

EXHIBIT F

PUBLIC INTEREST STATEMENT

A. Introduction

The Transactions will generate public interest benefits without posing any actual or potential harms to consumers or competition. In particular, consummation of the Transactions will strengthen an existing, independent source of video, high-speed Internet, voice, and business data services competition in markets served by some of the nation's largest providers of such services, including Comcast, Charter, Verizon, and AT&T. Moreover, the Transactions will not adversely disrupt the day-to-day service provided to consumers or otherwise reduce competition and consumer choice. The Transactions will enhance the provision of innovative and reliable communications services by an experienced, competent, and responsive provider. Competition will be stimulated and innovation spurred without risk to consumer interests. Thus, the Commission should find that the Transactions provide a public interest benefit.

B. The Transactions Will Produce Public Interest Benefits

RCN-TS and Grande Networks, and their subsidiary operating companies, have a history of giving consumers a choice of innovative, reliable, high-quality services. They have a presence in some of the most competitive urban and suburban markets in the country, including New York City, Chicago, Boston, Philadelphia, Washington, D.C., Dallas, and Austin. RCN-TS and Grande Networks also bring competitive choices for advanced services to fast-growing areas in the Lehigh Valley of Pennsylvania and to several smaller cities in Texas.

Led by Patriot Media's experienced management team, the RCN-TS and Grande Networks operating subsidiaries have fashioned and implemented a tech-forward strategy that has accelerated – and will continue to propel post-Transactions – the deployment of state-of-the-art technologies, thereby strengthening their competitive position in the markets they serve. For

example, RCN-TS and Grande Networks have launched DOCSIS 3.0 and increased Internet speeds in all markets. They also have deployed an integrated Netflix service, partnered with TiVo to offer cutting edge navigation devices, provided offered subscribers ways to easily access YouTube and Hulu through the TiVo platform, and begun offering HBOGO and a branded TV Everywhere service. These efforts have paid off in terms of consumer satisfaction, with RCN being named PC Magazine's Reader's Choice for Best ISP the past two years.¹

The Transactions will enhance the ability of the RCN-TS and Grande Networks operating subsidiaries to build on this record of achievement. The proven Patriot Media team, which currently and in the future will manage the day-to-day operations of both RCN-TS and Grande Networks, will be able to achieve greater operational efficiencies and adopt and implement more focused strategies when the two subsidiaries are integrated. Under the pre-Transactions ownership structure, RCN-TS and Grande Networks operate separately, including to obtain financing and to negotiate with programmers and other vendors. The Transactions will bring RCN-TS and Grande Networks under the common umbrella of Transfree Radiate Holdings. This structure will allow the operating subsidiaries to have a single strategic focus. The Patriot Media team will be able to benefit from more favorable financing and programming arrangements and to achieve greater operational efficiencies. This will facilitate system improvements such as completing a footprint-wide upgrade to DOCSIS 3.1 that will further increase Internet speeds and will enable the operating subsidiaries to compete more effectively against larger, national rivals in both the residential and business sectors.

At a time when the industry is marked by growing consolidation, the presence in the marketplace of a well-funded, competitive, independent source of advanced video and broadband

¹ See Ben Z. Gottesman, "Readers' Choice Awards 2016: Internet Service Providers," PC Magazine (May 11, 2016), available at <http://www.pcmag.com/article/344519/>.

services becomes all the more important. The Transactions' public interest benefits go beyond investments and improvements that will be made in the RCN-TS and Grande Networks operating subsidiaries. Those investments and improvements will drive other competitors to make their own investments and improvements. This is yet another example of the "virtuous cycle" that the Commission has identified as benefitting the public interest and has sought to promote through its broadband rules and policies.

C. The Transactions Will Not Result in Any Harm to the Public Interest

The Transactions will not result in any harms to consumers or competition or violate any Commission rule or policy. They also will not result in any horizontal consolidation among overlapping cable or telecommunications providers or result in any adverse disruption in the systems' day-to-day operations.

Competition and consumer choice will be sustained after the Transactions. Taken together, the Transactions will give Transferee control over non-overlapping subsidiaries that provide cable and OVS service to more than 640,000 video, voice, and high-speed Internet subscribers. The Transferee will remain the third largest wireline provider of services in most of the communities where it offers services – behind companies such as Comcast, Charter, Verizon, and AT&T – and will have a significantly smaller national presence than those competitors. Thus, although the Transactions will give RCN-TS and Grande Networks and their operating subsidiaries increased scale to compete effectively in increasingly consolidated video and broadband markets, they will not pose any of the competitive risks that the Commission has raised when considering mergers among larger service providers.² More specifically, the

² See Remarks of Jon Sallet, Federal Communications Comm'n, General Counsel at Telecommunications Policy Research Conference, "The Federal Communications Commission and Lessons of Recent Mergers & Acquisitions Reviews," Sept. 25, 2015.

Transactions will not reduce the number of head-to-head competitors in any market or create an entity with either the incentive or ability to limit consumers' access to OVD services.

Additionally, because the experienced Patriot Media team that currently manages the day-to-day operations of the RCN-TS and Grande Networks operating subsidiaries will remain in place, there is no risk of the sorts of adverse impact on customer service that have occurred following other transactions. The consumer experience only will change for the better, as the purchasing power of RCN-TS and Grande Networks is combined to provide opportunities to obtain more favorable financing and purchasing arrangements.

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For the reasons stated above, the Transactions will ensure that RCN-TS and Grande Networks and their operating subsidiaries will remain robust and innovative competitors capable of providing consumers with world-class voice, video, broadband Internet, and business data services and of spurring their competitors to improve their offerings.