

June 2, 2020

Via ECFS, IBFS

Marlene Dortch
Secretary
Federal Communications Commission
445-12th Street SW
Washington, DC 20554

Re: **WCB Docket No. 20-76; ITC-T/C-20200309-00039; *In re Application of ACME Communications, Inc., Transferor, ETS Telephone Company, Inc. and ETS Cablevision, Inc., Licensees, and Radiate Holdings, L.P., Transferee, for Consent to a Transaction that will Result in a Change of Control of Companies Holding Domestic and International Authority pursuant to Section 214 of the Communications Act of 1934, as Amended; Supplement to Application***

Dear Ms. Dortch:

On March 9, 2020, ACME Communications, Inc. (“ACME”), the Transferor, ETS Telephone Company, Inc. and ETS Cablevision, Inc. (together, the “ETS Licensees”) and Radiate Holdings, L.P. (“Radiate”), the transferee, (collectively, the “Applicants”), filed the above-referenced application (the “Application”) to request Commission approval for a Transaction in which ACME will transfer control of the ETS Licensees to Radiate. Pursuant to discussion with Staff, this filing made through counsel for the Applicants, is made to supplement the information provided in the Application.

Ownership and Affiliation Information

As discussed in the Application, Radiate, the Transferee, is a holding company that is majority owned and controlled by certain investment funds ultimately controlled by the principals of TPG Global, LLC (“TPG Global” and, together with affiliated TPG companies, “TPG”). David Bonderman and James G. Coulter, the principals of TPG Global, are both United States citizens.

Radiate is managed, operated, and controlled by a Delaware limited liability company, Radiate Holdings GP, LLC (“Radiate GP”), which is wholly-owned by its sole member, TPG Advisors VII, Inc., whose two shareholders are the persons with ultimate ownership and control of TPG. TPG Advisors, VII, Inc. (and indirectly, its two shareholders that own and control TPG) has the right to appoint a majority of the Board of Directors of Radiate GP. All of the entities in the Radiate ownership chain are U.S.-based.

The Commission has twice reviewed Radiate's ownership in the context of acting on two other Section 214 transfer of control applications in the past four years.¹

Appended, as **Attachment A**, is an updated version of Radiate's corporate structure chart, identifying the manner in which Messrs. Bonderman and Coulter evenly share complete control of the Transferee.² The reportable interests in the Transferee identified in the Application and below have been calculated applying the Commission's attribution rules.³ The Applicants note that the following intermediary entities, each having more than ten percent (10%) direct or indirect interests in the Transferee, were inadvertently excluded from the list of reportable interest-holders identified in the Application:

Name: TPG VII Radiate BL, LLC. (Not shown expressly on chart)
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300
Fort Worth, TX 76102
Citizenship: Delaware
Percentage Interest: 28.1% indirect equity (rounded)– interest held
through 47.67% direct interest in TPG VII DE AIV Holdings L.P.
Principal Business: Holding Company

Name: TPG VII DE BDH, LP (Not shown expressly on chart)
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300
Fort Worth, TX 76102
Citizenship: Delaware
Percentage Interest: 28.1% indirect equity (rounded)– interest held
through 100% direct interest in TPG VII Radiate BL, LLC
Principal Business: Holding Company

¹ *Domestic Section 214 Application Granted for the Transfer of Control of RCN Telecom Services, LLC and Grande Communications Networks LLC to Radiate Holdings, L.P.*, WC Docket No. 16-276 (rel. Nov. 16, 2016); *Notice of Non-Streamlined Domestic 214 Application Granted*, WC Dkt. No. 17-158, DA 17-815 (rel. Aug. 30, 2017) (approving Radiate's acquisition of Wave Holdco, LLC and its operating subsidiaries). Except as stated in this Supplement, there have been no material changes to TPG's ownership since the 2017 review.

² Revisions to this chart since its submission in the 2017 Wave HoldCo acquisition proceeding consist of de minimis (<1%) changes in interests held by certain intermediary entities.

