

## ATTACHMENT 1

### Notification of the Pro Forma Transfer of Control

Pursuant to Section 64.24(f) of the Commission’s rules,<sup>1</sup> WideOpenWest, Inc. (“WOW!”) hereby notifies the Commission of the internal reorganization and pro forma transfer of control of WOW!’s wholly-owned telecommunications operating subsidiaries listed below (the “WOW Companies”). Because the transfer of control did not result in a change in the ultimate control of WOW! and the WOW Companies, the transfer is properly classified as *pro forma*.

#### Answer to Question 10

All communications in connection with this notification should be directed to the following:

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WOW! does not hold any international Section 214 authorizations. The international Section 214 authorizations held by the WOW Companies are as follows:

Entity	Place of Organization	File Number	Type of Authority
Knology, Inc. (FRN: 0005066493)  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.:	Delaware  Georgia Delaware Delaware Delaware Delaware Georgia	ITC-214- 20000203-00075	Global resale pursuant to Section 63.18(e)(2)

<sup>1</sup> 47 C.F.R. § 64.24(f).

Knology of the Valley, Inc. Knology Total Communications, Inc. Valley Telephone Company, LLC Wiregrass Telecom, Inc.	Alabama Alabama Alabama		
Sigecom, LLC (FRN: 0004337481)	Indiana	ITC-214- 19991026-00677	Global facilities-based and resale pursuant to Sections 63.18(e)(1) and 63.18(e)(2)

**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!. Exhibit A also includes a diagram showing the equity ownership of the company prior to and immediately following the IPO.

WOW! holds 100 percent of the ownership interests of WideOpenWest Finance, LLC (“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 Capital Managing Member, LLC (“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, and David Burgstahler, all of whom are United States citizens.<sup>2</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.

Crestview, L.L.C. (“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

<sup>2</sup> Thompson Dean and Steven Webster each holds veto power.

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 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.

No other entity or individual directly or indirectly holds a 10 percent or greater ownership interest in WOW! or the WOW Companies.

### **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**

WOW! completed an initial public offering on May 31, 2017 through which it sold approximately 24 percent of its common stock to the public.<sup>3</sup> 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.

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

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>4</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 appointment of WOW!’s CEO. Thus neither the restructuring nor the IPO resulted in a material change of control of WOW!.

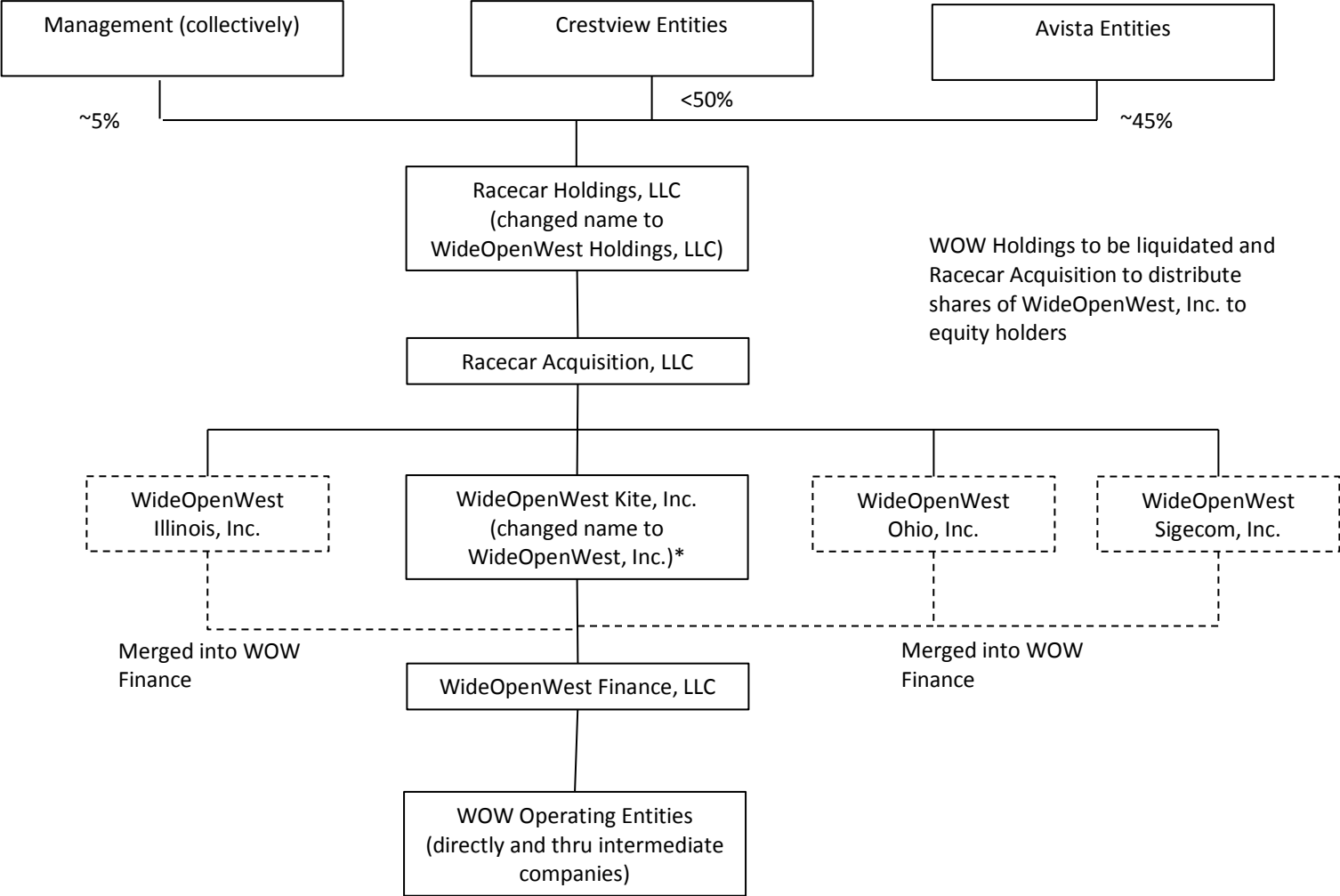
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<sup>4</sup> WOW Holdings was previously named Racecar Holdings, LLC.

