

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

Application of

RADIATE HOLDINGS, L.P.
Transferor,

STONEPEAK ASSOCIATES IV LLC
Transferee,

DIGITAL WEST NETWORKS, INC.

NORCAST COMMUNICATIONS CORPORATION, AND

BLUE ROOSTER TELECOM, INC.,

Licensees,

For Consent to Transfer Indirect Control of
Companies Holding Domestic and International
Authority Pursuant to Section 214 of the
Communications Act of 1934, as Amended

WC Docket No. 21-_____
ITC-T/C-_____

**CONSOLIDATED APPLICATION FOR CONSENT TO TRANSFER CONTROL
OF SECTION 214 AUTHORITY HOLDERS—STREAMLINED PROCESSING
REQUESTED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”),¹ and Sections 63.04, 63.18, and 63.24 of the Commission’s rules,² Radiate Holdings, L.P. (“Radiate Holdings” or “Transferor”), Stonepeak Associates IV LLC (“Transferee”), and the Digital West Companies (as defined below) respectfully request Commission approval to transfer indirect control of the Digital West Companies from Transferor to Transferee. The Digital West Companies include: Digital West Networks, Inc. (“Digital West”), Norcast Communications

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.04, 63.18, and 63.24.

Corporation (“Norcast”) and Blue Rooster Telecom, Inc. (“Blue Rooster”). Transferor, Transferee, and the Digital West Companies are collectively referred to as “Applicants”.

Radiate Holdings and Transferee are currently parties to a transaction (the “Proposed Transaction”) for which Section 214 applications are pending before the Commission (the “December Applications”), and through which Transferee will acquire control of Radiate Holdings and its operating subsidiaries.³ At the time the December Applications were submitted, the Digital West Companies were not yet subsidiaries of Radiate Holdings. However, as noted in the December Application, Commission approval for Radiate Holdings to acquire the Digital West Companies had been granted but closing, while imminent, had not yet occurred.⁴ Radiate Holdings and Transferee requested– that the Commission’s approval of the December Applications encompass the newly acquired Digital West Companies.⁵ This request for consent was acknowledged in the subsequent public notice for the December Applications.⁶ Review of the December Applications is ongoing at this time and, pursuant to a recent request made by Commission Staff, the Applicants submit this

³ *Application of Radiate Holdings, L.P., Transferor, Stonepeak Associates IV LLC, transferee, RCN Telecom Services (Lehigh) LLC et al, Authority Holders, for Consent to Transfer Indirect Control of Companies Holding Domestic and International Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended*, WC Dkt. 20-407, IBFS File Nos. ITC-T/C-20201202-00196 through -00206. Additional applications were filed for approval of the Proposed Transaction in connection with a CARS license as well as numerous earth station and wireless licenses held by Radiate Holdings subsidiaries.

⁴ The Commission granted the international Section 214 application, effective October 23, 2020, and granted the domestic Section 214 application, effective November 7, 2020. *See* Public Notices: *International Authorizations Granted; Section 214 Applications* (47 C.F.R. §§ 63.18, 63.24); *Section 310(b) Petitions* (47 C.F.R. § 1.5000), DA No. 20-1276 (rel. Oct. 29, 2020) (IBFS File Nos. ITC-T/C-20201005-00177; ITC-T/C-20201005-00178); *Notice of Domestic Section 214 Authorization Granted*, WC Dkt. No. 20-325 (rel. Nov. 9, 2020).

⁵ *See* December Applications, n.3.

⁶ Public Notice, *Section 214 Applications Filed for the Transfer of Control of Subsidiaries of Radiate Holdings, L.P. to Stonepeak Associates IV LLC*, WC Docket No. 20-407, DA 20-1493, at 2, n.4 (WCB and IB rel. Dec. 16, 2020).

application for approval to transfer indirect control of the Digital West Companies to Transferee. Applicants request that consideration of this Application be processed on a streamlined basis. In the alternative, this Application should be consolidated with processing of the December Application without the need for further public notice of the Applicants' request for the transfer of the Digital West Companies, and the entire Proposed Transaction, including the sale of the Digital West Companies, should be approved simultaneously to allow a comprehensive close following grant of this Application and the December Applications. In either case, given that there has been no opposition to the Proposed Transaction, the Applicants respectfully request that the Commission expeditiously grant both the December Application and this Application so that the parties can consummate the transaction in the middle of the second quarter of this year.

The Proposed Transaction will serve the public interest, convenience, and necessity by providing the Digital West Companies with access to the financial resources and management expertise of Transferee and its affiliates, which will enable expansion and diversification of services and serve to strengthen the Digital West Companies' ability to compete and provide customer service, to the benefit of consumers. It will not result in any loss or impairment of service for any of the Digital West Companies' customers and will have no adverse effects upon competition in any areas where the Digital West Companies provide telecommunications services. Following consummation of the Proposed Transaction, each of the Digital West Companies will retain its Commission authorizations and will continue to provide services as before. Accordingly, the Proposed Transaction raises no public-interest concerns that warrant an extended review or transaction-specific conditions for consent. Indeed, this application qualifies for presumptive streamlined processing under 47 C.F.R. §§ 63.03(b)(2)(ii), as Transferee is not a telecommunications service provider. This application also qualifies for streamlined processing under 47 C.F.R. § 63.12(c)(1)(ii), because the

consummation of the Proposed Transaction will not result in any affiliations with foreign carriers with market power under 47 C.F.R. § 63.10(a)(3). Nor will consummation of the Proposed Transaction create new combinations that will adversely affect competition on any U.S.-international route.

Pursuant to Section 63.04(b) of the Commission’s rules,⁷ Applicants are filing a combined application for the proposed transfer of control of the Digital West Companies, covering their domestic interstate and international authorizations.⁸ Applicants provide below the information

⁷ 47 C.F.R. § 63.04(b).

⁸ Applicants filed a supplement to the December Applications on December 23, 2020, providing additional information about overlaps between the service areas of the Authority Holders as defined in the December Applications. *See* Letter from William M. Wiltshire, Counsel for Transferee, and Edward A. Yorkgitis, Jr., Counsel for Transferor and Authority Holders, to Marlene H. Dortch, Secretary, FCC, WCB Dkt No. 20-407, IBFS File Nos. ITC-T/C-20201202-00196 through -00206 (filed Dec. 23, 2020)(“Supplement”). Applicants hereby incorporate the Supplement into this Application by reference. As with the Authority Holders to be acquired by the Transferee’s affiliates as part of the Proposed Transaction, wholesale transport and dark fiber are not core product markets for the Digital West Companies (*see* Supplement at 1), but they are the key markets for the Transferee’s telecom affiliate ExteNet Systems, Inc. (“ESI”), which focuses on deploying distributed networks as a “carrier’s carrier” to serve its wireless service provider customers to enhance their coverage and capacity and enable superior wireless service in both outdoor and indoor environments. *See* Supplement at 1-2. The Digital West Companies primarily serve retail business customers and provide turn-key digital solutions to deliver connectivity, telephone, cloud services, security, among other critical capabilities. Further, there is only *de minimis* overlap in the geographic markets served using fiber facilities by the Digital West Companies – only in California, broadly south of the San Francisco Bay area in the vicinity of San Luis Obispo down through Santa Barbara County -- and those served by Transferee or its affiliates in Sacramento and San Francisco. Specifically, in a small portion of the Digital West Companies’ service area, ESI owns dark fiber that is currently leased to an unaffiliated third party and is used to connect one node to a hub site, neither of which is owned by ESI. In any event, there is an abundance of large, nationwide and regional competitors for fiber-based transport and distributed networks services in each market served by ESI, and wireless providers have themselves been building out much of their initial 5G networks. And the dark fiber markets are highly competitive and served by ILECs, large cable companies, and/or competitive telecommunications providers in the small overlap area between ESI and the Digital West Companies. For the foregoing reasons, there is no significant competitive overlap between ESI and the Digital West Companies in any retail or wholesale product or

required by Sections 63.04(a) (see part III) and 63.24(e)(2) (see part IV) of the Commission’s rules.⁹ The Applicants seek to consummate the Proposed Transaction as soon as possible upon receipt of the required regulatory consents.¹⁰

I. BACKGROUND

A. Parties to the Proposed Transaction

1. Radiate Holdings

Radiate Holdings is a Delaware limited partnership and serves as the common parent entity for the Digital West Companies and its affiliates. The general partner of Radiate Holdings is Radiate Holdings GP, LLC, (“Radiate GP”) and the sole member of Radiate GP is TPG Advisors VII, Inc. (“TPG Advisors”), a Delaware investment fund holding company that is directly owned and controlled jointly by the principals of TPG Global, LLC (“TPG”) – David Bonderman and James G. Coulter. Radiate GP is managed by its board of directors (the “GP Board”), a majority of which directors are appointed by TPG Advisors. Accordingly, TPG Advisors, through its appointees on the GP Board, controls Radiate GP and in turn the Digital West Companies. (The majority of the limited partnership (equity) interests in Radiate Holdings are directly or indirectly held by certain investment funds or managed vehicles that are also ultimately controlled by David Bonderman and James G. Coulter.)

2. Digital West Companies

geographic market, and grant of the Application will have no detrimental impact on competition in any relevant market.

⁹ 47 C.F.R. §§ 63.24(e)(2), 63.04(a)(6)-(12).

¹⁰ Consummation of the Proposed Transaction will take place following approvals of both this application, the December Applications and the related Commission applications identified in note 3, *supra*.

