competitors capable of providing consumers with world-class voice, video, broadband Internet, and business data services and of spurring their competitors to improve their offerings.

IV. REQUEST FOR STREAMLINED TREATMENT

Applicants are eligible for streamlined processing, pursuant to Section 63.03 and Section 63.12 of the Rules, 47 C.F.R. §§ 63.03 and 63.12. Following consummation of the Transactions: (i) Transferee and its affiliates, as defined in Section 3(1) of the Act ("Affiliates"), collectively will have less than a ten percent (10%) share of the interstate, interexchange market; (ii) Transferee and its Affiliates will provide local exchange service, if at all, only in areas served by dominant local exchange carriers (none of which is a party to the Transactions); (iii) Transferee and its Affiliates will not be dominant with respect to any U.S. service; and (iv) Transferee and its Affiliates will not be affiliated with a foreign carrier. Additionally, Transferee and its Affiliates are not and will not be affiliated after the consummation of the Transactions with any

dominant U.S. carrier with international switched or private line services they seek authority to resell.

V. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE RULES

In accordance with Section 63.24(e) of the Rules, 47 C.F.R. § 63.24(e), the Applicants submit the following information, as requested in Section 63.18(a) through (d) for Transferee and Transferors, and in Section 63.18(h) through (p) for Transferee:

- (a) Name, Address, and Telephone Numbers of Applicants**
- (b) Government, State, or Territory of Incorporation**

For Transferee Radiate Holdings, L.P.

Name: Radiate Holdings, L.P.
Address: 301 Commerce Street, Suite 3300, Fort Worth, Texas 76102
Telephone: (817) 871-4000
Jurisdiction of Incorporation: Delaware

For Transferor Yankee Cable Partners, LLC

Name: Yankee Cable Partners, LLC
Address: 650 College Road East, Suite 3100, Princeton, New Jersey 08540
Telephone: (609) 452-8197
Jurisdiction of Incorporation: Delaware

For Transferor Grande Investment L.P.

Name: Grande Investment L.P.
Address: 650 College Road East, Suite 3100, Princeton, New Jersey 08540
Telephone: (609) 452-8197
Jurisdiction of Incorporation: Delaware

(c) Contacts

For Transferee

Seth A. Davidson
Craig A. Gilley
Stephen J. Wang
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
701 Pennsylvania Avenue NW, Suite 900
Washington, DC 20004
Tel: (202) 434-7300
Email: sadavidson@mintz.com
cagilley@mintz.com
sjwang@mintz.com

For Transferors

Thomas Cohen
Winafred Brantl
Kelley Drye & Warren LLP
Washington Harbour, Suite 400
3050 K Street, N.W.
Washington, DC 20007
Tel: (202) 342-8400
Email: tcohen@kelleydrye.com
wbrantl@kelleydrye.com

(d) Existing Section 214 Authorizations

Neither Transferee nor any of its subsidiaries currently holds any Section 214 authorizations.

Operating subsidiaries of RCS-TS currently hold the following Section 214 authorizations:

See Attachment C.

Grande Networks currently holds the following Section 214 authorizations:

See Attachment C.

(e)- (g) Not applicable.

(h) Name, address, citizenship, and principal business of entities that will own at least 10 percent of the equity of the Applicant, and identification of interlocking directorates.

Upon consummation of the Transactions, the following entities will hold a direct or indirect ten percent (10%) or greater equity interest in Transferee and its wholly-owned subsidiaries:

Name: TPG VII Radiate Holdings I, L.P.
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, TX 761102
Citizenship: United States
Percentage Owned: 79 percent equity of Transferee (rounded)
Principal Business: Holding Company

Name: TPG VII DE AIV II, L.P.
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, TX 761102
Citizenship: United States
Percentage Owned: Indirect ownership of 42 percent equity of Transferee (rounded)
Principal Business: Private Equity Fund

Name: TPG VII DE AIV I, L.P.
Address: c/o TPG Capital, L.P., 301 Commerce Street, Suite 3300, Fort Worth, TX 761102
Citizenship: United States
Percentage Owned: Indirect ownership of 36 percent equity of Transferee (rounded)
Principal Business: Private Equity Fund

(i) Foreign Carrier Affiliation

None.

