

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

In the Matter of the Joint Application of	)	
	)	
<b>Cable Bahamas Ltd.</b>	)	
<i>Transferor</i>	)	
	)	
and	)	WC Docket No. 19-_____
	)	
<b>Summit Ultimate Holdings LLC</b>	)	IB File No. ITC-T/C_____
<i>Transferee</i>	)	
	)	
For Grant of Authority Pursuant to Section 214	)	
of the Communications Act of 1934, as Amended, and	)	
Section 63.04 and 63.24 of the Commission’s Rules	)	
to Complete a Transfer of Control	)	
	)	
	)	

**JOINT DOMESTIC AND INTERNATIONAL APPLICATION**

Cable Bahamas Ltd. (“Cable Bahamas” or “Transferor”) and Summit Ultimate Holdings LLC (“Summit Ultimate” or “Transferee”) (and jointly, “Parties”) hereby respectfully request authorization, pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Sections 63.03 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.24(e), to transfer control of Summit Vista Inc. (“Summit Vista”) and its wholly-owned subsidiary Orlando Telephone Company, Inc. d/b/a Summit Broadband (“Orlando Telephone” or “Licensee”).

Orlando Telephone is a fiber-optic telecommunications provider in Central and Southwest Florida. Orlando Telephone provides voice, video, data, and high-speed Internet services to commercial and residential customers. Orlando Telephone has blanket authority, pursuant to Section

214 of the Act, to provide domestic interstate telecommunications services. Orlando Telephone also holds authority, pursuant to Section 214 of the Act, to provide resold international telecommunications services. *See* FCC File No. ITC-214-19970919-00564. In addition, Orlando Telephone holds two private wireless licenses (call signs WQYT315 and WQYT316) that are used to transport data to certain customer locations. Summit Ultimate is a newly formed U.S. holding company.

As discussed in more detail below, the Parties have entered into an agreement whereby Summit Ultimate will acquire full ownership interest in Summit Vista and thus Orlando Telephone, the Licensee. The transaction will not result in any loss or impairment of service for any of Licensee's customers, and will have no adverse effects upon competition in Florida or the rest of the United States. Indeed, the proposed transaction will create operational efficiencies, will provide Licensee with access to Summit Ultimate's financial resources, and will not result in any harms to customers. Accordingly, although the transaction will result in a change in ownership of Licensee, the Commission should find that the transaction will serve the public interest.

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Parties are filing a combined domestic and international application for the proposed transfer of control of Licensee. The Parties provide below the information required by Sections 63.24(e)(2) and 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R. §§ 63.24(e)(2), 63.04(a)(6-12).

The Parties respectfully request streamlined treatment for this Application, pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 CFR §§ 63.03, 63.12. This Application is eligible for streamlined processing pursuant to Section 63.03 because (i) Summit Ultimate and its affiliates do not provide telecommunications services in Florida, and thus there is no risk of anti-competitive concentration in the Florida telecommunications markets; (ii) Licensee serves fewer

than two percent of nationwide U.S. subscriber lines; and (iii) combined, Summit Ultimate and Licensee will hold less than a ten percent share of the interstate interexchange market. Thus, the transaction presents no risk of competitive harm in Florida or elsewhere. The Application also qualifies for streamlined processing pursuant to Section 63.12 because none of the scenarios outlined in Section 63.12(c) of the Commission's Rules applies. Alternatively, for the reasons set forth above, the Parties request streamlined treatment on a case-by-case approach, and for the Commission to process this Application using similar timeframes for comments and approvals as would be used for an Application granted streamlined processing.<sup>1</sup>

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

### **A. Cable Bahamas, Summit Vista, Summit Broadband, and Orlando Telephone**

Cable Bahamas is a publicly traded corporation organized under the laws of the Commonwealth of the Bahamas. Its principal place of business is located at Robinson Road at Marathon Road, Nassau, Bahamas. By itself and through its subsidiaries, Cable Bahamas provides in the Commonwealth of the Bahamas broadband cable television, internet, voice and telecommunications services.