Digital West, a California corporation, holds domestic Section 214 authority by operation of law¹¹ and thereby provides domestic interstate services to California customers. 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,¹² and holds an international Section 214 license for global facilities-based and global resale services.¹³ 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,¹⁴ and holds an international Section 214 license.¹⁵ 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.

3. Stonepeak Associates IV LLC

Transferee is a Delaware limited liability company affiliated with private equity funds managed by Stonepeak Infrastructure Partners (“Stonepeak”), a specialized private equity firm that

¹¹ See 47 C.F.R. § 63.01.

¹² *Id.*

¹³ IB File No. ITC-214-20030410-00183.

¹⁴ See 47 C.F.R. § 63.01.

¹⁵ See IB File No. ITC-214-20100317-00112.

invests in strategically important infrastructure assets within the communications, energy, power, water, renewables, and transportation sectors. Founded in 2011 and headquartered in New York, Stonepeak manages over \$31.3 billion of capital for its investors.¹⁶ Stonepeak has considerable experience in the digital infrastructure sector with select investments across residential broadband, data centers, enterprise fiber, towers, and small cells that give it visibility and expertise across the broader communications sector. This experience positions Stonepeak as an ideal partner to the Digital West Companies as they continue to grow and strengthen their service offerings.

Stonepeak itself is ultimately controlled by Michael Dorrell, who is a citizen of, and who resides in, the United States.¹⁷ Mr. Dorrell has been involved in all phases of Stonepeak's development since 2011, and has 20 years of experience investing in infrastructure.

Upon consummation of the Proposed Transaction, Transferee will be the sole member of Radiate GP and, through its appointment of a majority of the directors of the GP Board, will control Radiate GP and in turn the Digital West Companies. Transferee and the Stonepeak funds and managed vehicles that will indirectly own a majority of the limited partnership interests in Radiate Holdings are controlled by Mr. Dorrell.

¹⁶ Stonepeak's assets under management ("AUM") calculation provided herein is determined by taking into account (i) unfunded capital commitments of Stonepeak Infrastructure Fund LP, Stonepeak Infrastructure Fund II LP, Stonepeak Infrastructure Fund III LP, Stonepeak Global Renewables Fund LP, and Stonepeak Infrastructure Credit Fund I LP and any co-invest vehicles managed by Stonepeak as of September 30, 2020, (ii) the gross asset value of such funds and co-invest vehicles, plus any feeder fund level cash with respect to such funds and co-invest vehicles as of September 30, 2020, (iii) accepted capital commitments of Stonepeak Infrastructure Fund IV LP as of February 16, 2021, and (iv) capital commitments of Stonepeak Global Renewables Fund LP accepted between September 30, 2020 and February 22, 2021. The AUM figure differs from the amount of assets under management reported for regulatory purposes and is based on gross asset values that are estimated and unaudited.

¹⁷ Mr. Dorrell also holds Australian citizenship.

Stonepeak's communications portfolio companies include the following providers of domestic telecommunications services:

- **ExteNet Systems, Inc. (“ESI”) and its subsidiaries:** Founded in 2002, ESI designs, builds, owns and operates distributed networks for use by national and regional wireless service providers in key strategic markets in North America. ESI and its subsidiaries (“ExteNet”) deploy distributed networks to enhance coverage and capacity and enable superior wireless service in both outdoor and indoor environments. Primary markets addressed by ExteNet include outdoor distributed networks in a variety of densely occupied or heavily traveled settings, and venues used for sports and entertainment events, the hospitality industry, commercial buildings, and healthcare facilities. Collectively, ExteNet holds authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Maine, North Dakota, Vermont, West Virginia and Wyoming. ESI subsidiaries that are authorized to provide intrastate telecommunications services in one or more states are ExteNet Systems (California) LLC, ExteNet Systems (Virginia) LLC, ESI Advanced Wireless Networks, LLC, ExteNet Systems (New York), Inc., Telecommunication Properties, Inc., and Hudson Fiber Networks, Inc. (“Hudson Fiber”).

To the best of Transferee's knowledge, Transferee is not currently affiliated with any other United States domestic telecommunications service provider. Upon consummation of the Proposed Transaction, Transferee will also be affiliated with the Radiate Holdings' operating companies as described in the December Applications.

B. Description of the Proposed Transaction

Pursuant to the terms of the Agreement and Plan of Merger (the “Agreement”) dated October 31, 2020, by and among Transferor, certain affiliates of Transferor, and certain affiliates of Transferee,¹⁸ the Proposed Transaction for the acquisition by certain affiliates of Transferee of Radiate Holdings L.P. and all of its operating subsidiaries, including the Digital West Companies, will be effected through a set of substantially simultaneous mergers, as a result of which:

- Control of the Radiate Holdings’ operating subsidiaries, including the Digital West Companies, will continue to be exercised indirectly through Radiate GP, the general partner of Radiate Holdings. However, upon consummation of the Proposed Transaction (x) the sole member of Radiate GP will change from TPG Advisors to Transferee, and (y) Transferee and not TPG Advisors will have the right to appoint a majority of the directors of the GP Board and, accordingly, will control Radiate GP and, in turn, Radiate Holdings and its operating subsidiaries, including the Digital West Companies.
- The current direct and indirect equity holders of Radiate Holdings will transfer their indirect interests in the Radiate Holdings’ operating subsidiaries, including the Digital West Companies – namely, their limited partnership interests in Radiate Holdings – to two Stonepeak-affiliated entities: Stonepeak Tiger Holdings I LLC, a Delaware limited liability company (“Tiger Holdings I”), and Stonepeak Tiger Holdings II Sub

¹⁸ The Transferee-affiliated parties to the Agreement are: Stonepeak Tiger Holdings I LLC, Stonepeak Tiger Holdings II Sub LLC, Stonepeak Tiger Blocker I LLC, Stonepeak Tiger Blocker II LLC, Stonepeak Tiger Blocker III LLC, Stonepeak Tiger Blocker IV LLC, Stonepeak Tiger GP Merger Sub LLC, and Stonepeak Tiger Partnership Merger Sub LP.

The Transferor-affiliated parties are: Radiate Holdings GP, LLC, TPG VII Radiate BL, LLC; TPG Wakeboard BL, LLC; Radiate GF II Blocker, LLC; Radiate OF II Blocker, LLC, and TPG VII Radiate Holdings I, L.P.

LLC, a Delaware limited liability company (“Tiger Holdings II”), which, together with Transferee, will be under the common indirect control of Mr. Dorrell.

Transferee advises the Commission that Stonepeak is exploring syndicating a portion of its equity interest in Radiate Holdings.¹⁹ The structure of any such co-investment, and identity of the co-investors, is yet to be finalized. The organizational charts provided in Attachment 1 and listed in Attachment 2 already reflect the co-invest vehicles that could potentially hold a 10-percent-or-greater equity interest in Radiate Holdings (although it is also possible that no such vehicle would hold such an interest). While Transferee is unable to currently specify with sufficient accuracy the equity interest to be held by any such co-invest vehicle, the Transferee advises that each such co-invest vehicle will be under the common indirect control of Mr. Dorrell. In addition, and most importantly, *no such co-investment will change the proposed controlling entity of Radiate GP or affect the ownership structure of Transferee as each is described herein.* However, the ownership percentages of the reportable interest holders provided in this application may be reduced or otherwise change as a result of such co-investment, potentially materially so. Applicants will, in a timely fashion, notify the Commission if, as a result of such co-investment, (x) there will be changes in the ownership percentages for reportable interest holders provided in this application

¹⁹ The co-investors may be granted customary minority protections commensurate with their indirect interests in Radiate Holdings, e.g., consent/veto rights over the following matters: (i) amendment or repeal of organizational documents that would disproportionately affect the investor’s rights in a material and adverse manner; (ii) variation of class rights that would disproportionately affect the investor’s rights in a material and adverse manner; (iii) issuance of securities other than in accordance with the pre-emptive regime and other customary exceptions; (iv) changes to the capital structure that would disproportionately affect the investor’s rights in a material and adverse manner; (v) declaration of any dividends/distributions other than on a pro-rata basis; (vi) liquidation, insolvency or winding up; (vii) cessation or material alteration to the nature of the business; (viii) entry into material affiliate transactions, other than on arm’s length terms; and (ix) change in any tax classification that would disproportionately affect the investor in a material and adverse manner.

or (y), although none are expected, any new vehicles (other than those reflected in the organizational charts provided in Attachment 1 and listed in Attachment 2) will hold a 10-percent-or-greater equity interest in Radiate Holdings and the percentage interest held by them.

II. THE PROPOSED TRANSACTION WILL SERVE THE PUBLIC INTEREST AND WILL NOT HARM COMPETITION

A. Standard of Review

Under 47 U.S.C. §§ 214(a) and 310(d), the Commission must determine whether a proposed assignment or transfer of control of a provider of interstate or international telecommunications services or a holder of a wireless license is consistent with the public interest, convenience, and necessity.²⁰ In making such a determination, the Commission first assesses “whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission’s rules.”²¹ Second, if a proposed transaction would not violate the Act, any other applicable statute, or any of the Commission’s rules, the Commission then considers whether a proposed transaction “could result in public interest harms by

²⁰ See, e.g., *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd 9581, 9585 ¶ 8 (2017) (“*Level 3-CenturyLink Order*”); *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd 9131, 9139-40 ¶ 18 (2015) (“*AT&T-DIRECTV Order*”); *Applications of XO Holdings and Verizon Communications Inc. For Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 31 FCC Rcd 12,501, 12,504-05 ¶ 7 (Wireline Comp., Int’l, and Wireless Tel. Burs. 2016) (“*Verizon-XO Order*”).

