

approval for a Transaction in which Digital West Holdings will transfer control of the Digital West Licensees to Radiate through the sale of their stock to Radiate (the “Transaction”).³

The Digital West Licensees provide a range of data, voice, and cloud services, primarily to business customers in San Luis Obispo and northern Santa Barbara Counties, California. Their services are also provided in other areas of California to a small number of customers, including residential customers residing in Santa Paula, California.⁴ Digital West Holdings is the current owner of the Digital West Licensees. Radiate is an investment holding company owned by a group of global investment funds. The Transaction will provide the Digital West Licensees with access to the financial resources and the strategic business acumen of Radiate and its investment fund affiliates. Moreover, as a result of the Transaction, the Digital West Licensees will join the Radiate family of companies – RCN Telecom Services, LLC (“RCN”) /Grande Communications Networks, LLC (“Grande”) /WaveDivision Holdings, LLC (“Wave”) /En-Touch Systems, Inc. (“En-Touch”) and their subsidiaries – which together form the sixth largest cable operator in the United States while operating as telecommunications providers in eleven jurisdictions, offering intrastate, interstate, and international telecommunications services. This Transaction is expected to materially strengthen the operations and enhance the market offerings of the Digital West Licensees, to the benefit of California consumers. At the same time, the Transaction holds no adverse consequences either for consumers or for any telecommunications services markets. Consequently, grant of this application by the Commission will serve the public interest.

³ Applicants are filing this as a combined domestic and international Section 214 application pursuant to Section 63.04(b) of the Commission’s rules. The additional information required by § 63.04(b) of the Commission’s rules is provided in **Attachment 1**.

⁴ Internet access service is also provided by the Digital West Licensees to two customers that have offices located in North Carolina and the state of Washington.

The Applicants respectfully request streamlined treatment for both the domestic and international portions of this application. The Transaction qualifies for such treatment for the reasons discussed below, in Section IV.

I. THE PARTIES

A. Digital West Holdings and the Digital West Licensees

Digital West Holdings is a Delaware corporation, located at 1998 Santa Barbara Avenue, Suite 200, San Luis Obispo, CA 93401. Digital West Holdings is an investment holding company for Digital West. In 2017, Digital West Holdings and Digital West acquired all of the interests in Norcast and Blue Rooster.⁵

Digital West, a California corporation, is a direct subsidiary of Digital West Holdings. Digital West holds domestic Section 214 authority by operation of law.⁶ Digital West also holds a Certificate of Public Convenience and Necessity (“CPCN”) from the California Public Utility Commission (“CPUC”) to provide intrastate local and long distance telecommunications services.

Norcast, a California corporation, is a wholly-owned subsidiary of Digital West. Norcast holds domestic Section 214 authority by operation of law,⁷ and holds an international Section 214 license for global facilities-based and global resale services.⁸ Digital West holds a CPCN from the CPUC to provide intrastate telecommunications services.

Blue Rooster, a California corporation and a wholly-owned subsidiary of Norcast, holds domestic Section 214 authority by operation of law,⁹ and holds an international Section 214

⁵ WC Docket No. 17-221; IB File No. ITC-T/C-20170829-00148.

⁶ See 47 C.F.R. § 63.01.

⁷ *Id.*

⁸ IB File No. ITC-214-20030410-00183.

⁹ See 47 C.F.R. § 63.01.

license.¹⁰ Blue Rooster holds a CPCN from the CPUC to provide intrastate telecommunications services.

Digital West, Norcast and Blue Rooster are all located at 1998 Santa Barbara Avenue, San Luis Obispo, CA 93401.

B. Radiate Holdings, L.P.

Radiate, a Delaware limited partnership, 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”).¹¹ Specifically, 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.

TPG is a leading global alternative asset firm founded in 1992 with investment platforms across a wide range of asset classes, including private equity, growth venture, real estate, credit, and public equity. David Bonderman and James G. Coulter, the principals of TPG Global and both U.S. citizens, evenly share complete control of Radiate.

For more than 25 years, TPG has provided resources and expertise to help strengthen and grow its portfolio companies, differentiating itself from other investors by providing innovative

¹⁰ See IB File No. ITC-214-20100317-00112.