Summit Vista is a wholly-owned subsidiary of Cable Bahamas. Summit Vista is a corporation organized under the laws of Florida. Its principal place of business is located at 4558 35<sup>th</sup> Street, Orlando, Florida 32811. Summit Vista is a holding company that owns 100 percent of the issued and outstanding capital stock of Summit Broadband Inc. ("Summit Broadband").

Summit Broadband is a corporation organized under the laws of Florida. Its principal place of business is located at 4558 35<sup>th</sup> Street, Orlando, Florida 32811. Summit Broadband is a holding company that owns 100 percent of the issued and outstanding capital stock of Orlando Telephone.

---

<sup>1</sup> See *Implementation of Further Streamlining Measures for Domestic 214 Authorizations*, Report and Order, 17 FCC Rcd. 5517, para. 34 (2002).

Orlando Telephone is a corporation organized under the laws of Florida. Its principal place of business is located at 4558 35th Street, Orlando, Florida 32811. Orlando Telephone provides voice, video, data, and high-speed Internet services to commercial and residential customers located in Central and Southwest Florida. Orlando Telephone relies on Section 214 domestic and international authority to provide its telecommunications services.

**B. Summit Ultimate Holdings LLC**

Summit Ultimate is a limited liability company organized under the laws of Delaware. Its principal place of business is located at 1900 K Street NW, Suite 1130, Washington, DC 20006. Summit Ultimate is managed by Grain Management, LLC (“Grain Management”), which invests in and manages communications infrastructure projects in North America.<sup>2</sup> Grain Management’s private equity funds focus on investing in communications infrastructure including fiber, towers, spectrum, small cells, and satellites. Collectively, Grain Management’s investment team has over 100 years of experience as industry operators and private equity professionals. Its Founder and CEO, David Grain, has over 25 years of experience in industry and 15 years in private equity. Among other positions that he held prior to founding Grain Management, Mr. Grain served from 2002 to 2006 as President of Global Signal, Inc., the largest communication tower owner/operator at the time. He has also served as Senior Vice President of AT&T Broadband’s New England Region.

**II. DESCRIPTION OF THE TRANSACTION**

Pursuant to the terms of a Purchase and Sale Agreement (“Agreement”) dated August 16, 2019, Summit Ultimate will acquire control of Summit Vista, which through its wholly-owned

---

<sup>2</sup> See Grain Management, Overview, [www.graingp.com/team](http://www.graingp.com/team).

subsidiaries fully controls Orlando Telephone, the Licensee. The Parties expect to close the transaction in the fourth quarter of 2019. After consummation of the transaction, Licensee will continue to exist and operate under the same name, and will continue to provide service pursuant to then-existing rates, terms, and conditions for the near term. Any future changes to the rates, terms, and conditions of service will be undertaken pursuant to customers' contracts, tariffs, and applicable law. No carrier change charges will result from the transaction, and no customer service or billing contact information will change as a result of the transaction.

The transaction will be transparent to the customers of Licensee. All existing customers of Licensee will continue to be served by them pursuant to their existing authorizations as well as their existing tariffs and contracts. The Parties intend that Licensee's existing management team and personnel will remain in place, ensuring that its managerial, technical, and operational standards will be maintained. The only change resulting from the transaction will be that Licensee will be owned by Summit Ultimate. As a result, following closing, Licensee will enjoy access to the financial resources of Summit Ultimate and its ultimate owners, in particular Grain Management. Summit Ultimate is financially well-qualified to become the new owner of Licensee, and Licensee will be able to maintain and advance its state-of-the-art infrastructure and bring even more innovative service offerings to customers in Florida.

A diagram of the pre- and post-closing corporate structure of the Parties is attached hereto as **Exhibit A**.