²¹ See *Level 3-CenturyLink Order*, 32 FCC Rcd at 9585 ¶ 8; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, 31 FCC Rcd at 12,504-05 ¶ 7 (citations omitted); *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd 9642, 9650 ¶ 23 (citations omitted) (“*Softbank-Sprint-Clearwire Order*”); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink For Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd 4194, 4198-99 ¶ 7 (citation omitted) (“*Qwest-CenturyLink Order*”).

substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes.”²² Third, where a transaction raises no public interest harms or where any such harms can be ameliorated by narrowly-tailored conditions, the Commission considers the transaction’s public interest benefits, with the applicants bearing the burden of proving those benefits by a preponderance of the evidence.²³ Finally, if the Commission finds that narrowly-tailored, transaction-specific conditions would ameliorate any public interest harms for a transaction that is otherwise in the public interest, it may approve the transaction as so conditioned.²⁴

The Proposed Transaction will not violate any provision of the Act, any other applicable statute, or any Commission rule, nor will it substantially frustrate or impair the Commission’s implementation or enforcement of the Act or interfere with the objectives of the Act or other statutes. To the contrary, as detailed below, the Proposed Transaction is expected to offer substantial public interest benefits without any material countervailing harms. In the absence of any such harms, transaction-specific conditions are unnecessary.

B. The Proposed Transaction Will Serve the Public Interest

Stonepeak’s goal in the Proposed Transaction is simple: to make more resources available to an already excellent group of cable, broadband, and telephone providers, including the Digital

²² See *Level 3-CenturyLink Order*, 32 FCC Rcd at 9585 ¶ 9; *AT&T-DIRECTV Order*, 30 FCC Rcd at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd at 4199 ¶ 7.

²³ See *Level 3-CenturyLink Order*, 32 FCC Rcd at 9586 ¶ 10. In earlier transactions, the Commission weighed any potential public interest harms of the proposed transaction against any potential public interest benefits. See *AT&T-DIRECTV Order*, 30 FCC Rcd at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd at 12,504-05 ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd at 9650-51 ¶ 23 (citation omitted).

²⁴ See *Level 3-CenturyLink Order*, 32 FCC Rcd at 9586 ¶ 11.

West Companies specifically the subject of this Application. Stonepeak believes that it can create value by investing incremental capital after closing of the Proposed Transaction and has a history of partnering with leading management teams to provide a financial partner with available growth capital to scale their platforms. A majority of Stonepeak’s investments have substantial follow-on growth capital commitments. For example, since its acquisition by Stonepeak in 2015, ExteNet has expanded its indoor and outdoor “neutral host” distributed network (“DNS”) systems to help meet the intense demand for improved mobile and wireless broadband coverage and capacity in key strategic markets across the United States, and is the largest independent DNS provider in the United States.

Stonepeak has chosen this investment among other ones potentially available to it, in part, because of the excellent management and operations teams leading the Radiate Holdings operating subsidiaries, including the Digital West Companies. Stonepeak currently intends to retain the current management team and does not currently intend to materially change the operations of the Digital West Companies —other than to devote additional resources to help the Digital West Companies invest in their networks and services.

“[T]he Commission has long recognized the clear public interest benefits in a license or authorization holder being able to assign or transfer control of its license or authorization freely.”²⁵ The Proposed Transaction will have no adverse impact on the customers or operations of the Digital West Companies. Upon consummation of the Proposed Transaction, the Digital West Companies intend to continue to provide service at the same rates, terms, and conditions as contained in existing customer contracts. It is contemplated that existing customers will continue

²⁵ *Applications of T-Mobile US, Inc., & Sprint Corp., for Consent to Transfer Control of Licenses & Authorizations*, 34 FCC Rcd 10578, ¶ 41 (2019).

to be served by the Digital West Companies under their existing authorizations, as well as under existing tariffs and contracts. The Proposed Transaction is not anticipated to result in service disruption, contract termination, or customer confusion. And, as discussed above, it is contemplated that the Digital West Companies will continue to operate under the direction of their current experienced and knowledgeable management team. It is anticipated that the only material change resulting from the Proposed Transaction will be that the Digital West Companies will be controlled by Transferee rather than TPG Advisors. Transferee and the Stonepeak funds and managed vehicles acquiring the passive equity interests in Radiate Holdings are well-qualified to become the new controller and owners, respectively, of the Digital West Companies, which, following consummation of the Proposed Transaction, will enjoy access to the resources and management expertise of Transferee and its affiliates and the Stonepeak funds and managed vehicles.

The Proposed Transaction will create no new combinations that will adversely affect competition in any domestic or U.S. international market. None of Transferee's owners control, or are affiliated with, any dominant domestic or international telecommunications providers in the United States.

III. INFORMATION REQUIRED BY 47 C.F.R. § 63.04

The Applicants submit the following information pursuant to 47 C.F.R. § 63.04(a):

A. Applicant Identification Information²⁶

In Table 1 below, the Applicants provide their names, addresses, telephone numbers, places of organization, and FCC Registration Numbers.

TABLE 1: Applicant Identification Information

Name, Address, and Telephone #	Place of Organization	FRN	Transaction Role
Radiate Holdings, L.P. 650 College Road East, Suite 3100 Princeton, NJ 08540 Tel: (609) 452-8197	Delaware	0025854779	Transferor
Stonepeak Associates IV LLC c/o Stonepeak Infrastructure Partners 55 Hudson Yards 550 W 34th Street, 48 th Floor New York, NY 10001 Tel: (212) 907-5100	Delaware	0030233035	Transferee
Digital West Networks, Inc. 1998 Santa Barbara Avenue, Suite 200 San Luis Obispo, CA 93401 Tel: (805) 548-8000	California	0024746711	Authority Holder
Norcast Communications Corporation 1998 Santa Barbara Avenue, Suite 200 San Luis Obispo, CA 93401 Tel: (805) 548-8000	California	0008660763	Authority Holder
Blue Rooster Telecom, Inc. 1998 Santa Barbara Avenue, Suite 200 San Luis Obispo, CA 93401 Tel: (805) 548-8000	California	0019631415	Authority Holder

²⁶ See 47 C.F.R. §§ 63.04(a)(1), (2).

Contact Information²⁷

The Commission should address correspondence regarding this application to the persons identified in Table 2 below.

TABLE 2: Applicant Contact Information

Applicant	Company Contact	Counsel Contact
Transferor and Digital West Companies	<p>Jeffrey B. Kramp General Counsel Radiate Holdings, L.P. 650 College Road East, Suite 3100 Princeton, NJ 08540 Email: jkramp@patmedia.us</p> <p>Joe Kahl Vice President, Regulatory & Public Affairs RCN / Grande / Wave 650 College Road East, Suite 3100 Princeton, NJ 08540 Email: joe.kahl@rcn.net</p>	<p>Edward A. Yorkgitis, Jr. Winafred R. Brantl KELLEY DRYE & WARREN, LLP 3050 K St., NW Suite 400 Washington, D.C. 20007 Telephone: (202) 342-8400 Email: cyorkgitis@kelleydrye.com wbrantl@kelleydrye.com</p> <p>Michael R. Dover KELLEY DRYE & WARREN, LLP 333 West Wacker Drive, Suite 2600 Chicago, IL 60606 Telephone: (312) 857-7087 Email: mdover@kelleydrye.com</p>

²⁷ See *id.* § 63.04(a)(3).

Applicant	Company Contact	Counsel Contact
Transferee	<p>Brian McMullen Senior Managing Director Stonepeak Associates IV LLC c/o Stonepeak Infrastructure Partners 55 Hudson Yards 550 W 34th Street, 48th Floor New York, NY 10001 Email: mcmullen@stonepeakpartners.com</p> <p>Adrienne Saunders General Counsel Stonepeak Associates IV LLC c/o Stonepeak Infrastructure Partners 55 Hudson Yards 550 W 34th Street, 48th Floor New York, NY 10001 Email: saunders@stonepeakpartners.com</p>	<p>William M. Wiltshire Michael D. Nilsson H. Henry Shi HARRIS, WILTSHIRE & GRANNIS LLP 1919 M Street, NW, Suite 800 Washington, DC 20036 Telephone: (202) 730-1300 Email: wwiltshire@hwglaw.com mnilsson@hwglaw.com hshi@hwglaw.com</p>

Proposed Direct and Indirect Ownership of the Digital West Companies²⁸

Upon consummation of the Proposed Transaction, certain entities and/or individuals are expected to hold, directly or indirectly, a 10-percent-or-greater equity or voting interest in the Digital West Companies as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers. These interests are reflected in the organizational charts provided in Attachment 1 and the related information required by the Commission is provided in the table provided in Attachment 2.

Certification Regarding the Anti-Drug Abuse Act of 1988²⁹

The Applicants certify that no party to this application is subject to denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.³⁰

²⁸ See *id.* § 63.04(a)(4).

²⁹ See 47 C.F.R. §§ 63.04(a)(5).

³⁰ 21 U.S.C. § 862(a); Anti-Drug Abuse Act of 1988, Pub. L. No. 100-690, § 5301, 102 Stat. 4181, 4310-12 (1988), which related to denial of Federal benefits to drug traffickers and

Transaction Description

The Applicants describe the Proposed Transaction in part I.B above.

Services Provided and Geographic Areas Services³¹

The Applicants describe the Digital West Companies' services and operating territories in part I.A(2) above.

