

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

In the Matter of )  
 )  
**WideOpenWest, Inc. and its Operating** )  
**Subsidiaries** )  
 )  
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 CONSENT TO 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”),<sup>1</sup> and Sections 63.03, 63.04, 63.18, and 63.24 of the Commission’s rules,<sup>2</sup> Avista Capital Managing Member, LLC (“Avista”), Crestview, L.L.C. (“Crestview”), and WideOpenWest, Inc. (“WOW!”),<sup>3</sup> request Commission consent for Avista and Crestview to relinquish negative control of WOW!’s wholly-owned telecommunications operating subsidiaries (the “WOW Companies”). The WOW Companies and the domestic and/or international Section 214 authorizations they hold are listed in Attachment A.

As further described below, the WOW Companies are wholly-owned subsidiaries of WideOpenWest Finance, LLC (“WOW Finance”), which in turn is a wholly-owned subsidiary of WOW!. Avista and Crestview currently share negative control of WOW!, and thus indirectly negative control of the WOW Companies. WOW! recently completed a *pro forma* internal

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<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. §§ 63.03, 63.04, 63.18, 63.24.

<sup>3</sup> WideOpenWest Kite, Inc. changed its name to WideOpenWest, Inc. in March 2017.

restructuring and initial public offering (“IPO”), neither of which caused a substantial change of control of WOW! or the WOW Companies.<sup>4</sup> However, WOW! anticipates that, at some point in the near (post-IPO) future, Avista and Crestview may relinquish negative control of WOW!. Once they relinquish negative control, control of the WOW Companies will ultimately reside with WOW!, and no particular entity or entities will control WOW!. This Application therefore seeks approval for this anticipated loss of negative control by Avista and Crestview.

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.<sup>5</sup>

## **I. DESCRIPTION OF THE PARTIES**

WOW! is a corporation 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 sixth largest cable operator in the United States by number of customers, with over three million homes passed and approximately 780,000 subscribers. WOW! currently serves communities in Alabama, Florida, Georgia, Illinois, Indiana, Maryland, Michigan, Ohio, South Carolina and Tennessee. As noted in Attachment A, three of the WOW Companies provide service as rural incumbent local

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<sup>4</sup> This Joint Application also serves as notice pursuant to Section 63.24(f) of the Commission’s rules of the *pro forma* changes of control resulting from the restructuring undertaken in anticipation of the IPO.

<sup>5</sup> 47 C.F.R. §§ 63.03(b), 63.12.

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 discussed below, no one entity holds 50 percent or more of the equity of WOW!, but Avista and Crestview share negative control of WOW!. Avista is a private equity firm specializing in investments primarily in growth oriented healthcare, communications, industrial and energy companies. Crestview is a value-oriented private equity firm focused on sourcing and managing investments in the energy, financial services, healthcare, industrials and media sectors. A diagram of WOW!’s equity ownership structure also is included in Attachment B.

## **II. DESCRIPTION OF TRANSACTION**

WOW! completed an IPO on May 31, 2017 through which it sold approximately 24 percent of its common stock to the public. Leading up to and in connection with the IPO, WOW! undertook several internal restructuring changes, none of which resulted in a substantial change of control.

Prior to the restructuring and IPO, the WOW Companies were wholly-owned subsidiaries of WOW Finance, either directly or through various wholly-owned intermediary holding companies, including Kite Parent Corp. and Knology, Inc., all of which are Delaware corporations. Racecar Acquisition, LLC (“Racecar Acquisition”) owned 100 percent of the ownership interests in WOW Finance through various wholly-owned intermediary holding companies, including WOW! (formerly named WideOpenWest Kite, Inc.); WideOpenWest Illinois, Inc.; WideOpenWest Ohio, Inc.; and WideOpenWest Sigecom, Inc. Racecar

Acquisition was in turn a direct wholly-owned subsidiary of WideOpenWest Holdings, LLC (“WOW Holdings”), a Delaware limited liability company.<sup>6</sup>

Prior to the restructuring, the majority of the shares of WOW Holdings were held by various investment entities controlled by Avista or Crestview, but no entity held 50 percent or more of the equity of WOW!. Although neither Avista nor Crestview held 50 percent or more of the equity of WOW Holdings, Avista and Crestview shared negative control through their board representation and veto rights. Specifically, of WOW!’s seven-member board, Avista and Crestview each had the right to appoint three directors to the board. The seventh board member was WOW!’s CEO. Avista and Crestview also each had a contractual right to veto any decision regarding the appointment of WOW!’s CEO.

