

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

Application of

RADIATE HOLDINGS, L.P.
Transferor,

STONEPEAK ASSOCIATES IV LLC
Transferee,

~~RCN TELECOM SERVICES (LEHIGH) LLC~~
~~RCN TELECOM SERVICES OF PHILADELPHIA, LLC~~
~~RCN TELECOM SERVICES OF NEW YORK, LP~~
~~RCN TELECOM SERVICES OF MASSACHUSETTS, LLC~~
~~RCN TELECOM SERVICES OF ILLINOIS, LLC~~
~~STARPOWER COMMUNICATIONS, LLC~~
~~GRANDE COMMUNICATIONS NETWORKS,~~
~~LLC~~DIGITAL WEST NETWORKS, INC.
~~ASTOUND BROADBAND LLC~~
~~ASTOUND PHONE SERVICE, LLC~~
NORCAST COMMUNICATIONS CORPORATION,
AND
~~ETS TELEPHONE COMPANY, INC., AND BLUE~~
ROOSTER TELECOM, INC.,
~~ETS CABLEVISION, INC.~~Licensees.

~~*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 Docket No.

~~2021-~~_____

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.

¹ 47 U.S.C. § 214.

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

(“Radiate Holdings” or “Transferor”), Stonepeak Associates IV LLC (“Transferee”), and the ~~Authority Holders (as identified~~Digital West Companies (as defined below) respectfully request Commission approval to transfer indirect control of the ~~Authority Holders~~Digital West Companies from Transferor to Transferee (~~the “Proposed Transaction”~~). ~~The Authority Holders are: RCN Telecom Services (Lehigh) LLC (“RCN Lehigh”); RCN Telecom Services of Philadelphia, LLC (“RCN Philadelphia”); RCN Telecom Services of New York, LP (“RCN New York”); RCN Telecom Services of Massachusetts, LLC (“RCN Massachusetts”); RCN Telecom Services of Illinois, LLC (“RCN Illinois”); Starpower Communications, LLC (“Starpower” and, together with RCN Lehigh, RCN Philadelphia, RCN New York, RCN Massachusetts, and RCN Illinois, “RCN”); Grande Communications Networks, LLC (“Grande”); Astound Broadband LLC; Astound Phone Service, LLC (together with Astound Broadband LLC, “Astound”); ETS Telephone Company, Inc.; and ETS Cablevision, Inc. (together with ETS Telephone Company, Inc., “En-Touch”).~~³ The Digital West Companies include: Digital West Networks, Inc. (“Digital West”), Norcast Communications Corporation (“Norcast”) and Blue Rooster Telecom, Inc. (“Blue Rooster”). Transferor, Transferee, and the ~~Authority Holders~~Digital West Companies are collectively referred to as “Applicants”.

³—~~Radiate Holdings recently filed applications with the Commission seeking approval for the acquisition of Digital West Holdings, Inc. and its wholly owned operating subsidiaries: Digital West Networks, Inc., Norcast Communications Corporation, and Blue Rooster Telecom, Inc., each of which holds Section 214 authority (collectively, “Digital West”). 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); Notice of Domestic Section 214 Authorization Granted, WC Dkt. No. 20-325 (rel. Nov. 9, 2020). Radiate has not yet consummated the Digital West acquisition, but expects to do so in the near future and, certainly, well before closing of the Proposed Transaction described in this Application. For this reason, Applicants respectfully request that the Commission also approve a transfer of indirect control of the Digital West Section 214 licensees to Transferee.—~~

~~Together, the Authority Holders form the sixth largest cable operator in the United States while also operating as telecommunications service providers in ten states and the District of Columbia. The Authority Holders offer intrastate, interstate, and international telecommunications and other services to over one million customers, which services include industry-leading high-speed internet, cable services, broadband products, digital TV, phone services, and fiber optic solutions. As discussed in more detail below, certain affiliates of the Applicants have entered into an agreement whereby Transferee will acquire indirect control of the Authority Holders by acquiring control of Radiate Holdings, the parent entity of the Authority Holders. The Authority Holders will continue to hold their current Section 214 authorizations, satellite earth station licenses and registrations, CARS license, and wireless licenses following consummation of the Proposed Transaction.~~