³ 47 C.F.R. § 63.18 (note to paragraph h). TPG Wakeboard BL, LLC (not expressly shown on the chart) holds its 14.99 % indirect equity interest in the Transferee through its 43.0% direct interest in TPG VII Wakeboard Holdings L.P. Additionally, TPG VII Radiate Holdings, LLC (not expressly shown on the chart) holds its 46.6% indirect equity in the Transferee through its 100% direct interest in TPG VII Radiate Holdings I L.P.

Name: TPG VII DE AIV I, LP
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300
Fort Worth, TX 76102
Citizenship: Delaware
Percentage Interest: 28.1% indirect equity (rounded)
(Interest held through 100% direct interest in TPG VII DE BDH, LP)
Principal Business: Private Equity Fund

Name: TPG VII DE AIV II, LP
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300
Fort Worth, TX 76102
Citizenship: Delaware
Percentage Interest: 30.7% indirect equity (rounded) (58.89% through attribution)
Principal Business: Private Equity Fund
(interest held through 52.19% direct interest in TPG VII DE AIV Holdings L.P (treated as a 100% interest in TPG VII DE AIV Holdings L.P))

All of the TPG/Radiate entities identified in the Application and in this filing are formed in Delaware. No interests of 10% or more in domestic telecommunications entities, except those described in the Application, are held by any of the TPG/Radiate entities.

The Applicants also confirm that Mr. Jim Chiu currently owns 100% of the interests in ACME. Attached, as **Attachment B**, is a pre-Transaction corporate structure chart for ACME.

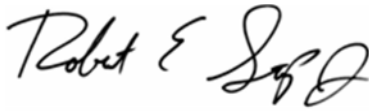
Operational Overlaps/Adjacency

In the Application, the Applicants explained that Grande Communications Networks, LLC (“Grande”) is the only Radiate operating subsidiary providing services in Texas. Grande’s operations primarily are located along the north-south corridor between the Dallas-Fort Worth metropolitan area and San Antonio (including Waco, Temple, Austin and San Marcos), with an extension southeast to Corpus Christi. The Company has additional operations and network presence in the western part of the State, centered in the Odessa-Midland area. Grande has not significantly entered the Houston market, including the areas west-southwest of Houston in which the ETS operations and network are located; however, Grande does have a limited number of deployed facilities near Sugarland and Richmond for provision of phone and low-speed DSL services. These last deployments are in the proximity of a small number of points on ETS fiber

network,. These Grande deployments do not directly overlap with the ETS network and are not adjacent to, *i.e.*, contiguous with, specific locations served by ETS.⁴

The Applicants respectfully request that, based upon the Application and the additional information provided in this supplement, the Commission take expeditious action to approve the Transaction.

Very truly yours,



For ACME and the ETS Licensees:

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⁴ Applicants also clarify their description of the service territories of the current Radiate operating company subsidiaries, specifically, that the RCN Telecom Services, LLC companies provide services in areas of Massachusetts, Illinois, Pennsylvania, New York, and Washington, DC; Grande provides services in areas of Texas, and the WaveDivision Holdings, LLC companies provide services in areas of Washington, Oregon and California.

VERIFICATION

I, Jim Chiu, state that I am the President of ACME Communications, Inc. ("ACME"); that I am authorized to make this Verification on behalf of ACME, that I have read the foregoing document; and that the statements in the foregoing document with respect to ACME are true, accurate and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.



Jim Chiu
President
ACME Communications, Inc.
555 Flower Street, 31st Floor
Los Angeles, CA 90071

VERIFICATION

I, Jeffrey B. Kramp, state that I am the General Counsel of Radiate Holdings, L.P. (“Radiate”); that I am authorized to make this Verification on behalf of Radiate, that I have read the foregoing document; and that the statements in the foregoing document with respect to Radiate, including statements with respect to its corporate ownership, are true, accurate and correct to the best of my knowledge, information and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Jeffrey Kramp

Jeffrey B. Kramp
General Counsel
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Signature: 
Jeffrey Kramp

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Attachment B
PRE-TRANSACTION CORPORATE STRUCTURE CHART
FOR ACME COMMUNICATIONS, INC.