As part of the restructuring, WideOpenWest Illinois, Inc., WideOpenWest Ohio, Inc. and WideOpenWest Sigecom, Inc. were merged with and into WOW Finance, with WOW Finance as the surviving entity. To effectuate the IPO, WOW Holdings distributed the common stock of WOW! that it indirectly held through Racecar Acquisition to equity holders in accordance with the terms of the limited liability company agreement of WOW Holdings. Approximately 24 percent of the common stock of WOW! was then sold to the public through the IPO.

The post-IPO WOW Companies remain wholly-owned subsidiaries of WOW Finance, either directly or through intermediate holding companies; and WOW Finance remains a wholly-owned direct subsidiary of WOW!. As before the IPO, no entity holds 50 percent or more of the equity of WOW!. The WOW! board has increased to eight members, but Avista and Crestview continue to share negative control of WOW! through the right that each has to appoint three directors to the board, and their continuing contractual right to veto decisions regarding the

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<sup>6</sup> WOW Holdings was previously named Racecar Holdings, LLC.

appointment of WOW!'s CEO. Thus neither the restructuring nor the IPO resulted in a material change of control of WOW!.

It is anticipated that now that the IPO has been completed, in the near future Avista and Crestview may sell some or all of their common stock in WOW!, and will correspondingly phase down their rights to appoint directors to the board and relinquish their contractual veto rights with regard to WOW!'s CEO. Accordingly, some or all of the board members appointed by Avista and Crestview will be replaced by independent directors. WOW! also may increase the size of, and appoint additional independent directors to, the board, in which case Avista and Crestview would no longer share negative control of the board. Thus Avista and Crestview may relinquish negative control of WOW!, after which no particular party will hold *de facto* or *de jure* control of WOW!.

### **III. PUBLIC INTEREST STATEMENT**

Allowing Avista and Crestview to relinquish negative control will serve the public interest, convenience, and necessity by allowing WOW! to appoint additional independent members to its board of directors. This will in turn help WOW! maintain a functioning board of directors and ensure the ongoing efficient and effective operation of the company's business. WOW! will be able to continue to maintain, improve and extend its 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. WOW! will continue its focus on delivering superior customer and employee

experiences and leveraging its customer-focused management approach and operating expertise to provide exceptional services.

The relinquishment of negative control by Avista and Crestview 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 change of control 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 following the change in control.

#### **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**

##### ***Contact Information for WOW! and Its Subsidiaries:***

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***Place of Organization***

WOW! is a corporation organized under the laws of the State of Delaware. WOW Finance is a limited liability company organized under the laws of the State of Delaware. The place of organization for each WOW Company is identified in Attachment A. Crestview and Avista are limited liability companies organized under the laws of State of Delaware. The places of organization for other Crestview and Avista entities are included in the narrative below.

***Prior International Section 214 Authorizations***

The international Section 214 authorizations held by the WOW Companies are listed in Attachment A. Neither WOW! nor WOW Finance holds any international Section 214 authorizations themselves. In addition, neither the Crestview nor Avista entities hold any international Section 214 authorizations.

### **Answer to Question 11**

Pursuant to Section 63.18(h) of the Commission's rules, the following describes the entities that directly or indirectly hold a ten percent or greater ownership interest in WOW! following the restructuring and IPO. These ownership numbers will be reduced if and when Avista and Crestview relinquish negative control of WOW! by selling down their shares. Attachment B also includes a diagram showing the equity ownership of the company prior to and immediately following the IPO.

Following the restructuring and IPO, WOW! holds 100 percent of the ownership interests of WOW Finance. WOW Finance holds 100 percent of the ownership interest 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. The address for all of these entities is 7887 E. Belleview Ave., Suite 1000, Englewood, Colorado 80111.