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

Pursuant to Section 214 of the Act, the Commission will approve a proposed transfer of control of an authorization if it concludes that, after considering the record before it, doing so

would serve the public interest, convenience, and necessity.<sup>3</sup> The Commission will inquire whether the proposed transaction complies with relevant provisions of the Act, other applicable statutes, and the Commission's Rules, including whether the proposed transferee is qualified to hold the authorizations.

Consistent with its rules and precedents, the Commission should find that the proposed transaction is in the public interest and approve this Application. Summit Ultimate is well qualified to become the new owner of Licensee. Summit Ultimate benefits from financial and managerial resources of its direct and indirect owners, including Grain Management. As a result of its proposed new ownership, Licensee will enjoy access to these resources as well.

The Parties intend to maintain Licensee's managerial, technical, and operational standards and enhance them as a result of the transaction. Following closing, Licensee will enjoy operational efficiencies, the transaction will not result in any harms to customers, and Licensee will be able to maintain and advance its infrastructure and bring even more innovative service offerings to customers in Florida. Licensee will maintain and gain renewed momentum to improve its quality of service and will continue to operate pursuant to existing service arrangements and authority. The transaction also poses no threat to competition in Florida. Summit Ultimate is a holding company and does not operate as a carrier in Florida or elsewhere. Thus, there will be no elimination of competitors, and, as a result of this transaction, there will be no negative impact on competition in the communications market in Florida or elsewhere in the country.

---

<sup>3</sup> 47 U.S.C. § 214. *See, e.g., Applications of Level 3 Communications, Inc. and CenturyLink, Inc., Memorandum Opinion and Order, WC Docket No. 16-403, FCC 17-142, paras. 8-11 (rel. Oct. 30, 2017) (describing the Commission's standard of review for proposed transfers of control).*

**IV. INFORMATION REQUIRED BY COMMISSION RULE SECTION 63.24(e)**

The Parties submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18. As required, the information for (a) through (d) of Section 63.18 is included for the both the Transferor and Transferee, and the additional information requested in paragraphs (h) through (p) of Section 63.18 is provided for the Transferee:

**(a) Name, address and telephone number:**

**Transferor:**

Cable Bahamas Ltd.

FRN: 0021070602

Robinson Road at Marathon

Nassau, Bahamas

Tel: (242) 601-8187

**Licensee:**

Orlando Telephone Company, Inc.

FRN: 0008410102

(d/b/a Summit Broadband)

4558 35th Street

Orlando, Florida 32811

Tel: (407) 996-6200

**Transferee:**

Summit Ultimate Holdings LLC

FRN: 0028731800

1900 K Street NW, Suite 1130

Washington, DC 20006

Tel: (202) 779-9043

**(b) Government, State, or Territory Under the Laws of Organization.**

Summit Ultimate is a Delaware limited liability company. Summit Vista and Orlando Telephone are Florida corporations.

**(c) Correspondence concerning the Application should be sent to:**

Cable Bahamas Ltd.:

with a copy to:

Mitchell F. Brecher  
Debra McGuire Mercer

Franklyn A. Butler II  
Chief Executive Officer

Greenberg Traurig, LLP  
2101 L Street, NW  
Suite 1000  
Washington, DC 20037  
Tel: (202) 331-3100  
brecherm@gtlaw.com  
mercerdm@gtlaw.com

Cable Bahamas Ltd.  
Robinson Road at Marathon  
Nassau, Bahamas  
Tel: (242) 601-8187  
franklyn.butler@cablebahamas.com

Orlando Telephone Company, Inc.:

with a copy to:

Mitchell F. Brecher  
Debra McGuire Mercer  
Greenberg Traurig, LLP  
2101 L Street, NW  
Suite 1000  
Washington, DC 20037  
Tel: (202) 331-3100  
brecherm@gtlaw.com  
mercerdm@gtlaw.com