¹¹ Radiate and its ownership were recently reviewed by the Commission in connection with their acquisition of ETS Telephone Company, Inc. and ETS Cablevision, Inc. (“En-Touch Licensees”) in WC Docket No. 20-76 and ITC-T/C-20200309-00039.

solutions to complex and challenging situations in various sectors. TPG, which currently has approximately \$72 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.

TPG controls the RCN Telecom Services entities,¹² Grande Communications Networks, LLC, the Wave entities,¹³ and the En-Touch entities¹⁴ which, as of February 27, 2020, have over 990,000 customers and provide services such as industry-leading high-speed internet, cable services broadband products, digital TV, phone services, and fiber optic solutions. RCN operates in areas of Massachusetts, Chicago, Pennsylvania, New York City, Virginia, Maryland and Washington, DC. Grande and En-Touch operate in Texas. The Wave entities operate in California, Oregon, and Washington. Neither TPG nor any of the Radiate companies holds interests of ten percent or more in any other domestic telecommunications companies.

II. DESCRIPTION OF THE TRANSACTION

On July 2, 2020, Radiate's wholly-owned subsidiary, Radiate HoldCo, LLC, executed a Letter of Intent (the "Agreement") with Digital West Holdings. Pursuant to the Agreement, Radiate, through another wholly-owned subsidiary, Radiate Acquisition, Inc. ("RAQ"), will acquire all of the direct stock interests in Digital West and, thus, all of the indirect interests in

¹² The RCN Telecom Services entities consist of RCN Telecom Services (Lehigh) LLC, RCN Telecom Services of Philadelphia, LLC, RCN NY LLC 1, RCN Telecom Services of Massachusetts, LLC, RCN Telecom Services of Illinois, LLC (IL), RCN Telecom Services of New York LP, and Starpower Communications, LLC.

¹³ The Wave entities consist of Wave Division I, LLC, Wave Division II, LLC, Wave Division III, LLC, Wave Division IV, LLC, Wave Division VII, LLC, Astound Broadband, LLC, Astound Phone Services, LLC, Sawtooth Technologies, LLC, Cedar Communications, LLC, and Seattle's Best Internet, LLC.

¹⁴ The En-Touch entities consist of En-Touch Systems, Inc., the En-Touch Licensees and En-Touch Alarm Systems, Inc.

Norcast and Blue Rooster. At closing, Digital West will be a direct wholly-owned subsidiary of RAQ. Norcast and Blue Rooster will be indirect wholly-owned subsidiaries of RAQ. The three Digital West Licensees, which will remain intact and continue to operate pursuant to their Commission-granted authority, will be indirect, wholly-owned subsidiaries of Radiate. The Transaction does not involve the assignment of any telecommunications authorizations, and will be transparent to all customers of the Digital West Licensees.

Charts illustrating the pre-closing and post-closing ownership structures of the Digital West Licensees are provided as **Attachment 2**.

III. PUBLIC INTEREST STATEMENT

The Transaction will benefit the public interest. Consummation of the Transaction will provide the Digital West Licensees with access to the extensive financial, technical and operational resources of Radiate and its current affiliates, including the family of RCN, Grande, Wave and En-Touch entities, thus strengthening the operations of the Digital West Licensees in the California telecommunications services and cloud services markets. At the same time, the Digital West Licensees will contribute their own experience and resources to the RCN/Grande/Wave/En-Touch family of providers. These resources include an estimated seventy (70) miles of fiber network owned by the Digital West Licensees and an additional (approximately) 2,700 business and, to a lesser degree, residential customers, primarily located in Central California. As a result, the benefits of this Transaction will be felt not only by consumers in the Digital West Licensees' operating territories but also throughout the combined territories of the RCN/Grande/Wave/En-Touch operating companies.

Even as these benefits are generated, the Transaction will have no adverse effects upon the operations of the Digital West Licensees, their customers, or the telecommunications markets

in either California or nationwide. Following consummation of the Transaction, the Digital West Licensees will continue to provide the full range of services they do today, without diminishment or interruption. Consequently, the Transaction will not reduce the range or quality of service options available to California consumers.