Avista, through various intervening holding companies and investment vehicles (the "Avista Intermediate Entities"), holds approximately 43 percent of WOW! and the WOW Companies. The only Avista Intermediate Entities that hold a 10 percent or greater ownership interest in WOW! and the WOW Companies include: (1) Avista Capital Partners, L.P. ("Avista Capital"), a Delaware limited partnership, which has an approximate 10 percent ownership interest; and (2) ACP Racecar Co-Invest, LLC, a Delaware limited liability company ("Avista Co-Invest"), which has an approximate 21 percent ownership interest. Avista Capital Partners GP, LLC ("Avista GP"), a Delaware limited liability company, is the general partner of Avista Capital. Avista Capital Partners III GP, L.P. ("Avista III GP"), a Delaware limited partnership, is the management member of Avista Co-Invest. Avista is the managing member of Avista GP



and the general partner of Avista III GP. The only voting members of Avista are: Thompson Dean, Steven Webster, David Burgstahler and David Durkin, all of whom are United States citizens.<sup>7</sup> The address for the entities and individuals associated with Avista is 65 East 55<sup>th</sup> Street, 18<sup>th</sup> Floor, New York, New York 10022. As noted above, however, these ownership numbers will be reduced if Avista relinquishes negative control of WOW! and sells down its shares.

Following the restructuring and IPO, Crestview, through various intervening holding companies and investment vehicles (the “Crestview Intermediate Entities”), holds around 28 percent of WOW! and the WOW Companies. The only Crestview Intermediate Entity that holds a 10 percent or greater ownership interest in WOW! and the WOW Companies is Crestview W1 Holdings, L.P. (“Crestview Holdings”), a Delaware limited partnership, which has an approximate 23 percent ownership interest. The limited partnership interests in Crestview Holdings are held directly by Crestview Partners III Co-Investors, L.P. (“Crestview Partners Co-Investors”), a Cayman Islands entity. The limited partnership interests in Crestview Partners Co-Investors are directly held primarily (99.8 percent) by Crestview III W1, L.P. (“Crestview III W1”), a Delaware entity. The majority (68.8 percent) of the limited partnership equity interests in Crestview III W1 are held by Crestview Partners III, L.P. (“Crestview Partners III”), a Cayman Islands entity. The general partner of Crestview Partners III is Crestview Partners III GP, L.P. (“Crestview Partners III GP”), a Cayman Islands entity. Crestview is the general partner of Crestview Partners III GP. Neither Crestview Partners III GP nor Crestview will have a 10 percent or greater ownership interest in Crestview Partners III, but as the managers of the

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<sup>7</sup> Thompson Dean and Steven Webster each holds veto power.

Crestview private equity funds, they exercise 100 percent control over the overall Crestview investment in WOW! and the WOW Companies.

Pursuant to the above structure, the investment committee of Crestview Partners III GP controls 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 WOW! or the WOW Companies.

The address for each of the Crestview entities described above is c/o Crestview Advisors, L.L.C., 667 Madison Avenue, 10<sup>th</sup> Floor, New York, NY, 10065. As noted above, however, these ownership numbers will be reduced if Crestview relinquishes negative control of WOW! and sells down its shares.

It is anticipated that no other person or entity will hold a 10 percent or greater direct or indirect ownership interest in WOW! or the WOW Companies after Avista and Crestview relinquish negative control of WOW!.

**Answer to Question 12**

Brian P. Cassidy is a member of the board of WOW!, a member of the investment committee of Crestview Partners III GP, and an officer of several Crestview entities. 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](http://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 following the relinquishment of negative control. 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 for Avista and Crestview to relinquish negative control of WOW! and the WOW Companies, the following information is submitted pursuant to Section 63.04 of the Commission's rules.<sup>8</sup> 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:

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<sup>8</sup> 47 C.F.R. § 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, Maryland, Michigan, Ohio, South Carolina, and Tennessee.

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

This Application should be processed under the Commission’s streamlined procedures of Section 63.03(a) of the Commission’s rules. WOW! currently and following the relinquishment of negative control will have a market share in the interstate, interexchange market of less than 10 percent. The change of control will not involve the merger of two carriers but rather merely the relinquishment of negative control of WOW!’s existing owners. All but three of the WOW Companies are competitive LECs that are not dominant with respect to any service in geographic areas served by a dominant LEC that is not a party to the change in control. Of the WOW Companies that are rural incumbent LECs in portions of Alabama and Georgia, they collectively have fewer than two percent of the nation’s subscriber lines installed in the aggregate nationwide and have no overlapping service areas.