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 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

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.

been granted but closing had not yet occurred although it was imminent.⁴ Radiate Holdings and Transferee requested- that approval of the December Applications encompass the newly acquired Digital West Companies.⁵ This request 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 recent request of Commission Staff, the Applicants submit this application for approval to transfer control of the Digital West Companies to Transferee. Applicants request that consideration of this Application be consolidated with processing of the December Application, and that the entire Proposed Transaction, including the sale of the Digital West Companies, be approved simultaneously to allow a comprehensive close following streamlined processing of this Application by the Wireline Competition Bureau and the International Bureau.

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 ~~Authority Holders~~Digital West Companies' ability to compete and provide customer service, to the benefit of ~~American~~ consumers. It will not result in any loss or impairment of service for any of the ~~Authority Holders~~Digital West Companies' customers and will have no adverse effects upon competition in any areas where the ~~Authority Holders~~Digital West Companies provide telecommunications or video services. Following consummation of the Proposed Transaction, each of the Digital West Companies will retain its Commission

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 Application, n.3.

⁶ Section 214 Applications Filed for the Transfer of Control of Subsidiaries of Radiate Holdings, L.P. to Stonepeak Associates IV LLC, DA 20-1493 (Dec. 16, 2020).

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,⁴⁷ Applicants are filing a combined application for the proposed transfer of control of the ~~Authority Holders~~ Digital West Companies, covering their domestic interstate and international authorizations. Applicants provide below the information required by Sections 63.04(a) (see part III) and 63.24(e)(2) (see part IV) of the Commission's rules.⁵⁸ The Applicants seek to consummate the Proposed Transaction as soon as possible upon receipt of the required regulatory consents.⁹

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 ~~Authority Holders~~ Digital West Companies and its affiliates. The general partner of

⁴⁷ 47 C.F.R. § 63.04(b).

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

⁹ 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*.

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 ~~Authority Holders~~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. ~~Authority Holders~~Digital West Companies

Digital West, a California corporation, holds domestic Section 214 authority by operation of law¹⁰ 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,¹¹ and holds an international Section 214 license for global facilities-based and global resale services.¹² Digital West holds a CPCN from the CPUC to provide intrastate telecommunications services.

~~As noted, the Authority Holders provide cable, telecommunications, and broadband services in ten states and the District of Columbia. Specifically: RCN Lehigh and RCN~~

¹⁰ See 47 C.F.R. § 63.01.

¹¹ Id.

¹² IB File No. ITC-214-20030410-00183.

~~Philadelphia provide services in Pennsylvania; RCN New York provides services in New York and New Jersey; RCN Massachusetts, LLC provides services in Massachusetts; RCN Illinois provides services in Illinois; Starpower, which operates under the RCN name, provides services in the District of Columbia, Maryland, and Virginia; Grande and En Touch provide services in Texas; and Astound Broadband, LLC provides services in California, Oregon, and Washington.⁶ Each of the Authority Holders holds blanket domestic interstate telecommunications services authority pursuant to operation of law.⁷ Blue Rooster, a California corporation and a wholly-owned subsidiary of Norcast, holds domestic Section 214 authority by operation of law.¹³ All of the Authority Holders except ETS Cablevision, Inc. hold international Section 214 authority as identified below in part IV(C). and holds an international Section 214 license.¹⁴ 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 invests in strategically important infrastructure assets within the communications, energy, power, water, renewables, and transportation sectors. Founded in 2011 and headquartered in

~~⁶—Astound Phone Service, LLC holds an international Section 214 authorization, but does not provide services at this time.~~

⁷¹³ See 47 C.F.R. § 63.01.

¹⁴ See IB File No. ITC-214-20100317-00112.

New York, Stonepeak manages over \$29.2 billion of capital for its investors.⁸¹⁵ 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 ~~Authority Holders~~ [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.⁹¹⁶ 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 ~~Authority Holders~~ [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.