Mark F. Lipford  
Chief Operating Officer  
Summit Broadband  
4558 35th Street  
Orlando, Florida 32811  
Tel: (407) 996-6200  
mlipford@summit-broadband.com

For Summit Ultimate:

with a copy to:

Matthew S. DelNero  
Thomas G. Parisi  
Covington & Burling LLP  
One CityCenter  
850 Tenth Street, NW  
Washington, DC 20001-4956  
Tel: (202) 662-6000  
mdelnero@cov.com  
tparisi@cov.com

Letti de Little  
Summit Ultimate Holdings LLC  
1900 K Street NW, Suite 1130  
Washington, D.C. 20006  
Tel: (202) 779-9043  
ldelittle@graingp.com

**(d) Section 214 Authorizations.**

Orlando Telephone, the Licensee holds blanket domestic Section 214 authorization pursuant to 47 C.F.R. § 63.01. Orlando Telephone also holds an international Section 214 authorization



to provide individual switched resale service granted by the Commission under File No. ITC-214-19970919-00564. Summit Ultimate does not hold Section 214 authority.

**(h) Ownership Information.**

The following persons or entities hold or will hold, directly or indirectly, a 10% or greater interest in Licensee as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:<sup>4</sup>

**Pre-Transaction Ownership**

1. Orlando Telephone Company, Inc. is wholly owned by:  
Name: Summit Broadband Inc.  
Address: 4558 35<sup>th</sup> Street, Orlando, Florida 32811  
Ownership: 100%  
Citizenship: United States (Florida)  
Principal Business: Holding Company
  
2. Summit Broadband Inc. is wholly owned by:  
Name: Summit Vista Inc.  
Address: 4558 35<sup>th</sup> Street, Orlando, Florida 32811  
Ownership: 100%  
Citizenship: United States (Florida)  
Principal Business: Holding Company
  
3. Summit Vista Inc. is wholly owned by:  
Name: Cable Bahamas Ltd.  
Address: Robinson Road at Marathon  
Nassau, Bahamas  
Ownership: 100%  
Citizenship: Bahamas  
Principal Business: Video, Internet, Voice and Telecommunications Services
  
4. Cable Bahamas Ltd. has one 10% or greater shareholder:  
Name: National Insurance Board  
Address: P.O. Box N-7508  
Jumbey Village  
Baillou Hill Road  
Nassau, Bahamas

---

<sup>4</sup> While the Commission's rules for combined domestic and international applications require this information only for the transferee, see 47 C.F.R. §§ 63.04(b), 63.24(e)(2), Applicants are providing pre- and post- transaction ownership information.

Ownership: 21.6%  
Citizenship: Bahamas  
Principal Business: Government agency

**Post-Transaction Ownership**

1. Orlando Telephone Company, Inc. will continue to be wholly owned by:

Name: Summit Broadband Inc.  
Address: 4558 35<sup>th</sup> Street, Orlando, Florida 32811  
Ownership: 100%  
Citizenship: United States (Florida)  
Principal Business: Holding Company

2. Summit Broadband Inc. will continue to be wholly owned by:

Name: Summit Vista Inc.  
Address: 4558 35<sup>th</sup> Street, Orlando, Florida 32811  
Ownership: 100%  
Citizenship: United States (Florida)  
Principal Business: Holding Company

3. Summit Vista Inc. will be wholly owned by:

Name: Summit Intermediate Holdings LLC  
("Summit Intermediate")  
Address: 1900 K Street NW, Suite 1130 Washington, DC 20006  
Ownership: 100%  
Citizenship: United States (Delaware)  
Principal Business: Pass Through

4. Summit Intermediate will be wholly owned by:

Name: Summit Ultimate Holdings LLC  
("Summit Ultimate")  
Address: 1900 K Street NW, Suite 1130 Washington, DC 20006  
Ownership: 100%  
Citizenship: United States (Delaware)  
Principal Business: Holding Company