Streamlining³²

This application qualifies for streamlined processing pursuant to 47 C.F.R. § 63.03(b)(1)(ii), because the Proposed Transaction does not transfer control of the authorizations held by the Digital West Companies to another telecommunications provider, and pursuant to 47 C.F.R. § 63.03(b)(2), because no Applicant (nor any Applicant affiliate) is dominant with respect to any service.

Other Applications Filed with the Commission³³

Except for the December Applications, which seeks Commission approval of the Proposed Transaction, presented so as to include the Digital West Companies, there are no other applications pending or being filed with the Commission in connection with the proposed acquisition of indirect control of the Digital West Companies by Transferee.

possessors—previously codified at 21 U.S.C. § 853(a)—was renumbered section 421 of the Controlled Substances Act of 1990, Pub. L. No. 101-647, § 1002(d)(1), 104 Stat. 4789, 4827 (1990), and has been recodified as 21 U.S.C. § 862(a). 47 C.F.R. § 63.18(o) does not reflect this recodification.

³¹ 47 C.F.R. § 63.04(a)(7).

³² 47 C.F.R. § 63.04(a)(8).

³³ 47 C.F.R. § 63.04(a)(9).

Business Necessity³⁴

The Applicants request expedited consideration of this application to allow for consummation of the Proposed Transaction in the second calendar quarter of 2021.

Waiver Requests³⁵

The Applicants have not requested any waivers relating to this Application.

Public Interest Benefits³⁶

Please see part II above for a discussion of the public interest benefits of the Proposed Transaction.

IV. INFORMATION REQUIRED BY 47 C.F.R. § 63.24

The Applicants provide the following information pursuant to 47 C.F.R. § 63.24(e).

A. Applicant Identification Information³⁷

See response to part III.A above for the Applicants' names, addresses, telephone numbers, place of organization, and FCC Registration Numbers.

B. Contact Information³⁸

See response to part III.B above for the contact details of the persons to whom correspondence relating to this application should be addressed.

C. Prior Section 214 Authority³⁹

³⁴ 47 C.F.R. § 63.04(a)(10).

³⁵ 47 C.F.R. § 63.04(a)(11).

³⁶ 47 C.F.R. § 63.04(a)(12).

³⁷ 47 C.F.R. § 63.18(a), (b).

³⁸ 47 C.F.R. § 63.18(c).

³⁹ 47 C.F.R. § 63.18(d).

The Digital West Companies have previously been granted blanket domestic and global or limited global facilities-based and/or resale authority, as noted, granted under the file numbers identified in Table 3:

Table 3: International Section 214 Authorizations

Company	Section 214 authority
Digital West Networks, Inc.	Blanket Domestic Section 214 authority
Norcast Communications Corporation	Blanket Domestic Section 214 authority International Section 214 authority (resale) (ITC-214-20030410-00183, May 2, 2003)
Blue Rooster Telecom, Inc.	Blanket Domestic Section 214 authority International Section 214 authority (facilities-based/resale) (ITC-214-20100317-00112, April 16, 2010)

D. Certification Regarding Ownership, Place of Organization, Principal Business, and Interlocking Directorates.⁴⁰

See response to part III.C above, specifically Attachment 2 and the organizational charts in Attachment 1, for a list of entities and persons that will, upon consummation of the Transaction, hold directly or indirectly a 10-percent-or-greater equity or voting interest in the Digital West Companies, and the percentage expected to be held by each of those entities and persons. Transferee does not have any interlocking directorates with a foreign carrier.

⁴⁰ 47 C.F.R. § 63.18(h).

E. Certification Regarding Foreign Carrier Status and Foreign Affiliations⁴¹

Applicants certify that upon consummation of the Proposed Transaction: (1) none of Transferee or the Digital West Companies will be a foreign carrier in any foreign country; and (2) Transferee and the Digital West Companies will be affiliated with the foreign carriers identified in Table 4 (the “Foreign Affiliates”), which are ultimately controlled by Mr. Dorrell:

Table 4: Stonepeak Foreign Affiliates

Affiliate	Countries
ExteNet Systems (Canada) Inc.	Canada
Xplornet Communications Inc.	Canada
DAScom Inc.	Canada
Hudson Fiber Network	Canada
euNetworks GmbH	Austria, Czech Republic, Germany
euNetworks BVBA	Belgium
euNetworks Fiber UK Ltd	Denmark, Finland, Ireland, Norway, Sweden, United Kingdom
euNetworks SAS	France
euNetworks Managed Services GmbH	Germany
euNetworks S.r.l	Italy
euNetworks BV	Netherlands
euNetworks 1 Pte Ltd	Singapore
euNetworks AG	Switzerland

⁴¹ 47 C.F.R. § 63.18(i).

F. Certification Regarding Destination Countries⁴²

The Applicants certify that, upon consummation of the Proposed Transaction, (1) none of Transferee or the Digital West Companies will be a foreign carrier in any of the countries that the Digital West Companies service; (2) none of Transferee or the Digital West Companies will control foreign carriers in the destination countries on the routes served by the Digital West Companies; (3) Stonepeak is presently expected to continue to control the Foreign Affiliates (although as a private equity firm, Stonepeak may investigate opportunities to divest its interest in the Foreign Affiliates from time to time); and (4) no grouping of two or more foreign carriers (or parties that control foreign carriers in the countries served by the Digital West Companies) will own, in aggregate, more than 25 percent of Transferee or the Digital West Companies and are parties to, or beneficiaries of, a contractual relationship affecting the provision or marketing of arrangements for the terms of acquisition, sale, lease, transfer, and use of capacity on the routes served by the Digital West Companies.

G. Certifications Regarding WTO Status⁴³

No response is required, as the Applicants did not identify any non-WTO markets in response to 47 C.F.R. § 63.18(j).

H. Non-Dominant Status⁴⁴

The Foreign Affiliates identified in part IV.E above each satisfy the requirement of 47 C.F.R. § 63.10(a)(3), as each holds significantly less than a 50-percent market share in the international transport and local access markets in its respective country. Moreover, none of the

⁴² See *id.* § 63.18(j).

⁴³ See *id.* § 63.18(k).

⁴⁴ See *id.* § 63.18(m).

Foreign Affiliates has any ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities in its respective international market or appears on the Commission's list of foreign telecommunications carriers presumed to possess market power in foreign telecommunications markets.⁴⁵ Accordingly, these foreign-carrier affiliates are each presumed to lack sufficient market power on the international end of the route to affect competition adversely in the U.S. market.

I. Special Concessions⁴⁶

The 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 market power on the foreign end of the route and will not enter into such agreements in the future.

J. Certification Regarding the Anti-Drug Abuse Act of 1988.⁴⁷

See part III.D above for the Applicants' Anti-Drug Abuse Act certification.

K. Streamlining⁴⁸

The Applicants request streamlined processing pursuant to 47 C.F.R. § 63.12(c)(1)(ii), as they qualify for a presumption of non-dominance based on affiliations with the non-dominant Foreign Affiliates described in part IV.E above. The Proposed Transaction raises no foreign

⁴⁵ *See International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers That Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, 22 FCC Rcd 945 (Int'l Bur. 2007).

⁴⁶ 47 C.F.R. § 63.18(n).

⁴⁷ *See id.* § 63.18(o).

⁴⁸ *See id.* § 63.18(p).

ownership concerns that warrant referral to the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector.

CONCLUSION

For the reasons stated above, the Applicants request that the Commission expeditiously grant consent for the transfer of control of the Digital West Companies from Radiate Holdings, L.P., to Stonepeak Associates IV LLC.

Respectfully submitted,

/s/ William M. Wiltshire

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*Counsel to Transferor and Digital West
Companies*

Date: April 1, 2021

VERIFICATIONS

VERIFICATION

I, Brian McMullen, hereby declare that I am Senior Managing Director of Stonepeak Associates IV LLC, (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 31st day of March, 2021.



Brian McMullen

VERIFICATION

I, Jeffrey B. Kramp, state that I am the Executive Vice President, Secretary and General Counsel of Radiate Holdings, L.P. ("Radiate"); that I am authorized to make this Verification on behalf of Radiate and its subsidiaries, that I have read the foregoing document; and that the statements in the foregoing document with respect to Radiate and its subsidiaries, including statements with respect to their 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 B. Kramp
Executive Vice President, Secretary and General Counsel
Radiate Holdings, L.P.
650 College Road East, Suite 3100
Princeton, N.J. 08540

ATTACHMENT 1:

PRE- AND POST-CLOSE OWNERSHIP STRUCTURE OF AUTHORITY HOLDERS

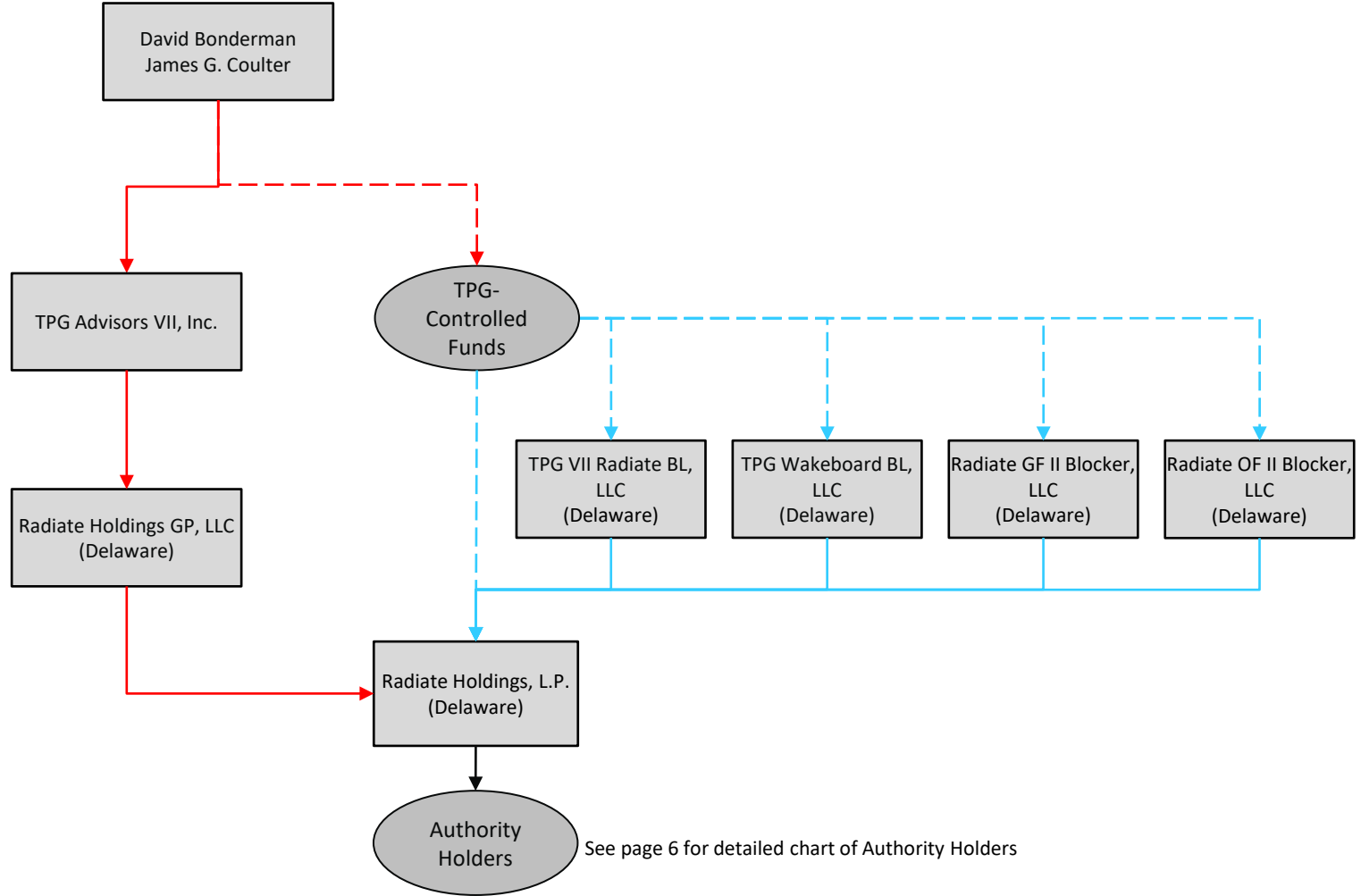
Pre-Close Ownership of Authority Holders

Red: GP or other controlling person

Blue: Non-controlling member/limited partner equity interests

Controlling interests are 100% unless otherwise indicated

Dash lines indicate indirect interest.



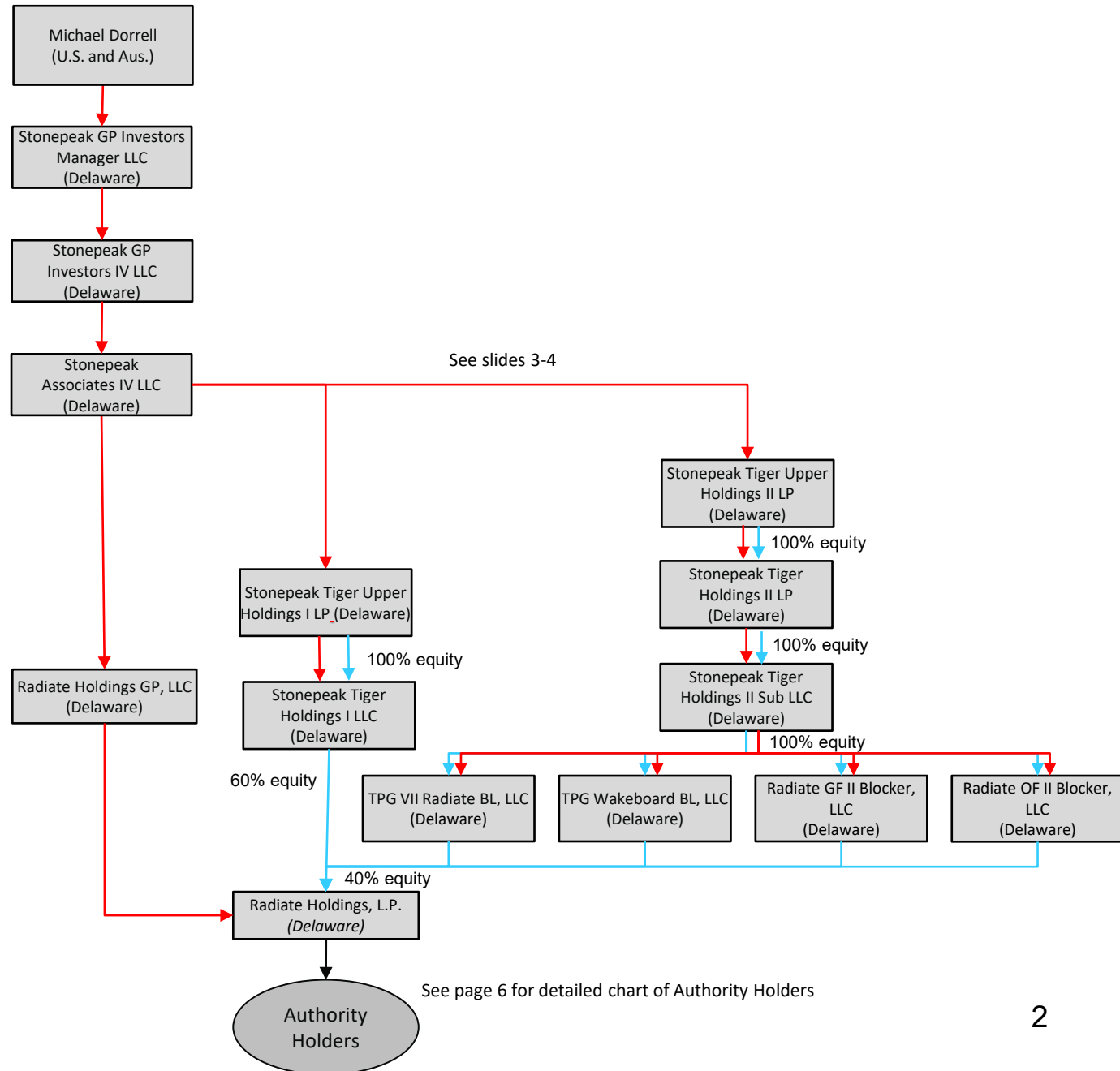
Red: GP or other controlling person

Blue: Non-controlling member/limited partner equity interests

Controlling interests are 100% unless otherwise indicated

Dash lines indicate indirect interest.

Post-Close Ownership of Authority Holders (Indirect Control of Authority Holders)



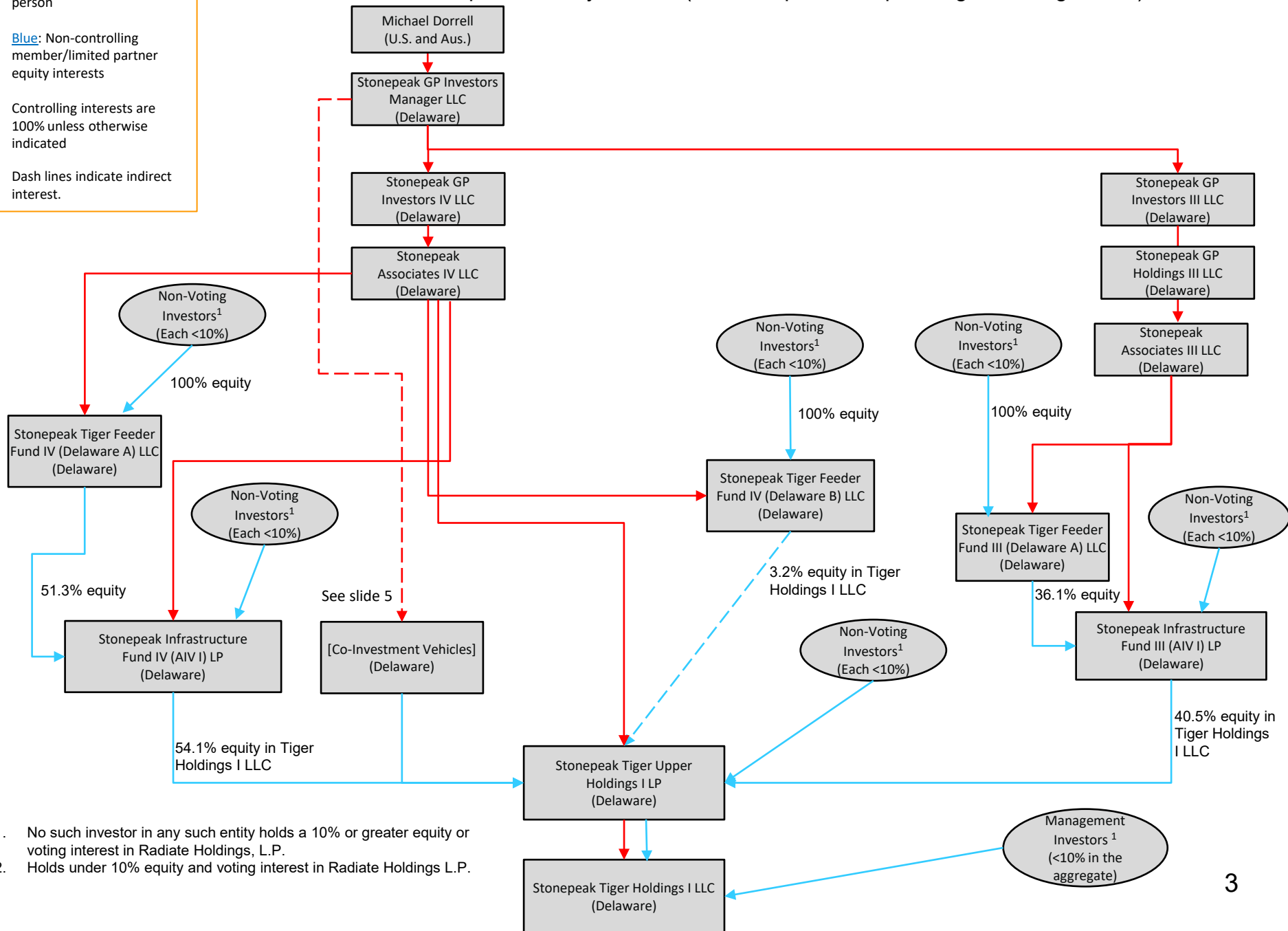
Post-Close Ownership of Authority Holders (Ownership of Stonepeak Tiger Holdings I LLC)