(j) Foreign Carrier and Destination Countries

N/A

(k) WTO Membership for Destination Countries

N/A

(m) Non-Dominance

N/A

(n) Concessions

Applicants certify that they have not agreed to accept any direct or indirect special concessions from a foreign carrier or administration 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.

(o) Federal Benefits

Applicants certify pursuant to Sections 1.2001 through 1.2003 of the Rules that they are not subject to a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Streamlined Processing

Please refer to Section IV above.

VI. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE RULES

In accordance with Section 63.04(b) of the Rules specifying the additional information required in joint international and domestic Section 214 transfer of control applications, the Applicants submit the following, as requested by Sections 63.04(a)(6) through (a)(12) of the Rules.

(a)(6) Description of the Transactions

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

(a)(7) Description of Geographic Service Areas

Transferee does not directly or through subsidiaries currently provide telecommunications services in the U.S.

A description of the geographic service areas served by RCN-TS and Grande Networks and their affiliated operating entities, and the services they provide in those areas, is described in Sections I.B and I.C above.

(a)(8) Eligibility for Streamlined Processing

A statement demonstrating the Application's qualification for streamlined processing is provided in Section IV above.

(a)(9) Other Related Applications

The Applicants have filed simultaneous applications with the Commission seeking authority to transfer control of RCN-TS and Grande Network subsidiaries that hold Commission licenses relating to their cable system and Open Video System properties, including Cable Television Relay Services licenses, an earth station license, and various private radio licenses. These licenses are set forth in Attachment C. RCN-TS and Grande Networks and their subsidiaries do not hold any common carrier radio licenses.

The list of call signs and file numbers set forth in Attachment C is intended to include all of the licenses and authorizations held by the respective licensees or lessees that are subject to the Transactions. However, RCN-TS and/or Grande Networks licensees may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities that may be granted before the Commission takes action on this Application. Accordingly, the Applicants request that any Commission approval of the applications filed for the Transactions described herein include authority for Transferee to acquire control of: (1) any authorization issued to RCN-TS and/or Grande Networks or their subsidiaries while the Transactions are pending before the Commission and the period required for consummation of the Transactions; (2) any construction permits held by RCN-TS and/or Grande Networks or their subsidiaries that mature into licenses after closing; and (3) any applications that are pending at the time of consummation. Such action would be consistent with the Commission's prior decisions.⁵ Applicants also request that Commission approval include any authorizations that may have been inadvertently omitted.

(a)(10) Special Considerations

None of the Applicants is facing imminent business failure. Nevertheless, prompt completion of the proposed Transactions is critical to ensure that Applicants can

⁵ See, e.g., *SBC Commc'ns Inc. and AT&T Corp. Applications for Approval of Transfer of Control*, Memorandum Opinion and Order, 20 FCC Rcd 18290, 18392 ¶ 212 (2005); *Applications of AT&T Wireless Serv., Inc. and Cingular Wireless Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd 21522, 21626 ¶ 275 (2004); *S. New England Telecomm./SBC Order*, 13 FCC Rcd 21292, 21317 ¶ 49; *Applications of NYNEX Corp. and Bell Atl. Corp.*, Memorandum Opinion and Order, 12 FCC Rcd 19985, 20097-98 ¶¶ 246-56 (1997); *Pacific Telesis Group/SBC Order*, 12 FCC Rcd 2624, 2665 ¶ 93; *Applications of Craig O. McCaw and Am. Tel. & Tel. Co.*, Memorandum Opinion and Order, 9 FCC Rcd 5836, 5909 ¶ 137 n.300 (1994), *aff'd sub nom. SBC Commc'ns Inc. v. FCC*, 56 F.3d 1484 (D.C. Cir. 1995), *recons. in part*, 10 FCC Rcd 11786 (1995).

obtain the benefits described in this Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to meet an anticipated Transactions closing in the first quarter of 2017 (provided all regulatory approvals have been obtained).