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

⁸¹⁵ 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, and (iii) accepted capital commitments of Stonepeak Infrastructure Fund IV LP as of September 16, 2020. 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.

⁹¹⁶ Mr. Dorrell also holds Australian citizenship.

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,⁴⁹¹⁷ the Proposed Transaction for the acquisition by 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 ~~Authority Holders~~ 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,~~ accordingly, will control Radiate GP and, in turn, ~~the Authority Holders~~ 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 ~~Authority Holders~~ 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 LLC, a Delaware limited liability company (“Tiger Holdings II”), which, together with Transferee, will be under the common indirect control of Mr. Dorrell.

⁴⁹¹⁷ 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.

Transferee advises the Commission that Stonepeak is exploring syndicating a portion of its equity interest in Radiate Holdings:¹⁸

- ~~• For a period of up to 75 days after the signing of the Agreement, TPG has the right (the “TPG Investment Right”) under a letter agreement by and among TPG, Tiger Holdings I and Stonepeak Tiger Holdings II LP (the parent entity of Tiger Holdings II) to elect to make, at the consummation of the Proposed Transaction, an investment in Tiger Holdings I and Stonepeak Tiger Holdings II LP of up to \$750 million through one or more investment funds controlled by TPG (collectively, the “TPG Fund”). As of the date of this application, TPG has not exercised the TPG Investment Right. Even if TPG exercises the TPG Investment Right and an investment is made through the TPG Fund up to the limit, the controlling entity of Radiate GP and the ownership structure of Transferee as each is described herein will not change. However, the ownership percentages of the reportable interest holders provided in this application may be reduced or otherwise change as a result of such investment by the TPG Fund. The TPG Fund will be ultimately controlled by the principals of TPG. The principals of TPG are David Bonderman and James~~

¹⁸ 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.

~~G. Coulter, each of whom is a United States citizen. It is not currently expected that TPG's exercise of the TPG Investment Right and the investment in Tiger Holdings I and Stonepeak Tiger Holdings II LP by the TPG Fund will result in any entity (other than the TPG Fund) holding a 10 percent or greater equity interest in Radiate Holdings. Applicants will, in a timely fashion, notify the Commission if, as a result of the exercise of the TPG Investment Right, (x) there will be changes in the ownership percentages for reportable interest holders provided in this application or (y) any new entity (other than the TPG Fund) will hold a 10 percent or greater equity interest in Radiate Holdings. • Stonepeak is also exploring further syndicating a portion of its equity interest in Radiate Holdings to other co-investors.~~ The structure of any such co-investment, and identity of the co-investors, is yet to be finalized. ~~Excluding the potential investment of the TPG Fund described immediately above, the~~The organizational charts provided in Attachment 2 and listed in Attachment 3 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 or (y) although none are expected, any new vehicles (other than those reflected in the organizational charts provided in Attachment 2 and listed in Attachment 3) 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.¹²¹⁹ In making such a determination, the Commission first assesses “whether the proposed transaction complies with the specific provisions of the Act,

¹²¹⁹ 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*”).

other applicable statutes, and the Commission’s rules.”¹⁴²⁰ 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 substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes.”¹⁴²¹ 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.¹⁴²² 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.¹⁴²³

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

¹⁴²⁰ 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*”).

¹⁴²¹ 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.

¹⁴²² 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).

¹⁴²³ See *Level 3-CenturyLink Order*, 32 FCC Rcd at 9586 ¶ 11.

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 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 ~~Authority Holders~~ 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 ~~Authority Holders~~ Digital West Companies—other than to devote additional resources to help the ~~Authority Holders~~ 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.”¹⁷²⁴ The Proposed Transaction will have no adverse impact on the customers or operations of the ~~Authority Holders~~Digital West Companies. Upon consummation of the Proposed Transaction, the ~~Authority Holders~~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 to be served by the ~~Authority Holders~~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 ~~Authority Holders~~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 ~~Authority Holders~~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 ~~Authority Holders~~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,

¹⁷²⁴ Applications of T-Mobile US, Inc., & Sprint Corp., for Consent to Transfer Control of Licenses & Authorizations, 34 FCC Rcd 10578, ¶ 41 (2019).