Similarly, the Transaction presents no anti-competitive concerns and will have no adverse impact on the U.S. domestic or international telecommunications markets. The Digital West Licensees (in combination) and the current Radiate subsidiaries (in combination) each have a less than ten percent (10%) share of the interstate interexchange market, and the Transaction will not result in Radiate's subsidiaries, post-transaction, increasing the combined market share above ten percent (10%) or in a manner that could impair competition in these product markets. To the contrary, the presence of numerous other interexchange carriers operating nationwide will ensure the continued competitiveness of this service sector. In addition, no local telecommunications market concentration will result from the Transaction. The Digital West Licensees currently operate solely in California. Post-close, Astound Broadband, LLC ("Astound") will be the only affiliate of the Digital West Licensees that is operating in California. The Digital West Licensees and Astound network facilities in California are situated a material distance from each other, serving different urban areas. There is no overlap or adjacency between these networks.¹⁵

Finally, given the absence of foreign carrier affiliates of any of the Parties, the Transaction will not raise any foreign affiliation issues with potential for anti-competitive effects upon the

¹⁵ With one immaterial exception, Astound and the Digital West licensees operate in entirely separate areas of the State. The Digital West Licensees do provide some legacy voice and data services, solely over copper, to a limited number of customers in Santa Maria and Lompoc, within range of Astound Broadband's operations; however, the Digital West Licensees' services in these areas are limited by the existing copper plant – their market penetration in these areas has consequently remained inherently low. In these same urban areas, Astound Broadband has fiber network such that the two do not compete for similar customer segments.

international telecommunications markets. Nor does the ownership of Radiate raise any foreign control issues with potential implications for U.S. national security.

IV. REQUEST FOR STREAMLINED TREATMENT OF THE APPLICATION

Applicants respectfully request streamlined treatment of both components of the Application pursuant to Section 63.03 (domestic) and Section 63.12 (international) of the Commission's rules.¹⁶ Following consummation of the Transaction, Radiate and its affiliates, as defined in Section 3(1) of the Act ("Affiliates") (i) collectively will have less than a ten percent (10%) share of the interstate, interexchange market; (ii) will provide local exchange service, if at all, only in areas served by dominant local exchange carriers that are not a party to the Transaction; (iii) will not be dominant with respect to any U.S. service; and (iv) will not be affiliated with a foreign carrier. Additionally, after the consummation of the Transaction, Radiate and its Affiliates will not be affiliated 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 COMMISSION'S RULES

Pursuant to Commission rule Section 63.24 (e), the Applicants provide the following responses to, and certifications for, paragraphs (a)-(d) and (h)-(p) of Commission rule Section 63.18.

(a) Name, address, telephone number

Digital West Holdings, Inc. (FRN: 0030040877)
Digital West Networks, Inc. (FRN: 0024746711)
Norcast Communications, Inc. (FRN: 0008660763)
Blue Rooster Telecom, Inc. (FRN: 0019631415)

1998 Santa Barbara Avenue, Suite 200
San Luis Obispo, CA 93401
Tel: (805) 548-8000

¹⁶ 47 C.F.R. §§ 63.03, 63.12.

Radiate Holdings, L.P. (FRN: 0025854779)
650 College Road East, Suite 3100
Princeton, NJ 08540
Tel: (609) 452-8197

(b) Citizenship

Digital West Holdings is a Delaware corporation. The Digital West Licensees are each California corporations. Radiate is a Delaware limited partnership.

(c) Contact information for Correspondence

Correspondence concerning this Application should be sent to:

**For Digital West Holdings
and the Digital West Licensees:**

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With a Copy to:

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Vice President, Regulatory & Public Affairs
RCN / Grande / Wave
650 College Road East, Suite 3100
Princeton, NJ 08540
Email: joe.kahl@rcn.net

(d) International 214 Authorizations:

Digital West Holdings is not a carrier and does not hold any Section 214 authority.