(a)(11) Separately Filed Waiver Requests

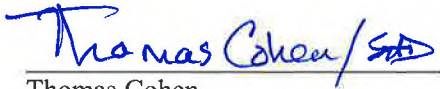
No separately filed waiver requests are sought in conjunction with this Application.

(a)(12) Public Interest Statement

A statement demonstrating how grant of the Application will serve the public interest, convenience, and necessity is provided in Section III above.

VII. CONCLUSION

The Commission's expeditious grant of these Applications will serve the public interest, convenience, and necessity.



Thomas Cohen
Winifred Brantl
Kelley Drye & Warren LLP
Washington Harbour, Suite 400
3050 K Street, N.W.
Washington, DC 20007
Tel: (202) 342-8400
Fax: (202) 662-8451
E-mail: tcohen@kelleydrye.com
wbrantl@kelleydrye.com

*Attorneys for Yankee Cable Partners, LLC,
and Grande Investment L.P.*

Dated: September 1, 2016

Respectfully submitted,

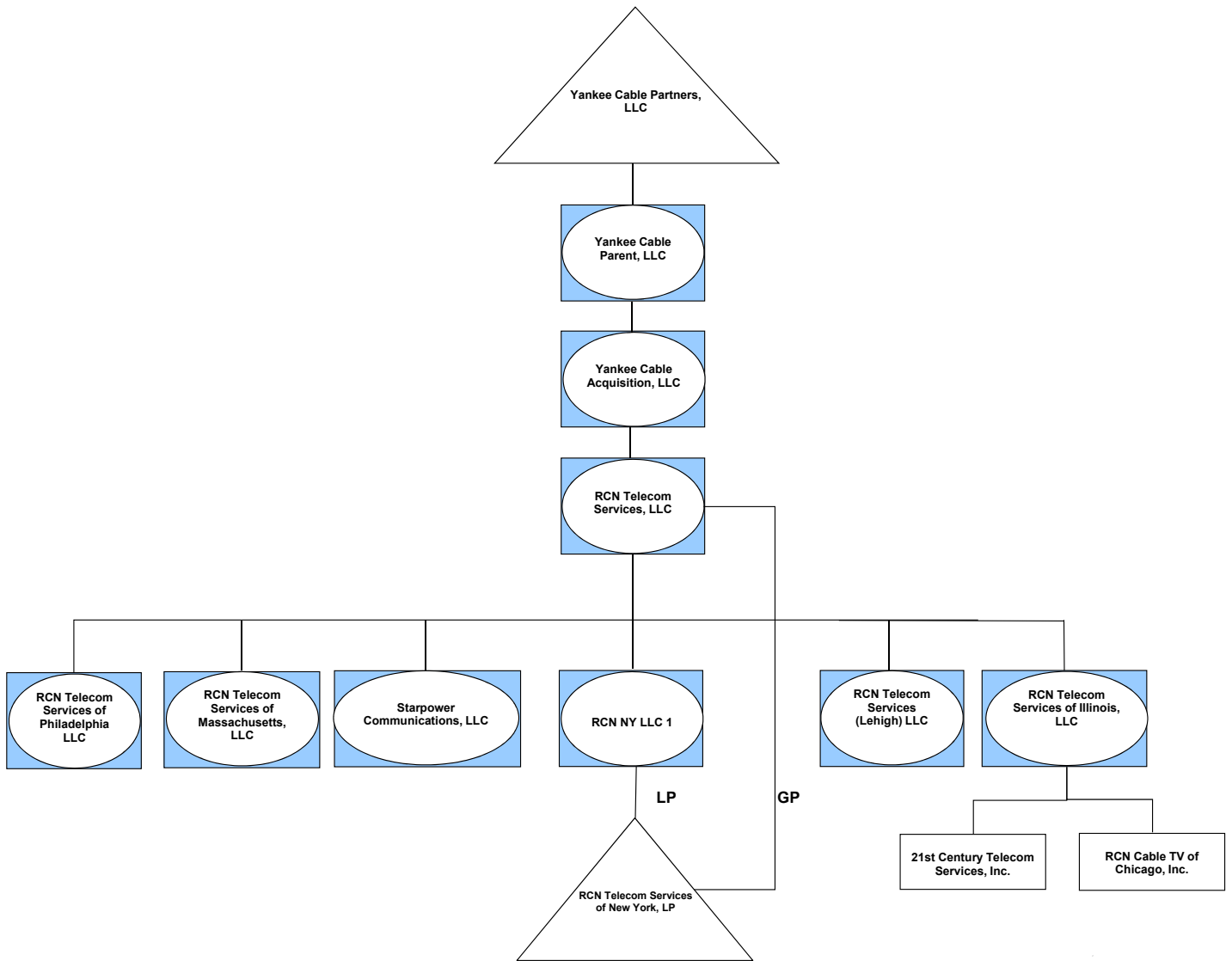


Seth A. Davidson
Craig A. Gilley
Stephen J. Wang
**Mintz, Levin, Cohn, Ferris, Glovsky
and Popeo, P.C.**
701 Pennsylvania Avenue NW, Suite 900
Washington, DC 20004
Tel: (202) 434-7300
Fax: (202) 434-7400
E-mail: sadavidson@mintz.com
cagilley@mintz.com
sjwang@mintz.com

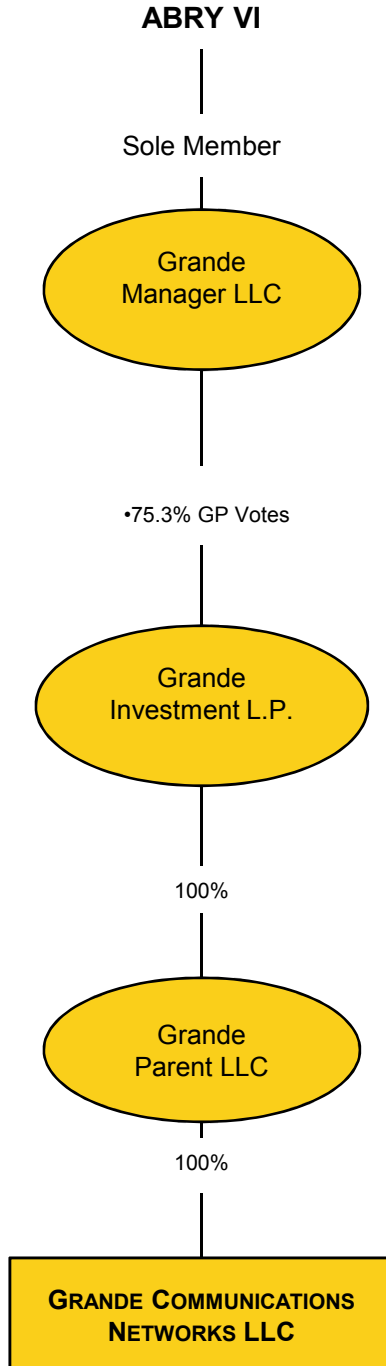
Attorneys for Radiate Holdings, L.P.