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 Information¹⁸²⁵

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
RCN Telecom Services (Lehigh) LLC 650 College Road East, Suite 3100 1998 Santa Barbara Avenue, Suite 200 Princeton, NJ 08540 (609) 681-2184 <u>San Luis Obispo, CA 93401</u> <u>Tel: (805) 548-8000</u>	Delaware <u>California</u>	0019653450 <u>0024746711</u>	Authority Holder
RCN Telecom Services of Philadelphia, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540	Delaware	0019653443	Authority Holder

¹⁸²⁵ See 47 C.F.R. §§ 63.04(a)(1), (2).

(609) 681-2184			
RCN Telecom Services of New York, LP 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184	Delaware	0019653401	Authority Holder
RCN Telecom Services of Massachusetts, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184	Delaware	0019653476	Authority Holder
RCN Telecom Services of Illinois, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184	Delaware	0008314908	Authority Holder
Starpower Communications, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184	Delaware	0003735016	Authority Holder
GrandeNorcast Communications Networks, LLC Corporation 650 College Road East, Suite 3100 <u>1998 Santa Barbara Avenue, Suite 200</u> Princeton, NJ 08540 <u>San Luis Obispo, CA 93401</u> (609) 681-2184 <u>Tel: (805) 548-8000</u>	Delaware <u>California</u>	0006178198 <u>0008660763</u>	Authority Holder
Astound Broadband, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184	Washington	0013907894	Authority Holder
Astound Phone Services, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540	Delaware	0026914994	Authority Holder

(609) 681-2184			
ETS Telephone Company, LLC 650 College Road East, Suite 3100 Princeton, NJ 08540 (609) 681-2184	Delaware	0004322814	Authority Holder
ETS Cablevision Blue Rooster Telecom, Inc. 650 College Road East, Suite 3100 1998 Santa Barbara Avenue, Suite 200 Princeton, NJ 08540 San Luis Obispo, CA 93401 (609) 681-2184 Tel: (805) 548-8000	DelawareCalifornia	00037496780019631415	Authority Holder

Contact Information¹⁹²⁶

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 Authority Holders <u>Digital West Companies</u>	Jeffrey B. Kramp General Counsel Radiate Holdings, L.P. 650 College Road East, Suite 3100 Princeton, NJ 08540 Email: jkramp@patmedia.us Joe Kahl Vice President, Regulatory & Public Affairs RCN / Grande / Wave 650 College Road East, Suite 3100 Princeton, NJ 08540 Email: joe.kahl@rcn.net	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 Michael R. Dover KELLEY DRYE & WARREN, LLP 333 West Wacker Drive, Suite 2600 Chicago, IL 60606 Telephone: (312) 857-7087 Email: mdover@kelleydrye.com

¹⁹²⁶ See *id.* § 63.04(a)(3).

Applicant	Company Contact	Counsel Contact
Transferee	Brian McMullen Senior Managing Director Stonepeak Associates IV LLC c/o Stonepeak Infrastructure Partners 55 Hudson Yards 550 W 34th Street, 48 th Floor New York, NY 10001 Email: mcmullen@stonepeakpartners.com Adrienne Saunders General Counsel Stonepeak Associates IV LLC c/o Stonepeak Infrastructure Partners 55 Hudson Yards 550 W 34th Street, 48 th Floor New York, NY 10001 Email: saunders@stonepeakpartners.com	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

Proposed Direct and Indirect Ownership of ~~Authority Holders~~²⁰ the Digital West Companies²⁷

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 ~~Authority Holders~~ 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 2 and the related information required by the Commission is provided in the table provided in Attachment 3.

Certification Regarding the Anti-Drug Abuse Act of 1988²¹²⁸

The Applicants certify that no party to this application is subject to denial of federal

²⁰²⁷ See *id.* § 63.04(a)(4).