Digital West, Norcast and Blue Rooster each hold blanket domestic Section 214 authority by operation of law.¹⁷ Norcast and Blue Rooster also hold international Section 214 authority, granted on May 2, 2003, in File Number ITC-214-20030410-00183 (Norcast) and on April 16, 2010, in File Number ITC-214-20100317-00112 (Blue Rooster).

Radiate is not a carrier and does not hold any Section 214 authority. Radiate indirectly controls RCN, Grande, Wave and En-Touch operating companies, which, among them, hold several Section 214 authorizations. A list of these operating companies' Section 214 authorizations is provided as **Attachment 3**.

¹⁷ See 47 C.F.R. § 63.01.

(h) Ten Percent or Greater Interest Holders/Interlocking Directorates

As noted above, Norcast and Blue Rooster are each wholly-owned subsidiaries of Digital West and, together with Digital West comprise the Digital West Licensees. After consummation of the Transaction, the following entities and/or individuals will own a ten percent (10%) or greater direct or indirect ownership interest in the Digital West Licensees. These ownership interests are reflected on the organizational charts provided in Attachment 2, except as noted below.

Name: Radiate Acquisition, Inc.
Address: 650 College Road East, Suite 3100, Princeton, NJ 08540
Citizenship: Delaware
Percentage Interest: 100% direct equity in Digital West
Principal Business: Holding Company

Name: Radiate HoldCo, LLC
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, TX 76102
Citizenship: Delaware
Percentage Interest: 100% indirect equity – interest held through 100% interest in Radiate Acquisition, Inc.
Principal Business: Holding Company

Name: Radiate TopCo, LLC
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, TX 76102
Citizenship: Delaware
Percentage Interest: 100% indirect equity – interest held through 100% interest in Radiate HoldCo, LLC
Principal Business: Holding Company

Name: Radiate Holdings, L.P.
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, TX 76102
Citizenship: Delaware
Percentage Interest: 100 % indirect equity – interest held through 100% interest in Radiate TopCo, LLC
Principal Business: Holding Company

Name: TPG VII Radiate Holdings I, L.P.
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300,
Fort Worth, TX 76102
Citizenship: Delaware
Percentage Interest: 46.6% indirect equity (rounded) – interest held through
Radiate Holdings, L.P.
Principal Business: Holding Company

Name: TPG VII Wakeboard Holdings, L.P.
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300
Fort Worth, TX 76102
Citizenship: Delaware
Percentage Interest: 34.9% indirect equity (rounded) – interest held through
Radiate Holdings, L.P.
Principal Business: Holding Company

Name: TPG VII Radiate Holdings, LLC
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300
Fort Worth, TX 76102
Citizenship: Delaware
Percentage Interest: 46.6% indirect equity (rounded) – interest held through
Radiate Holdings, L.P.
Principal Business: Holding Company

Name: TPG VII DE AIV Holdings, L.P.
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300
Fort Worth, TX 76102
Citizenship: Delaware
Percentage Interest: 58.89% indirect equity (rounded) – interest held through
TPG VII Radiate Holdings I, L.P. and TPG VII Wakeboard
Holdings, L.P.
Principal Business: Holding Company

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

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) – 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)
Principal Business: Private Equity Fund

Name: TPG Wakeboard BL, LLC (Not expressly on chart)
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300
Fort Worth, TX 76102
Citizenship: Delaware
Percentage Interest: 14.99 % indirect equity (rounded) interest held through
43.0% direct interest in TPG VII Wakeboard Holdings L.P.
Principal Business: Holding Company

Name: TPG Wakeboard Co-Invest II, L.P.
Address: c/o TPG Global, LLC, 301 Commerce Street, Suite 3300
Fort Worth, TX 76102
Citizenship: United States
Percentage Interest: 14.99% indirect equity (rounded) – interest held through
TPG VII Wakeboard Holdings, L.P.
Principal Business: Private Equity Fund

Upon closing, no other entity or individual will own a ten percent (10%) or greater direct or indirect equity or voting interest in the Digital West Licensees.¹⁸ There are no interlocking directorates with foreign carriers.

(i) Foreign Carrier Affiliation Certification

The Digital West Licensees will not acquire any foreign carrier affiliates as a result of the Transaction.