Attachment A
Pre-Transactions Corporate Organizational Charts

**RCN Entities
Pre-Close Corporate Structure**

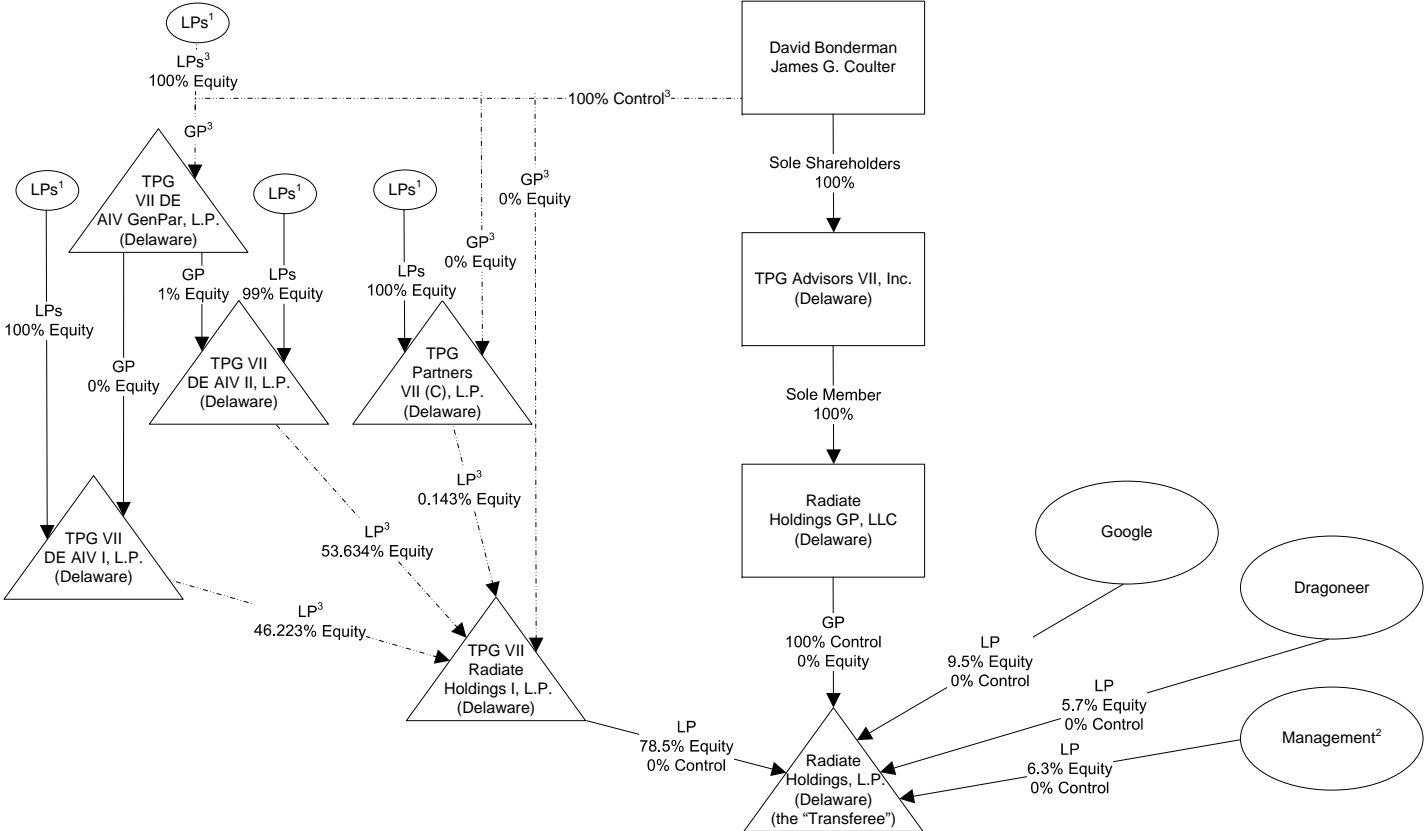


**Grande Communications Networks LLC
Pre-Close Corporate Structure**



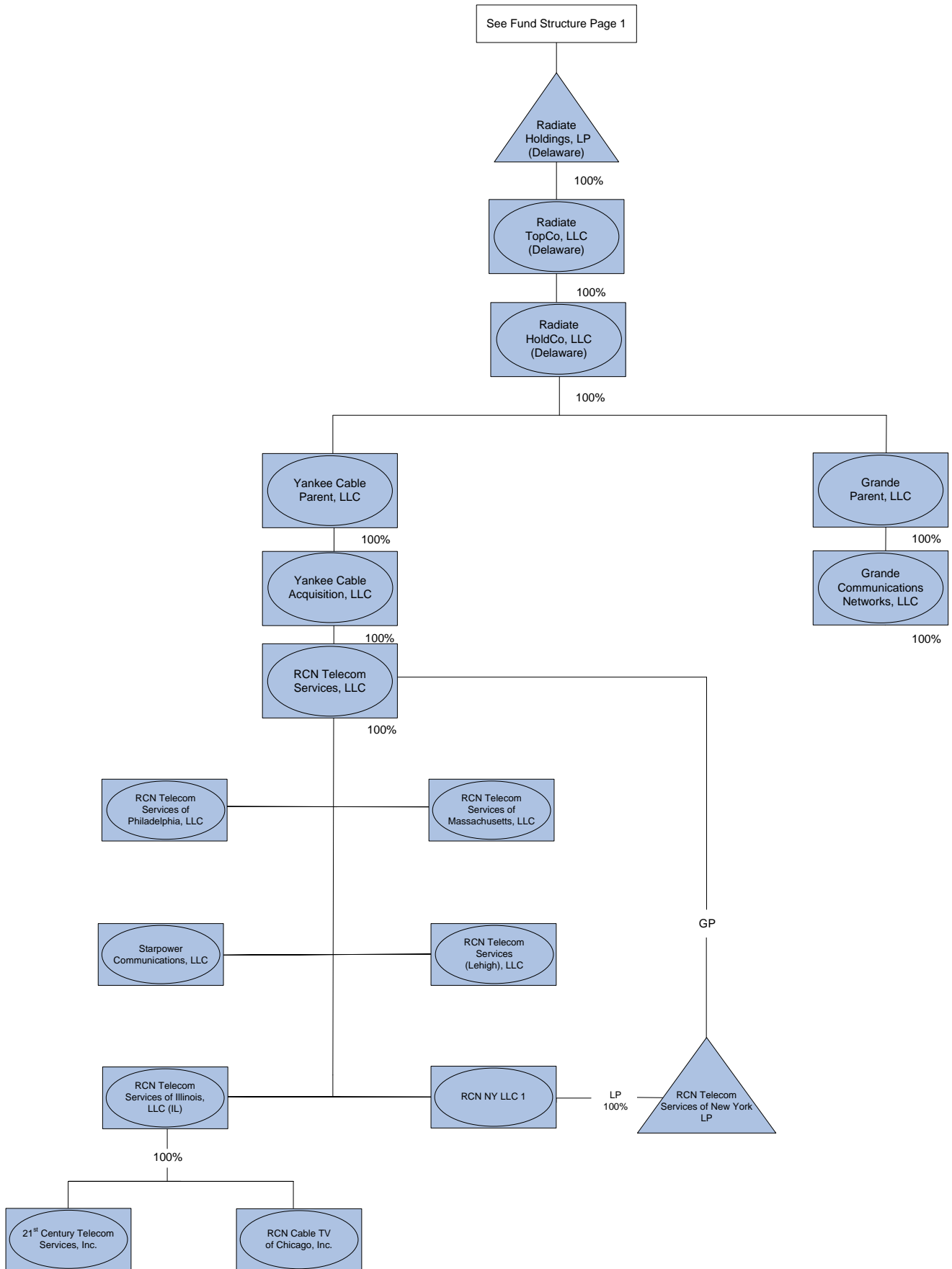
Attachment B
Post-Transactions Corporate Organizational Charts

POST- TRANSACTION TPG OWNERSHIP STRUCTURE



Notes:

¹ Each LP (a limited partner investor in the applicable fund) will hold less than five percent economic interest in the Transferee.
² Interest held by various individuals. No individual holds an interest of five percent or greater.
³ Interest is held indirectly through entities not depicted, all of which are wholly owned or controlled (as applicable) by the entities shown.