Red: GP or other controlling person

Blue: Non-controlling member/limited partner equity interests

Controlling interests are 100% unless otherwise indicated

Dash lines indicate indirect interest.



1. No such investor in any such entity holds a 10% or greater equity or voting interest in Radiate Holdings, L.P.
2. Holds under 10% equity and voting interest in Radiate Holdings L.P.

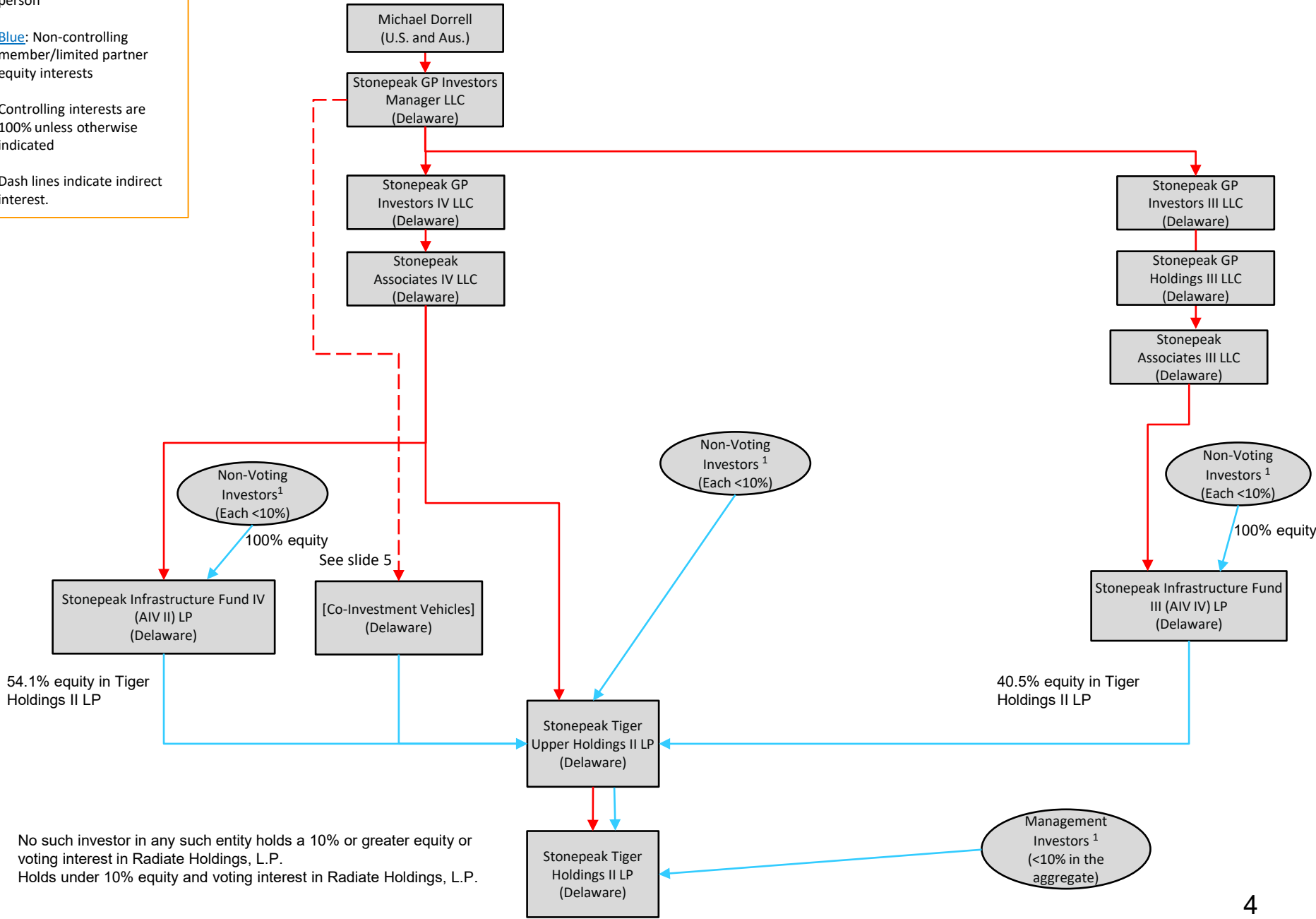
Post-Close Ownership of Authority Holders (Ownership of Stonepeak Tiger Holdings II LP)

Red: GP or other controlling person

Blue: Non-controlling member/limited partner equity interests

Controlling interests are 100% unless otherwise indicated

Dash lines indicate indirect interest.



1. No such investor in any such entity holds a 10% or greater equity or voting interest in Radiate Holdings, L.P.
 2. Holds under 10% equity and voting interest in Radiate Holdings, L.P.

Post-Close Ownership of Co-Investment Vehicles (Ownership of Tiger Holdings I and II)

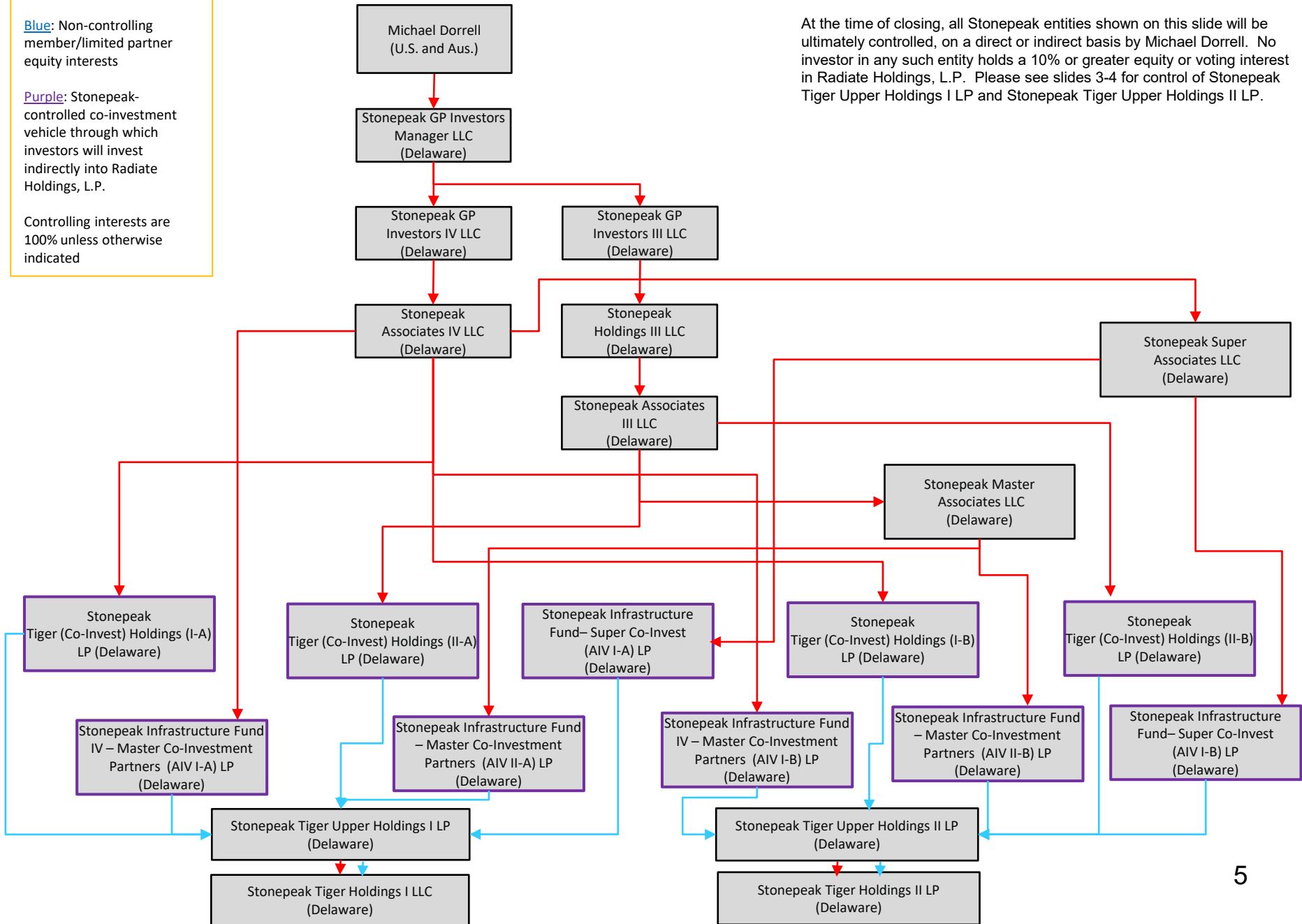
Red: GP or other controlling person

Blue: Non-controlling member/limited partner equity interests

Purple: Stonepeak-controlled co-investment vehicle through which investors will invest indirectly into Radiate Holdings, L.P.