(j) Foreign Carrier and Destination Countries

The Applicants certify that, upon consummation of the Transaction, the Digital West Licensees will not provide international telecommunications services to any destination country in which: (1) one of them or Radiate is a foreign carrier in the destination market; (2) one of them or Radiate control a foreign carrier in the destination market; (3) any entity that owns more than twenty five percent (25%) of, or that controls, the Digital West Licensees or Radiate, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than twenty-five percent (25%) of the Digital West Licensees or Radiate and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

(k) WTO Membership of Destination Countries

Not applicable.

(l) Reserved

¹⁸ Other than minor incentive units grants to employees in the ordinary course, the ownership information for Radiate Holdings has not changed since the submissions earlier this year in WC Docket No. 20-76 and ITC-T/C-20200309-00039.

(m) International Telecommunications Services

Radiate is an investment holding company and does not operate as a telecommunications service provider. In the event that the Commission classifies the Digital West Licensees as dominant on a foreign route, which they should not, the Digital West Licensees agree that they will not resell the international switched services of an affiliated, facilities-based U.S. carrier to such foreign point except in accordance with the Commission's Rules.

(n) Special Concessions Certification

Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to adversely affect competition in the U.S. market and, further, that they will not enter into such agreements in the future.

(o) Federal Benefits/Anti-Drug Act of 1988 Certification

The Applicants certify, pursuant to §§ 1.2001 through 1.2003 of the Commission's Rules, that they are not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(p) Eligibility for Streamlined Processing

The Applicants request streamlined processing of this Application pursuant to § 63.12 of the Commission's Rules, 47 C.F.R. § 63.12, for the reasons set forth in Section IV of this Application.

WHEREFORE, for the foregoing reasons, the Applicants respectfully request that the Commission expeditiously act to approve the Transaction described herein.

Respectfully submitted,

**Digital West Holdings, Inc.,
Digital West Networks, Inc.,
Norcast Communications Corporation
and Blue Rooster Telecom, Inc.**



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LIST OF ATTACHMENTS

Attachment 1	Information required by 47 C.F.R. §63.04
Attachment 2	Pre-Transaction and Post-Transaction Organizational Charts
Attachment 3	Licensing and Operational Details for the RCN/Grande/Wave/En-Touch Operating Companies

Attachment 1

INFORMATION REQUIRED BY 63.04(b)

In accordance with the requirements of § 63.04(b) of the Commission's rules, Applicants provide the following information:

63.04(a)(6): Description of the Transaction

The Transaction is described in Section II of the Application.

63.04(a)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is described in Section I of the Application.

63.04(a)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing for the reasons described in Section IV of the Application.

63.04(a)(9): Other Pending Commission Applications Concerning the Proposed Transaction

There are no other pending Commission applications concerning the proposed Transaction.

63.04(a)(10): Special Considerations

Not Applicable.

63.04(a)(11): Waiver Requests (If Any)

None.