5. Summit Ultimate will be owned by:

Name: GCOF II (SC), LLC  
("GCOF II (SC)")  
Address: 1900 K Street NW, Suite 1130 Washington, DC 20006

Ownership: 100%  
Citizenship: United States (Delaware)  
Principal Business: Holding Company

6. GCOF II (SC) will be owned by:

Name: Grain Communications Opportunity Fund II, L.P.  
("GCO Fund II")  
Address: 1900 K St. NW., Suite 1130, District of Columbia, 20006  
Ownership: 81.3% (directly in GCOF II (SC))  
Citizenship: United States (Delaware)  
Principal Business: Investment Fund

Grain Management, LLC ("Grain Management") manages and is affiliated with GCO Fund II. Grain Management owns a controlling interest in WANRack, LLC ("WANRack"), WANRack is a competitive provider that builds private fiber networks for K-12 school districts. This ownership existed and was disclosed in connection with the transaction in which Great Plains Communications Holdings LLC acquired ownership of Great Plains Communications LLC. Since WANRack only offers services on a competitive basis, there is no risk of ILEC overlap as a result of the present transaction.

GCO Fund II holds 88.5% of the ownership interests in Great Plains Communications Holdings LLC, which in turn holds 100% of the ownership interests in Great Plains Communications LLC, which in turn holds 100% of the ownership interests in Great Plains Communications Long Distance LLC, Great Plains Broadband LLC, and InterCarrier Networks, LLC. No other persons or entities hold a 10% or greater ownership interest in Great Plains Communications Holdings LLC, and thus the entities below. None of these entities offer service in Florida, which is the jurisdiction where Licensee offers service, thus there is no risk of ILEC overlap as a result of the present transaction.

Name: GCOF II Co-Invest (SC), L.P.  
("GCOF II Co-Invest (SC)")  
Address: 1900 K Street NW, Suite 1130 Washington, DC 20006  
Ownership: 18.7%  
Citizenship: United States (Delaware)  
Principal Business: Holding Company

7. The limited partnership interests in GCO Fund II are held by passive financial investors. The limited partnership interests are fully insulated in accordance with the Commission's Rules. Two such limited partners hold a ten percent (10%) or greater equity interest in GCO Fund II:

Name: Board of Regents of The University of Texas System  
Address: 210 W. 7th Street, Suite 1700, Austin, TX 78701

Ownership: 11.1% of the economic interests based on capital commitments (directly in GCO Fund II)  
Citizenship: United States (Texas)  
Principal Business: University Endowment

Name: The New York State Common Retirement Fund  
Address: 59 Maiden Lane, New York, NY 10038  
Ownership: 16.7% of the economic interests based on capital commitments (directly in GCO Fund II)  
Citizenship: United States (New York)  
Principal Business: Investment Fund

No entities hold a 10% or greater interest in either Board of Regents of The University of Texas System or The New York State Common Retirement Fund, and neither of these entities is controlled by a board or general member. No other individual or entity directly or indirectly holds a ten percent (10%) or greater interest in GCO Fund II and thus in Licensee.

8. Control of GCOF II Co-Invest (SC) resides in its general partner:

Name: GCOF II Co-Invest GenPar, LLC  
("GCOF II Co-Invest GenPar")  
Address: 1900 K St. NW., Suite 1130, Washington, DC, 20006  
Ownership: Sole general partner of GCO Fund II  
Less than 10% equity interest in GCOF II Co-Invest (RC)  
Citizenship: United States (Delaware)  
Principal Business: Investments

No entity holds a substantial enough ownership interest in GCOF II Co-Invest (SC), such that it will have a 10% or greater interest in Licensee.