²¹²⁸ See 47 C.F.R. §§ 63.04(a)(5).

benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.²²²⁹

Transaction Description

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

Services Provided and Geographic Areas Services²³³⁰

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

Streamlining²⁴³¹

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 ~~Authority Holders~~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 Commission²⁵³²

~~—In connection with the Proposed Transaction, applications are concurrently being filed with the International Bureau for authority to transfer of control of an earth station license, with the Wireless Telecommunications Bureau for authority to transfer of control of numerous wireless licenses, and with the Media Bureau for authority to transfer of control of a CARS license.—~~ Except for the December Applications, which seeks Commission approval of the

²²²⁹ 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 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.

²³³⁰ 47 C.F.R. § 63.04(a)(7).

²⁴³¹ 47 C.F.R. § 63.04(a)(8).

²⁵³² 47 C.F.R. § 63.04(a)(9).

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 the Digital West Companies by Transferee.

Business Necessity²⁶³³

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

Waiver Requests²⁷³⁴

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

Public Interest Benefits²⁸³⁵

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 Information²⁹³⁶

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

B. Contact Information³⁰³⁷

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

²⁶³³ 47 C.F.R. § 63.04(a)(10).

²⁷³⁴ 47 C.F.R. § 63.04(a)(11).

²⁸³⁵ 47 C.F.R. § 63.04(a)(12).

²⁹³⁶ 47 C.F.R. § 63.18(a), (b).

³⁰³⁷ 47 C.F.R. § 63.18(c).

C. Prior Section 214 Authority³¹³⁸

The ~~Authority Holders hold~~ 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

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

<u>Company</u>	<u>Section 214 authority</u>
<u>Digital West Networks, Inc.</u>	<u>Blanket Domestic Section 214 authority</u>

³¹³⁸ 47 C.F.R. § 63.18(d).

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

D. Certification Regarding Ownership, Place of Organization, Principal Business, and Interlocking Directorates. ³²³⁹

See response to part III.C above, specifically Attachment 3 and the organizational charts in Attachment 2, 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 ~~Authority Holders~~ [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.

³²³⁹ 47 C.F.R. § 63.18(h).

E. Certification Regarding Foreign Carrier Status and Foreign Affiliations³³⁴⁰

Applicants certify that upon consummation of the Proposed Transaction: (1) none of Transferee or the ~~Authority Holders~~ Digital West Companies will be a foreign carrier in any foreign country; and (2) Transferee and the ~~Authority Holders~~ 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

³³⁴⁰ 47 C.F.R. § 63.18(i).

E. Certification Regarding Destination Countries³⁴⁴¹

The Applicants certify that, upon consummation of the Proposed Transaction, (1) none of Transferee or the ~~Authority Holders~~ Digital West Companies will be a foreign carrier in any of the countries that the ~~Authority Holders~~ Digital West Companies service; (2) none of Transferee or the ~~Authority Holders~~ Digital West Companies will control foreign carriers in the destination countries on the routes served by the ~~Authority Holders~~ 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 ~~Authority Holders~~ Digital West Companies) will own, in aggregate, more than 25 percent of Transferee or the ~~Authority Holders~~ 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 ~~Authority Holders~~ Digital West Companies.

G. Certifications Regarding WTO Status³⁵⁴²

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 Status³⁶⁴³

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

³⁴⁴¹ See *id.* § 63.18(j).

³⁵⁴² See *id.* § 63.18(k).

³⁶⁴³ 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.³⁷⁴⁴ 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 Concessions³⁸⁴⁵

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 1988.³⁹⁴⁶

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

K. Streamlining⁴⁰⁴⁷

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

³⁷⁴⁴ 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).

³⁸⁴⁵ 47 C.F.R. § 63.18(n).

³⁹⁴⁶ See *id.* § 63.18(o).

⁴⁰⁴⁷ See *id.* § 63.18(p).

CONCLUSION

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

Respectfully submitted,

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*Counsel to Transferor and ~~Authority~~
 ~~Holders~~ Digital West Companies*

Date: ~~November 30, 2020~~ March __, 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
____ day of ~~November~~March, ~~2020~~2021.

~~Brian McMullen~~[NAME]

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Insertion	
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Format change	
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Moved cell	
Split/Merged cell	
Padding cell	

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