Controlling interests are 100% unless otherwise indicated

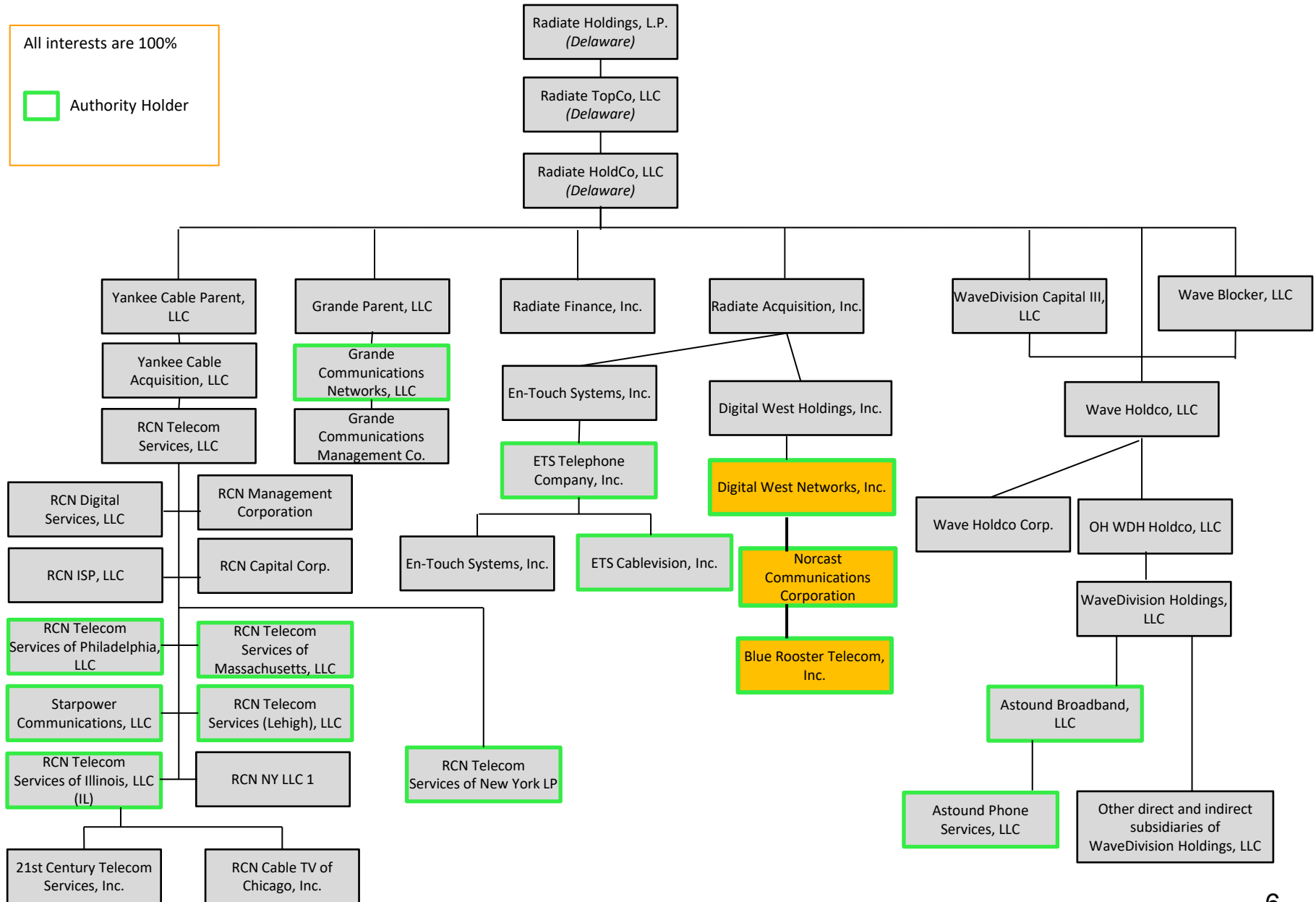
At the time of closing, all Stonepeak entities shown on this slide will be ultimately controlled, on a direct or indirect basis by Michael Dorrell. No investor in any such entity holds a 10% or greater equity or voting interest in Radiate Holdings, L.P. Please see slides 3-4 for control of Stonepeak Tiger Upper Holdings I LP and Stonepeak Tiger Upper Holdings II LP.



Authority Holders

All interests are 100%

Authority Holder



**ATTACHMENT 2:
TRANSFEREES AND AUTHORITY HOLDERS
POST-CLOSE OWNERSHIP INTERESTS**

Upon consummation of the Proposed Transaction, the following persons will have 10-percent-or-greater direct and indirect equity or voting interests in Radiate Holdings, L.P.

(“Radiate Holdings”). Radiate Holdings has and will continue to have 100% indirect equity and voting control of the Authority Holders.¹

1. *Name:* **Radiate Holdings GP LLC (“Radiate GP”)**
 Address: 717 Fifth Avenue, 25th Floor, New York, NY 10022
 Place of Organization: Delaware
 Type of Organization: limited liability company
 Principal Business: investments
 Interest Held: Radiate GP will hold a direct 0% equity and 100% voting interest in Radiate Holdings (by virtue of being the general partner of Radiate Holdings)

 Role: Radiate GP is and will continue to be the general partner of Radiate Holdings
2. *Name:* **Stonepeak Tiger Holdings I LLC (“Tiger Holdings I”)**
 Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001

 Place of Organization: Delaware
 Type of Organization: limited liability company
 Principal Business: investments
 Interest Held: Tiger Holdings I will hold approximately a direct 60% equity and 0% voting interest in Radiate Holdings

 Role: Tiger Holdings I will be a passive investor in Radiate Holdings.
3. *Name:* **Stonepeak Tiger Upper Holdings I LP (“Tiger Upper Holdings I”)**

¹ The percentage equity interests set forth in this Attachment 2 are the Transferee’s best estimates as at the date of this application based on the information presently available to the Transferee. The Applicants will, in a timely fashion, notify the Commission of any material changes to these percentage equity interests (including as a result of the exercise of the TPG Investment Right and any co-investment). No change is expected to the control of Radiate GP and in turn the Authority Holders from that set forth herein.

- Address:* 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
- Place of Organization:* Delaware
- Type of Organization:* limited partnership
- Principal Business:* investments
- Interest Held:* Tiger Upper Holdings I will a direct 100% equity and 100% voting interest in Tiger Holdings I (see no. 2)²
- Role:* Tiger Upper Holdings I will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its members
4. *Name:* **Stonepeak Infrastructure Fund IV (AIV I) LP**
- Address:* 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
- Place of Organization:* Delaware
- Type of Organization:* limited partnership
- Principal Business:* investments
- Interest Held:* Stonepeak Infrastructure Fund IV (AIV I) LP will hold an indirect 54.1% equity and 0% voting interest in Tiger Holdings I (see no. 2) through its direct 54.1% equity and 0% voting interest in Tiger Upper Holdings I (see no. 3)
- Role:* Stonepeak Infrastructure Fund IV (AIV I) LP will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its limited partners
5. *Name:* **Stonepeak Tiger Feeder Fund IV (Delaware A) LLC**
- Address:* 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
- Place of Organization:* Delaware
- Type of Organization:* limited liability company
- Principal Business:* investments
- Interest Held:* Stonepeak Tiger Feeder Fund IV (Delaware A) LLC will hold an indirect 54.1% equity and 0% voting interest in Tiger Holdings I (see no. 2) through its direct 51.3% equity and 0% voting interest in Stonepeak Infrastructure Fund IV (AIV I) LP (see no. 4)
- Role:* Stonepeak Tiger Feeder Fund IV (Delaware A) LLC will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its members, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings

² Stonepeak management will hold in the aggregate a de minimis equity interest in Tiger Holdings I.