9. Control of GCO Fund II resides in its general partner, and control of GCOF II Co-Invest GenPar resides in its general partner:

Name: Grain GP IV, LLC  
Address: 1900 K St. NW., Suite 1130, District of Columbia, 20006  
Ownership: Sole general partner of GCO Fund II  
Less than 10% equity interest in GCO Fund II  
Citizenship: United States (Delaware)  
Principal Business: Investments

10. Grain GP IV, LLC is controlled by its sole managing member:

Name: Grain Capital II, LLC  
Address: 1900 K St. NW., Suite 1130, District of Columbia, 20006

Ownership: Sole managing member of Grain GP IV, LLC with 64.5% of the membership interests in GP IV, LLC  
Less than 10% equity interest in GCO Fund II  
Citizenship: United States (Delaware)  
Principal Business: Investments

11. Grain Capital II, LLC is wholly held by:

Name: Grain Capital, LLC  
Address: 1900 K St. NW., Suite 1130, District of Columbia, 20006  
Ownership: Sole member of Grain Capital II, LLC  
Less than 10% equity interest in GCO Fund II  
Citizenship: United States (Florida)  
Principal Business: Investments

12. Grain Capital, LLC is wholly held by:

Name: David Grain  
Address: 100 North Washington Boulevard, Suite 201, Sarasota, FL 34236  
Ownership: Holds 100% of the limited liability company interest in Grain Capital, LLC  
Less than 10% equity interest in GCO Fund II  
Citizenship: United States  
Principal Business: Investments

No other person or entity, directly or indirectly, will control or own a ten percent or greater equity interest in Licensee upon the closing of the proposed transaction. Except as disclosed above, no other entities in the ownership chain report a 10% or greater ownership interest in any telecommunications provider.<sup>5</sup>

---

<sup>5</sup> Certain of the entities with ownership interest in Transferee have entered into two other agreements for transfer of control of other communications providers subject to the Commission's jurisdiction. The companies involved in these other transactions provide telecommunications services in Arkansas, Tennessee, Texas, Oregon, and California. Thus there is no risk of overlap with any of the service areas or jurisdictions that are subject of the present application. This application is completely independent of the other two pending transactions, and once approval is received for this application, the Applicants plan to close, regardless of the outcome of the other pending transactions. Accordingly, the Applicants request that this application be reviewed independent of the other two proposed transactions.

Neither Licensee nor Summit Ultimate has any interlocking directorates with any foreign carrier.

**(i)** Summit Ultimate certifies that it is not a foreign carrier, nor is it affiliated with a foreign carrier, nor will it become affiliated with a foreign carrier as a result of this transaction.

**(j)** Summit Ultimate certifies that it does not seek to provide international telecommunications services to any destination country where:

(1) Summit Ultimate is a foreign carrier in that country; or

(2) Summit Ultimate controls a foreign carrier in that country; or

(3) Any entity that owns more than 25 percent of Summit Ultimate, or that controls Summit Ultimate, 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 25 percent of Summit Ultimate and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

**(k)** Not applicable.

**(l)** Not applicable.

**(m)** Not applicable.

**(n)** As evidenced by the signatures of the Parties' representatives to this Application, Parties 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 they will not enter into such agreements in the future.

(o) As evidenced by the signatures of the Parties' representatives to this Application, the Parties certify that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) The Parties respectfully request streamlined processing of this Application pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because the Transferee is not a foreign carrier and is not affiliated with any foreign carriers and thus none of the scenarios outlined in Section 62.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

**V. INFORMATION REQUIRED BY COMMISSION RULE SECTION 63.04(b)**

The Parties submit the following information pursuant to Section 63.04(b) of the Commission's Rules, which are the categories of information required by Sections 63.04(a)(6)-(12):

(a)(6): The proposed transaction is described in Section II of the Application above.

(a)(7): A description of the geographic service areas and services provided in each area is included in Section I of the Application above.

(a)(8): The Parties respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. With respect to domestic authority, this Application is eligible for streamlined processing because, immediately following the transaction,

- Summit Ultimate and its affiliates do not provide telecommunications services in Florida, and thus there is no risk of anticompetitive concentration in the Florida telecommunications markets.