**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.

**VI. CONCLUSION**

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

Respectfully submitted,

**WideOpenWest, Inc.**

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/s/ Ben Silbert

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June 6, 2017

**ATTACHMENT A**

**WOW COMPANIES**

International Section 214 Authority

<b>Entity</b>	<b>Place of Organization</b>	<b>File Number</b>	<b>Type of Authority</b>
<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 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 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

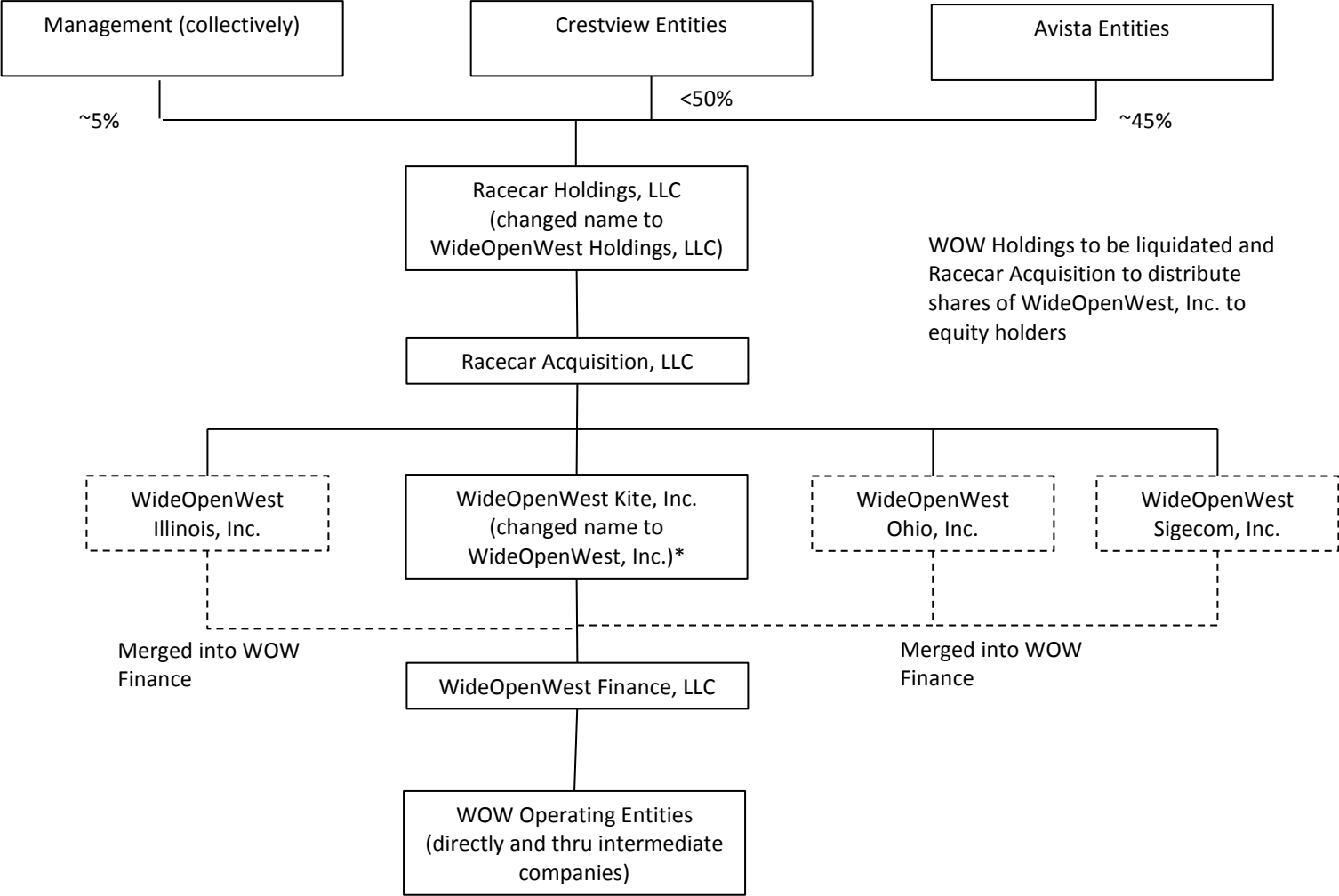
<b>Entity</b>	<b>FRN</b>	<b>Place of Organization</b>	<b>States In Which Telecom Service Provided</b>	<b>Type of Telecom Service Provided</b>
Globe Telecommunications, Inc.	0003733607	Georgia	Georgia	CLEC
Knology of Alabama, Inc.	0003766144	Delaware	Alabama	CLEC
Knology of Florida, LLC	0003766268	Delaware	Florida	CLEC
Knology of Georgia, Inc.	0003766318	Delaware	Georgia	CLEC
Knology of 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**