**EXHIBIT A**

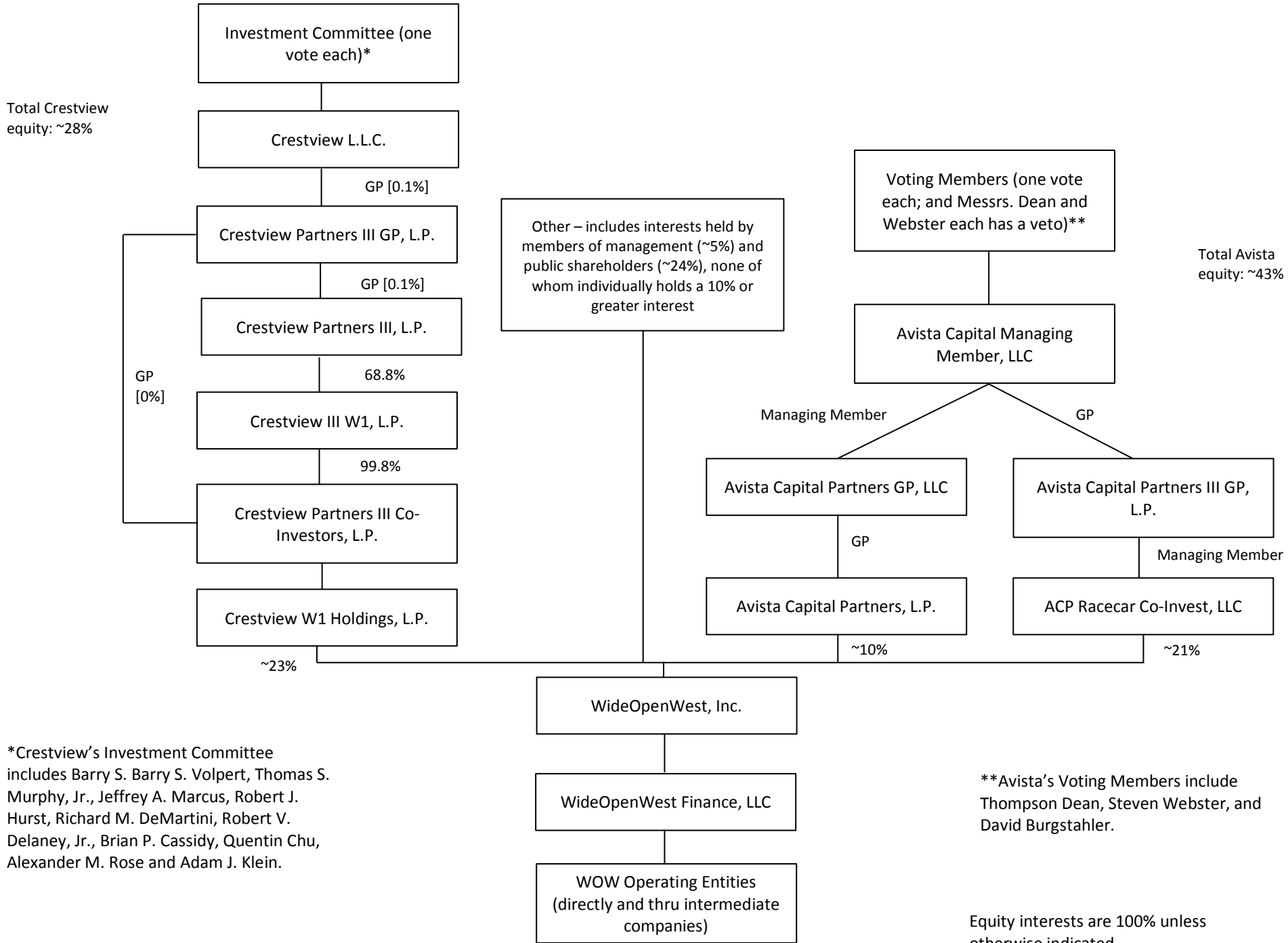
**OWNERSHIP DIAGRAMS**

# 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, and David Burgstahler.

Equity interests are 100% unless otherwise indicated