6. *Name:* **Stonepeak Tiger Feeder Fund IV (Delaware B) LLC**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Stonepeak Tiger Feeder Fund IV (Delaware B) LLC will hold an indirect 3.2% equity and 0% voting interest in Tiger Holdings I (see no 2.) through its indirect 3.2% equity and 0% voting interest in Tiger Upper Holdings I (see no. 3) held through Stonepeak-managed entities, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings
Role: Stonepeak Tiger Feeder Fund IV (Delaware B) LLC will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its members, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings
7. *Name:* **Stonepeak Infrastructure Fund III (AIV I) LP**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited partnership
Principal Business: investments
Interest Held: Stonepeak Infrastructure Fund III (AIV I) LP will hold an indirect 40.5% equity and 0% voting interest in Tiger Holdings I (see no. 2) through its direct 40.5% equity and 0% voting interest in Tiger Upper Holdings I (see no. 3)
Role: Stonepeak Infrastructure Fund III (AIV I) LP will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its limited partners
8. *Name:* **Stonepeak Tiger Feeder Fund III (Delaware A) LLC**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Stonepeak Tiger Feeder Fund III (Delaware A) LLC will hold an indirect 14.6% equity and 0% voting interest in Tiger Holdings I (see no. 2) through its direct 36.1% equity and 0% voting interest in Stonepeak Infrastructure Fund III (AIV I) LP (see no. 7)

- Role:* Stonepeak Tiger Feeder Fund III (Delaware A) LLC will be an indirect passive investor in Radiate Holdings and will aggregate the passive, indirect investments of its members, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings
9. *Name:* **Stonepeak Tiger Holdings II Sub LLC (“Tiger Holdings II”)**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Tiger Holdings II will hold approximately an indirect 40% equity and 0% voting interest in Radiate Holdings through its direct holding of 100% of the membership interests in the following limited liability companies, that collectively hold approximately a 40% equity and 0% voting interest in Radiate Holdings: TPG VII Radiate BL, LLC; TPG Wakeboard BL, LLC; Radiate GF II Blocker, LLC; and Radiate OF II Blocker, LLC.
Role: Tiger Holdings II will be an indirect passive investor in Radiate Holdings
10. *Name:* **Stonepeak Tiger Holdings II LP**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited partnership
Principal Business: investments
Interest Held: Stonepeak Tiger Holdings II LP will hold a direct 100% equity and 100% voting interest in Tiger Holdings II (see no. 9)
Role: Stonepeak Tiger Holdings II LP will be an indirect passive investor in Radiate Holdings and will aggregate the passive, indirect investments of its limited partners.
11. *Name:* **Stonepeak Tiger Upper Holdings II LP (“Tiger Upper Holdings II”)**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited partnership
Principal Business: investments
Interest Held: Tiger Upper Holdings II will hold an indirect 100% equity and 100% voting interest in Tiger Holdings II (see no. 9)

- through its direct 100% equity and 100% voting interest in Stonepeak Tiger Holdings II LP (see no. 10)³
- Role:* Stonepeak Tiger Holdings II LP will be an indirect passive investor in Radiate Holdings and will aggregate the passive, indirect investments of its limited partners
12. *Name:* **Stonepeak Infrastructure Fund IV (AIV II) LP**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited partnership
Principal Business: investments
Interest Held: Stonepeak Infrastructure Fund IV (AIV II) LP will hold an indirect 54.1% equity and 0% voting interest in Tiger Holdings II (see no. 9) through its direct 54.1% equity interest and 0% voting interest in Tiger Upper Holdings II (see no. 11)
Role: Stonepeak Infrastructure Fund IV (AIV II) LP will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its limited partners, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings
13. *Name:* **Stonepeak Infrastructure Fund III (AIV IV) LP**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited partnership
Principal Business: investments
Interest Held: Stonepeak Infrastructure Fund III (AIV IV) LP will hold an indirect 40.5% equity and 0% voting interest in Tiger Holdings II (see no. 9) through its a direct 40.5% equity and 0% voting interest in Tiger Upper Holdings II (see no. 11)
Role: Stonepeak Infrastructure Fund III (AIV IV) LP will be an indirect passive investor in Radiate Holdings that will aggregate the passive, indirect investments of its limited partners, none of which will have a 10-percent-or-greater equity or voting interest in Radiate Holdings
14. *Name:* **Stonepeak Associates IV LLC**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001

³ Stonepeak management will hold in aggregate a de minimis equity interest in Stonepeak Tiger Holdings II LP.

Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Stonepeak Associates IV LLC will hold a direct 100% equity and 100% voting interest in Radiate GP (see no. 1).

Role: Stonepeak Associates IV LLC will indirectly control Radiate Holdings (and thus the Authority Holders) through its ability to appoint a majority of the directors of the Radiate GP (see no. 1).

Stonepeak Associates IV LLC will also indirectly control the following passive investors:

(i) Tiger Holdings I through its role as the managing member of Tiger Upper Holdings I (see no. 3), which is the managing member of Tiger Holdings I (see no. 2);

(ii) Stonepeak Infrastructure Fund IV (AIV I) LP as its general partner (see no. 4);

(iii) Stonepeak Tiger Feeder Fund IV (Delaware A) LLC as its managing member (see no. 5);

(iv) Stonepeak Tiger Feeder Fund IV (Delaware B) LLC as its managing member (see no. 6);

(v) Tiger Holdings II through its role as the general partner of Tiger Upper Holdings II (see no. 11), which is the general partner of Stonepeak Tiger Holdings II LP (see no. 10), which in turn is the managing member of Tiger Holdings II (see no. 9); and

(vi) Stonepeak Infrastructure Fund IV (AIV II) LP as its general partner (see no. 12).

15. *Name:* **Stonepeak Associates III LLC**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Stonepeak Associates III LLC will control the following indirect passive investors in Radiate Holdings: (i) Stonepeak Infrastructure Fund III (AIV I) LP (see no. 7) as its general

partner; and (ii) Stonepeak Tiger Feeder Fund III (Delaware A) LLC as its managing member (see no. 8); and (iii) Stonepeak Infrastructure Fund III (AIV IV) LP as its general partner (see no. 13).

16. *Name:* **Stonepeak GP Investors IV LLC**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Stonepeak GP Investors IV LLC will hold a direct 100% voting interest in Stonepeak Associates IV LLC (see no. 14)
Role: Through its role as the managing member of Stonepeak Associates IV LLC, Stonepeak GP Investors IV LLC will indirectly control Tiger Holdings I, Tiger Holdings II, and Radiate GP
17. *Name:* **Stonepeak GP Holdings III LLC**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Stonepeak GP Holdings III LLC will hold a direct 100% voting interest in Stonepeak Associates III LLC (see no. 15)
Role: Stonepeak GP Investors III LLC will indirectly control certain passive investors in Tiger Holdings I and in Tiger Holdings II through its role as the managing member of Stonepeak Associates III LLC
18. *Name:* **Stonepeak GP Investors III LLC**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Stonepeak GP Investors III LLC will hold a direct 100% 100% voting interest in Stonepeak GP Holdings III LLC (see no. 18)
Role: Stonepeak GP Investors III LLC will indirectly control certain passive investors in Tiger Holdings I and in Tiger Holdings II through its role as the managing member of Stonepeak GP Holdings III LLC

19. *Name:* **Stonepeak GP Investors Manager LLC**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Place of Organization: Delaware
Type of Organization: limited liability company
Principal Business: investments
Interest Held: Stonepeak GP Investors Manager LLC will hold a direct 100% voting interest in Stonepeak GP Investors IV LLC (see no. 16) and Stonepeak GP Investors III LLC (see no. 18)
Role: Stonepeak GP Investors Manager LLC will indirectly control Tiger Holdings I, Tiger Holdings II, and Radiate GP through its role as the managing member of Stonepeak GP Investors IV LLC
20. *Name:* **Michael Dorrell**
Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001
Citizenship: United States and Australia (dual)
Type of Person: Individual
Principal Business: Founder of Stonepeak
Interest Held: Mr. Dorrell will hold a direct 100% voting interest in Stonepeak GP Investors Manager LLC (see no. 19)
Role: Mr. Dorrell will indirectly control Radiate Holdings through his role as a controlling person of Stonepeak GP Investors Manager LLC

Set out below is a list of co-invest vehicles that could potentially hold a 10-percent-or-greater equity interest in Radiate Holdings (although it is also possible that no such vehicle would hold such interest).

21. *Name:* **Stonepeak Tiger (Co-Invest) Holdings (I-A) LP**
Stonepeak Tiger (Co-Invest) Holdings (II-A) LP
Stonepeak Infrastructure Fund– Super Co-Invest (AIV I-A) LP
Stonepeak Tiger (Co-Invest) Holdings (I-B) LP
Stonepeak Tiger (Co-Invest) Holdings (II-B) LP
Stonepeak Infrastructure Fund IV – Master Co-Investment Partners (AIV I-A) LP
Stonepeak Infrastructure Fund – Master Co-Investment Partners (AIV II-A) LP
Stonepeak Infrastructure Fund IV – Master Co-Investment Partners (AIV I-B) LP

Stonepeak Infrastructure Fund – Master Co-Investment Partners (AIV II-B) LP
Stonepeak Infrastructure Fund– Super Co-Invest (AIV I-B) LP

Address: 55 Hudson Yards, 550 W 34th Street, 48th Floor, New York, NY 10001

Place of Organization: Delaware

Type of Organization: limited partnership

Principal Business: investments

Interest Held: Each of the entities may hold a 10% or greater indirect equity interest in Radiate Holdings.

Role: Each of the entities will be a passive investor in Radiate Holdings, and is directly or indirectly controlled by either Stonepeak Associates III LLC (see no. 15) and Stonepeak Associates IV LLC (see no. 14) and ultimately Mr. Dorrell (see no. 20)

Other than the interest holders identified above and the TPG Fund, no other entity or individual will, upon consummation of the Proposed Transaction, hold a 10-percent-or-greater direct or indirect equity or voting interest in Radiate Holdings and Authority Holders.