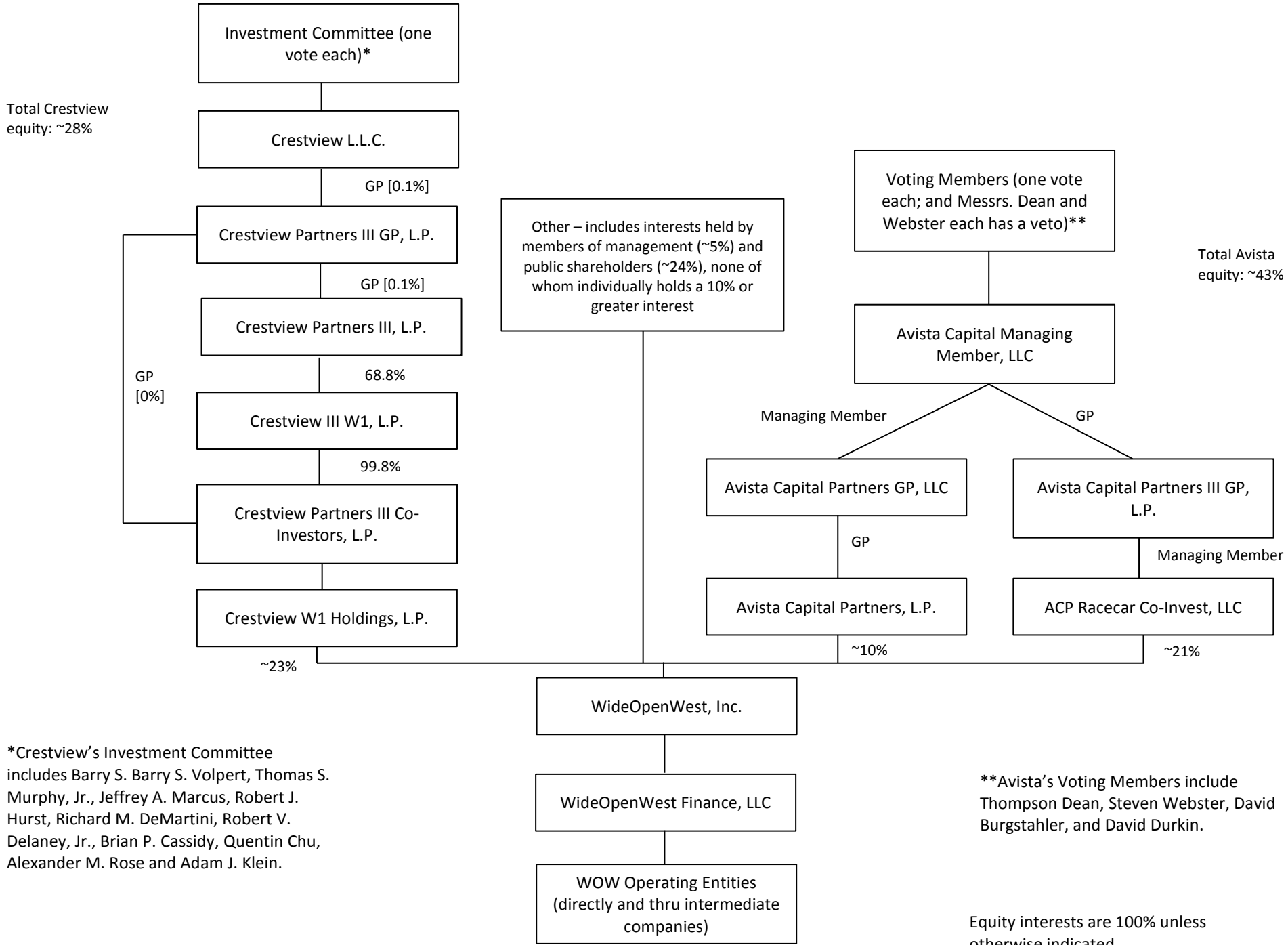
**OWNERSHIP DIAGRAMS**

# Equity ownership structure immediately preceding IPO



\* Shares of WideOpenWest, Inc. to be distributed to the public via IPO

# Equity ownership structure immediately following IPO



\*Crestview’s Investment Committee includes Barry S. 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.

\*\*Avista’s Voting Members include Thompson Dean, Steven Webster, David Burgstahler, and David Durkin.

Equity interests are 100% unless otherwise indicated