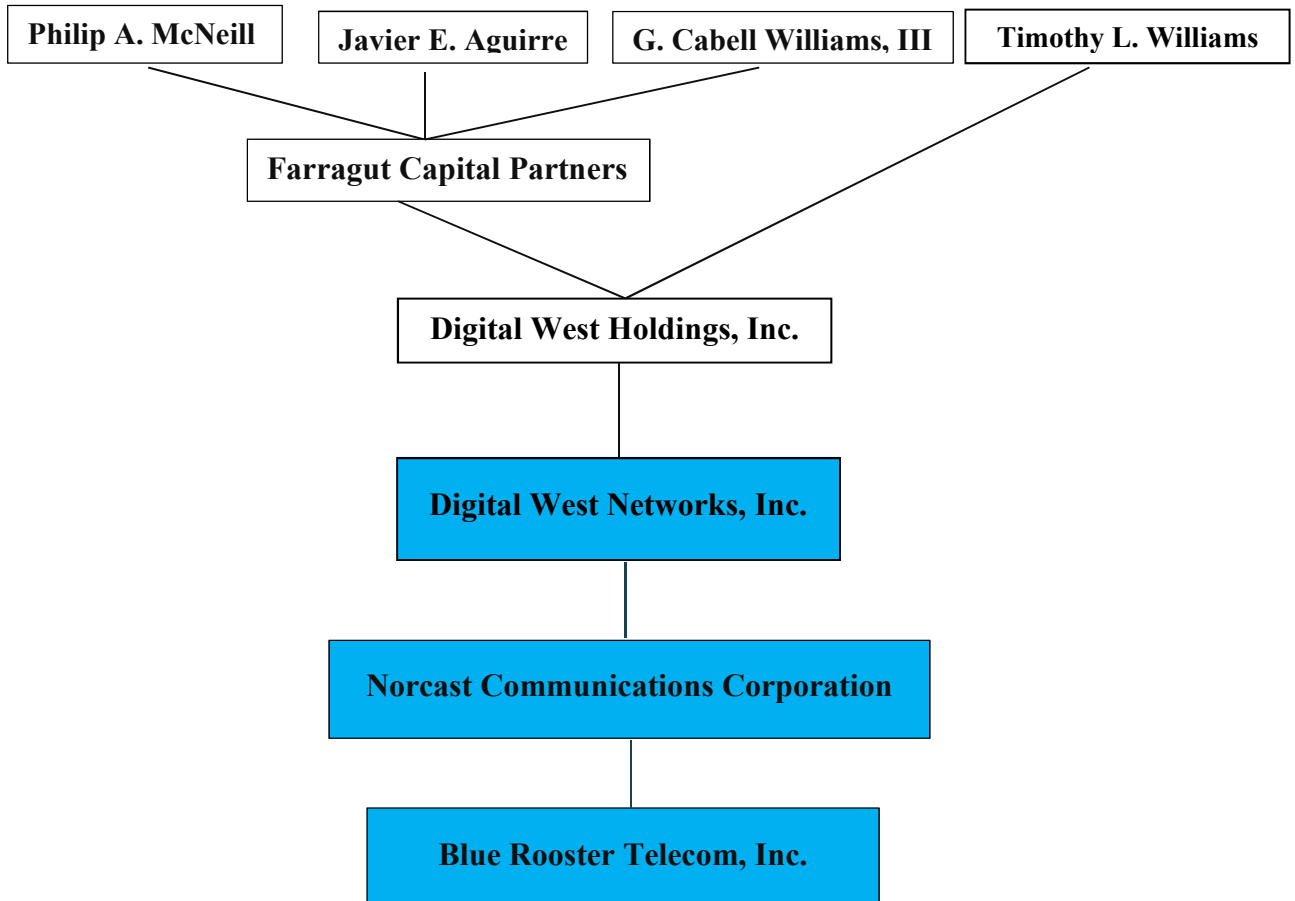
63.04(a)(12): Public Interest Statement

The Transaction is in the public interest for the reasons detailed in Section III of the Application.