- The Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction.
- Licensee serves fewer than two percent of U.S. subscriber lines nationwide.

**(a)(9):** In addition to its Section 214 authorizations, Licensee holds two wireless licenses.

The Parties are filing contemporaneously herewith an application seeking consent from the Wireless Telecommunications Bureau to transfer control of the wireless licenses to Summit Ultimate.

**(a)(10):** No party is requesting special consideration because it is facing imminent business failure.

**(a)(11):** Not applicable.

**(a)(12):** Consummation of the proposed transaction will serve the public interest for the reasons detailed in Section III of the Application above.



**VI. CONCLUSION**

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**SUMMIT ULTIMATE HOLDINGS LLC**

**CABLE BAHAMAS LTD.**

/s/

/s/

---

Matthew S. DelNero  
Thomas G. Parisi  
Covington & Burling LLP  
One CityCenter  
850 Tenth Street, NW  
Washington, DC 20001-4956  
Tel: (202) 662-6000  
mdelnero@cov.com  
tparisi@cov.com

---

Mitchell F. Brecher  
Debra McGuire Mercer  
Greenberg Traurig, LLP  
2101 L Street, NW  
Suite 1000  
Washington, DC 20037  
Tel: (202) 331-3100  
brecherm@gtlaw.com  
mercerdm@gtlaw.com