Attachment C
Other FCC Authorizations

FCC Licenses

RCN-TS

Cable Television Relay Service (CARS)

<i>Call Sign</i>	<i>License Holder</i>
WLY-676	RCN Telecom Services (Lehigh) LLC
WLY-679	RCN Telecom Services (Lehigh) LLC
KD-55018	RCN Telecom Services (Lehigh) LLC

International Section 214 Authorizations

<i>File Number</i>	<i>License Holder</i>
ITC-214-19961004-00490	RCN Telecom Services (Lehigh) LLC
ITC-214-19970707-00379	RCN Telecom Services of Philadelphia LLC
ITC-214-19970707-00384	RCN Telecom Services of New York, LP
ITC-214-19970717-00411	RCN Telecom Services (Lehigh) LLC
ITC-214-19970723-00430	RCN Telecom Services (Lehigh) LLC

ITC-214-19971027-00661	RCN Telecom Services of Massachusetts, LLC ¹
ITC-214-19980731-00532	RCN Telecom Services of Illinois, LLC
ITC-214-19981002-00679	RCN Telecom Services (Lehigh) LLC
ITC-214-19980116-00024	Starpower Communications, LLC

Transmit/Receive Earth Stations

<i>Call Sign</i>	<i>License Holder</i>
E100045	RCN Telecom Services (Lehigh) LLC

¹ As of the date of this filing, the Commission's online records show that RCN-BecoCom, LLC holds this international Section 214 authorization. However, RCN BecoCom, LLC changed its name to RCN Telecom Services of Massachusetts, LLC. A letter noting this change has been submitted to the Commission. See Letter from Winifred Brantl, Counsel for RCN Telecom Services of Massachusetts, LLC, to Ms. Marlene H. Dortch, Secretary, FCC, File No. ITC-214-19971027-00661 (filed Aug. 31, 2016), available at http://licensing.fcc.gov/myibfs/download.do?attachment_key=1148126.

Grande Networks

Wireless Licenses²

<i>Call Sign</i>	<i>Service Type</i>	<i>License Holder</i>
WQQF562	MG – Microwave Industrial/Business Pool	Grande Communications Networks LLC
WQQG456	MG – Microwave Industrial/Business Pool	Grande Communications Networks LLC

International Section 214 Authorizations

<i>File Number</i>	<i>License Holder</i>
ITC-214-20001108-00651	Grande Communications Networks LLC

² The FCC's Universal Licensing System indicates that the wireless licenses with call signs WQQF562 and WQQG456 are held by Grande Communications, Inc., under the FRN 0019645787. However, that FRN is registered to RF Datacom Inc., the consultant that filed the applications for those licenses, and Grande Communications, Inc. was inadvertently used as the licensee name for those applications; Grande Communications Networks LLC succeeded Grande Communications, Inc. as an entity long before the licenses were issued. Grande Communications Networks LLC has therefore always been the proper licensee for the licenses. The Applicants are working to correct this administrative error.

DECLARATION
(Transferors)

I, Jeffrey B. Kramp, hereby declare that:

- (a) I am Executive Vice President, Secretary and General Counsel, Yankee Cable Partners, LLC
- (b) I am authorized to make this declaration on behalf of Yankee Cable Partners, LLC
- (c) The statements in the foregoing application relating to Yankee Cable Partners, LLC are true and correct to the best of my knowledge.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 1st day of September 1, 2016.



Jeffrey B. Kramp

Executive Vice President, Secretary and
General Counsel, Yankee Cable Partners,
LLC

DECLARATION
(Transferors)

I, Jeffrey B. Kramp, hereby declare that:

- (a) I am Executive Vice President, Secretary and General Counsel, Grande Investment L.P.
- (b) I am authorized to make this declaration on behalf of Grande Investment L.P.
- (c) The statements in the foregoing application relating to Grande Investment L.P. are true and correct to the best of my knowledge.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 1st day of September 1, 2016.



Jeffrey B. Kramp

Executive Vice President, Secretary and
General Counsel, Grande Investment L.P.

DECLARATION
(*Transferee*)

I, Michael LaGatta, hereby declare that:

- (a) I am Vice President of Radiate Holdings GP, LLC, the general partner of Radiate Holdings, L.P.
- (b) I am authorized to make this declaration on behalf of Radiate Holdings, L.P.
- (c) The statements in the foregoing application relating to Radiate Holdings, L.P. are true and correct to the best of my knowledge.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 1st day of September, 2016.



Michael LaGatta
Vice President, Radiate Holdings GP, LLC