Attachment 2

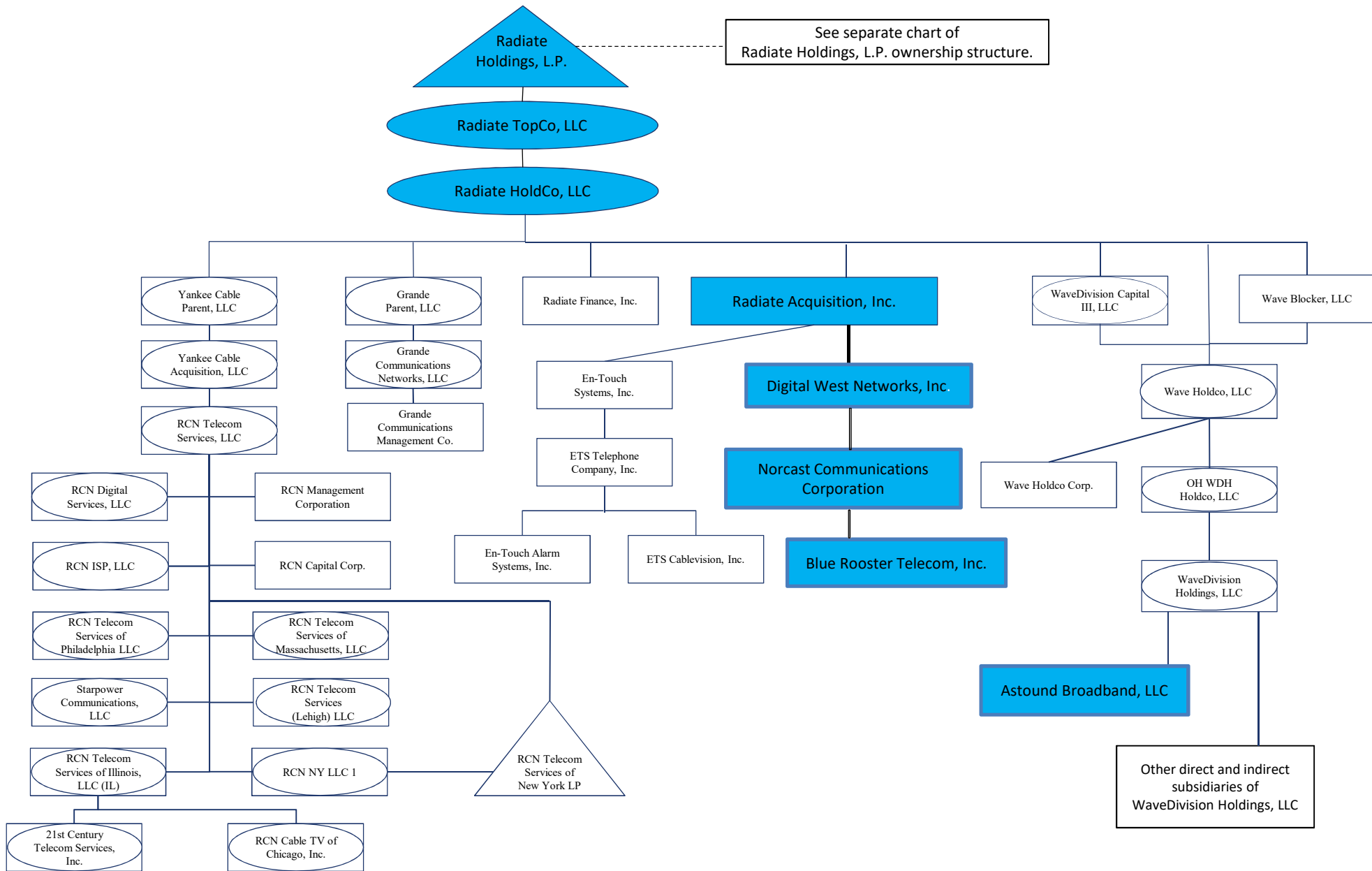
Digital West Licensees Pre-Close Ownership Chart

