



PUBLIC NOTICE

Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Fax-On-Demand 202 / 418-2830
TTY 202 / 418-2555
Internet: <http://www.fcc.gov>
<ftp.fcc.gov>

DA 06-1953
Released: September 28, 2006

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF SIGECOM, LLC FROM SIGECOM HOLDINGS, INC. TO WIDOPENWEST FINANCE, LLC

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 06-174

Comments Due: October 12, 2006
Reply Comments Due: October 19, 2006

On September 11, 2006, Sigecom Holdings, Inc. (“Holdings” or Transferor”) and WideOpenWest Finance, LLC (“WOW” or “Transferee” and, collectively with Holdings, the “Applicants”), filed an application, pursuant to section 63.04 of the Commission’s rules,¹ requesting authority to transfer control of Sigecom, LLC (“Sigecom”) from Holdings to WOW.²

Applicants assert that this transaction is entitled to presumptive streamlined treatment under 63.03(b)(2)(i) of the Commission’s rules because, upon completion of the proposed transaction:

- (i) Transferee will have a market share in the interstate, interexchange market of less than 10 percent;
- (ii) Transferee will provide competitive telephone exchange 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; and
- (iii) none of the Applicants or their affiliates are dominant with respect to any service.³

Sigecom, an Indiana limited liability company, is a competitive provider of bundled cable television, high-speed Internet, and telephone services to over 27,000 residences and 2,400 businesses in the greater Evansville and Newburgh, Indiana areas. Holdings, a Delaware corporation, holds 74% of the membership interests of Sigecom and controls Sigecom. Holdings is indirectly controlled by Blackstone UC Management Associates L.L.C., through which Holdings is affiliated with Centennial Communications, which provides domestic wireline services in Puerto Rico.

¹ 47 C.F.R. §§ 63.03, 63.04; *see* 47 U.S.C. § 214.

² Applicants filed a supplement to their application on Sept. 25, 2006. Applicants are also filing applications for transfer of control associated with authorization for international services. Any action on this domestic 214 application is without prejudice to Commission action on other related, pending applications.

³ 47 C.F.R. § 63.03(b)(2)(i).

WOW is a privately held Delaware limited liability company and a fully-integrated competitive provider of cable television, high-speed data and digital telephony services serving approximately 380,000 customers in more than 110 communities in the greater metropolitan areas of Detroit, Chicago, Columbus and Cleveland. WOW does not provide service in any of the areas presently served by Sigecom. Racecar Acquisition, LLC, a Delaware limited liability company, owns 100% of the equity of WOW through its wholly-owned intermediary holding companies: WideOpenWest Cleveland, Inc.; WideOpenWest Illinois, Inc.; and WideOpenWest Ohio, Inc., all of which are Delaware corporations. Racecar Acquisition, LLC is, in turn, a wholly-owned subsidiary of Racecar Holdings, LLC, a Delaware limited liability company. The following entities directly or indirectly own a 10% or greater interest in Racecar Holdings, LLC: Avista Capital Partners, LP (“Avista”) (43%), a Delaware limited partnership; and Northwestern Mutual Life Insurance Company (“Northwestern”) (32.7%), a Wisconsin mutual insurance company. No person or entity holds a 10% or greater interest in either Avista or Northwestern. No other person or entity holds a 10% or greater direct or indirect interest in WOW.

Pursuant to an Equity Purchase Agreement dated August 10, 2006, Holdings and Utilicom Networks LLC (“Utilicom”), which holds a 26% membership interest in Sigecom, have agreed to sell their interests in Sigecom to WOW. To effectuate the transfer of control of Sigecom, WOW, or a wholly-owned subsidiary designated by WOW prior to closing, will purchase all of Sigecom’s outstanding equity from Holdings and Utilicom. Following the acquisition, this subsidiary will merge into Sigecom such that, post-consummation, Sigecom will be a direct, wholly-owned subsidiary of WOW.

Applicants state that the proposed transaction will serve the public interest because WOW will be able to provide Sigecom with the benefits of its experience and resources in order to provide quality service to Sigecom’s customers, while also achieving operational efficiencies and expanding the service area to which the company can provide service. Applicants further state that they are committed to providing continued service to all of their customers, and that grant of the proposed transaction does not remove any competitors from the market.

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission’s rules and policies. Pursuant to sections 1.415 and 1.419 of the Commission’s rules, 47 CFR §§ 1.415, 1.419, interested parties may file **comments on or before October 12, 2006** and **reply comments on or before October 19, 2006**.⁴ Unless otherwise notified by the Commission, Applicants are permitted to transfer the assets and related control on the 31st day after the date of this notice.⁵ Comments may be filed using: (1) the Commission’s Electronic Comment Filing System (ECFS), (2) the Federal Government’s eRulemaking Portal, or (3) by filing paper copies. *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

⁴ See 47 C.F.R. § 63.03(a).

⁵ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

- Electronic Filers: Comments may be filed electronically using the Internet by accessing the ECFS: <http://www.fcc.gov/cgb/ecfs/> or the Federal eRulemaking Portal: <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.
- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to ecfs@fcc.gov, and include the following words in the body of the message, “get form.” A sample form and directions will be sent in response.
- Paper Filers: Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number.

Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). All filings must be addressed to the Commission’s Secretary, Office of the Secretary, Federal Communications Commission.

The Commission’s contractor will receive hand-delivered or messenger-delivered paper filings for the Commission’s Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class, Express, and Priority mail should be addressed to 445 12th Street, S.W., Washington D.C. 20554.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

You may submit comments, identified by the above noted docket number, by any of the following methods:

- Federal eRulemaking Portal: <http://www.regulations.gov>. Follow the instructions for submitting comments.
- Federal Communications Commission’s Web Site: <http://www.fcc.gov/cgb/ecfs/>. Follow the instructions for submitting comments.
- People with Disabilities: Contact the FCC to request reasonable accommodations (accessible format documents, sign language interpreters, CART, etc.) by e-mail: FCC504@fcc.gov or phone: 202-418-0530 or TTY: 202-418-0432.

In addition, one copy of each pleading must be sent to each of the following:

- (1) The Commission's duplicating contractor, Best Copy and Printing, Inc., 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, www.bcpweb.com; phone: (202) 488-5300 fax: (202) 488-5563;
- (2) Cecilia Seppings, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-A103, Washington, D.C. 20554; email: cecilia.seppings@fcc.gov;
- (3) Alex Johns, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C317, Washington, D.C. 20554; e-mail: alexis.johns@fcc.gov;
- (4) Susan O'Connell, Policy Division, International Bureau, 445 12th Street, S.W., Room 7-B544, Washington, D.C. 20554; email: susan.o'connell@fcc.gov; and
- (5) James Bird, Office of General Counsel, 445 12th Street, S.W., Room 8-C824, Washington, D.C. 20554; e-mail: james.bird@fcc.gov.

Filings and comments are also available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CYB402, Washington, D.C. 20554, telephone: (202) 488-5300, fax: (202) 488-5563, or via e-mail www.bcpweb.com.

For further information, please contact Cecilia Seppings at (202) 418-1588, or Alex Johns at (202) 418-1167.

- FCC -