*Counsel for Summit Ultimate Holdings LLC*

*Counsel for Cable Bahamas Ltd.*

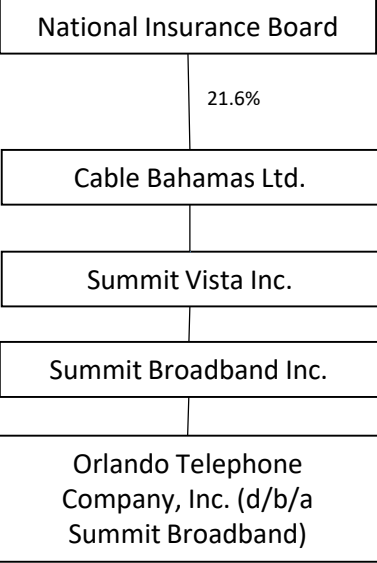
Dated: August 30, 2019

**LIST OF EXHIBITS**

**EXHIBIT A – Pre- and Post-Transaction Ownership Charts**

**VERIFICATIONS**

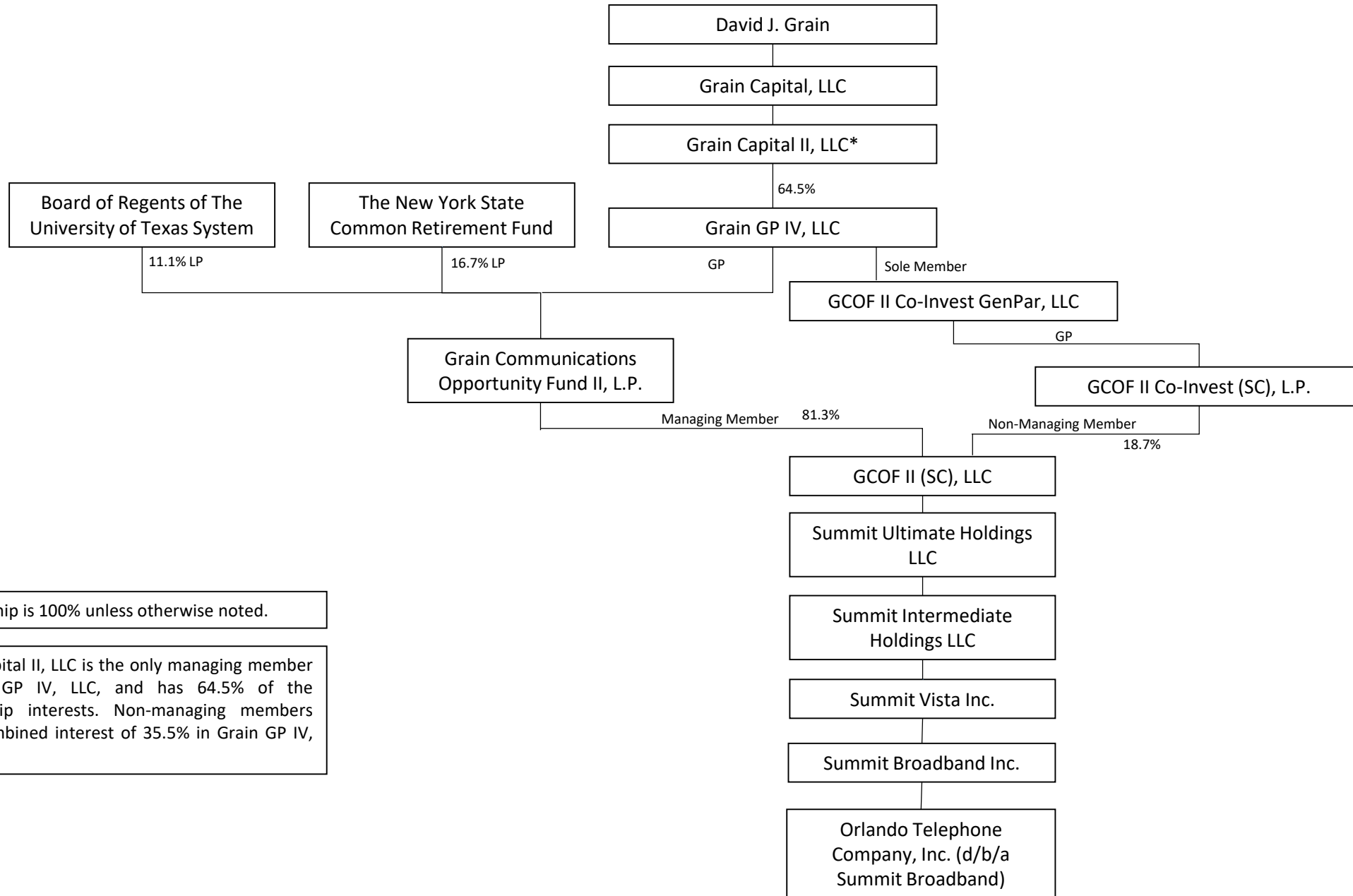
# Pre-Transaction Ownership Chart



Cable Bahamas Ltd. has no other 10% or greater shareholders

All ownership is 100% unless otherwise noted.

# Post-Transaction Ownership Chart



All ownership is 100% unless otherwise noted.

\*Grain Capital II, LLC is the only managing member of Grain GP IV, LLC, and has 64.5% of the membership interests. Non-managing members own a combined interest of 35.5% in Grain GP IV, LLC

## VERIFICATION

I, Chad Crank, state that I am Chief Executive Officer of Summit Ultimate Holdings LLC; that I am authorized to make this Verification on behalf of Summit Ultimate Holdings LLC; that the foregoing application was prepared under my direction and supervision; and that the contents 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 29<sup>th</sup> Day of August, 2019



Chad Crank

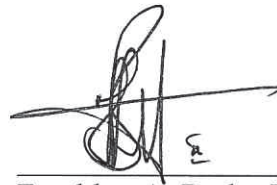
CEO

Summit Ultimate Holdings LLC

## VERIFICATION

I, Franklyn A. Butler II, state that I am Chief Executive Officer of Cable Bahamas Ltd.; that I am authorized to make this Verification on behalf of Cable Bahamas Ltd.; that the foregoing application was prepared under my direction and supervision; and that the contents 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 29<sup>th</sup> Day of August, 2019

A handwritten signature in black ink, appearing to be 'F. Butler II', written over a horizontal line.

Franklyn A. Butler II  
Chief Executive Officer  
Cable Bahamas Ltd.