Digital West Licensees Pre-Close Ownership

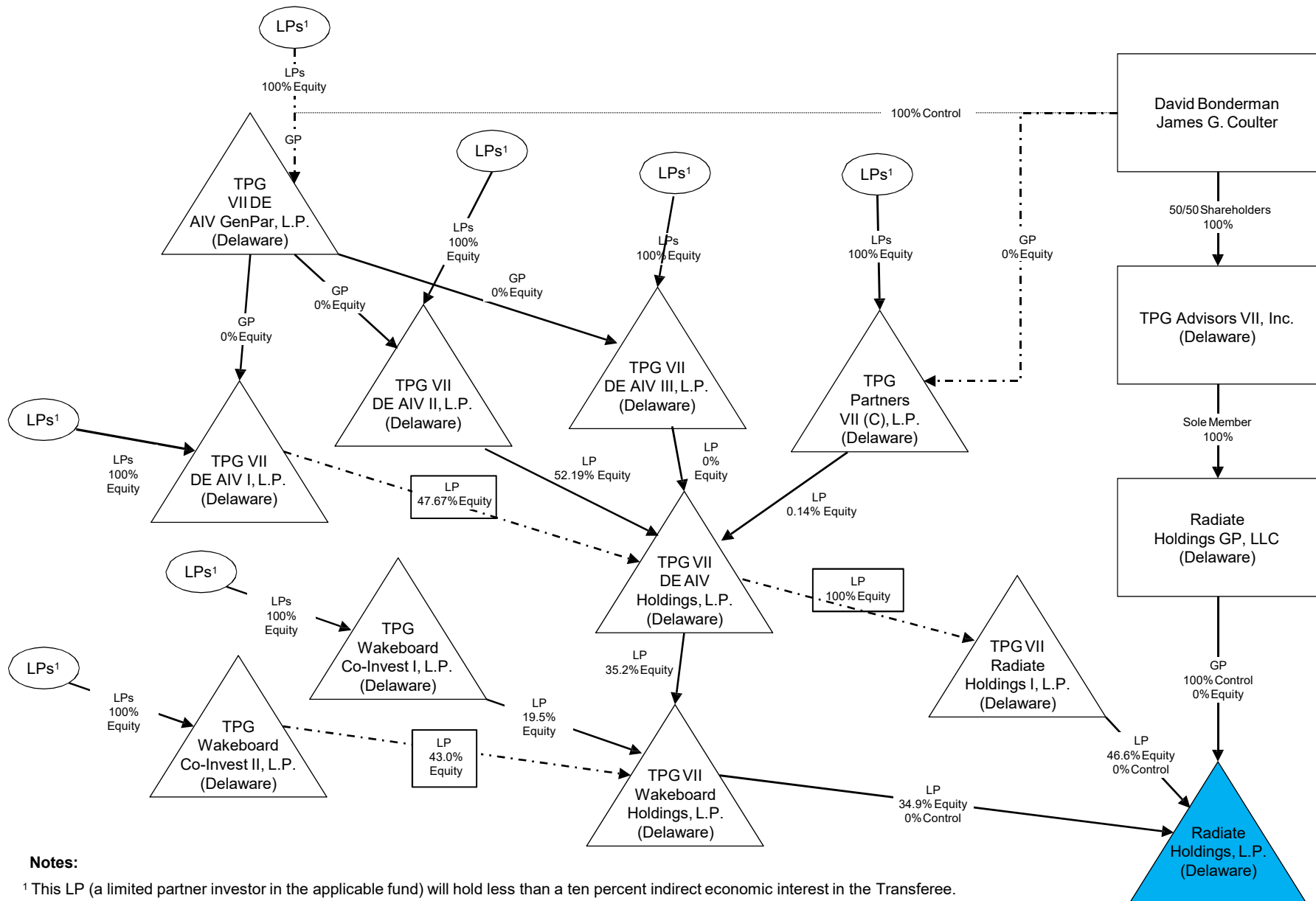


Digital West Licensees Post-Close Ownership Chart

Digital West Licensees Post-Close Ownership



Radiate Holdings, L.P. Ownership Structure



Attachment 3

**Licensing and Operational Details
for the RCN/Grande/Wave Operating Companies**

	International Bureau File Number
Astound Broadband, LLC	ITC-214-20050701-00565
Astound Phone Services, LLC	ITC-214-20171016-00172
ETS Telephone Company, Inc.	ITC-214-19960311-00007
Grande Communications Networks LLC	ITC-214-20001108-00651
RCN Telecom Services (Lehigh) LLC	ITC-214-19961004-00490
RCN Telecom Services of Philadelphia, LLC	ITC-214-19970707-00379
RCN Telecom Services of New York, LP	ITC-214-19970707-00384
RCN Telecom Services (Lehigh) LLC	ITC-214-19970717-00411
RCN Telecom Services (Lehigh) LLC	ITC-214-19970723-00430
RCN Telecom Services of Massachusetts, LLC	ITC-214-19971027-00661
RCN Telecom Services of Illinois, LLC	ITC-214-19980731-00532
RCN Telecom Services (Lehigh) LLC	ITC-214-19981002-00679
Starpower Communications, LLC	ITC-214-19980116-00024

Each of these companies, as well as ETS Cablevision, Inc., holds blanket domestic
Section 214 authority by operation of law, pursuant to 47 C.F.R. § 63.01.