



# PUBLIC NOTICE

Federal Communications Commission  
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Washington, D.C. 20554

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DA 17-621

Released: June 26, 2017

## APPLICATIONS FILED FOR THE TRANSFER OF CONTROL OF WAVE HOLDCO, LLC TO RADIATE HOLDINGS, L.P.

### PLEADING CYCLE ESTABLISHED

WC Docket No. 17-158

**Comments/Petitions Due: July 26, 2017**

**Reply Comments/Oppositions to Petitions Due: August 10, 2017**

By this Public Notice, we seek comment from interested parties on a series of applications filed by Radiate Holdings, L.P. (Radiate Holdings) and Wave Holdco, LLC (Wave Holdco) (together, Applicants), pursuant to Sections 214 and 310(d) of the Communications Act of 1934, as amended (Act), and Sections 63.04, 63.18, and 63.24 of the Commission's rules,<sup>1</sup> seeking approval to transfer control of various licenses and authorizations held by Wave Holdco to Radiate Holdings.<sup>2</sup>

Wave Holdco, a Delaware limited liability company, wholly owns, directly or indirectly, subsidiaries (collectively, Wave) that operate fiber-based distribution networks in California, Oregon, and Washington.<sup>3</sup> The Wave entities provide Internet access, dark fiber, cable television, and competitive telecommunications services.<sup>4</sup> Applicants state that the networks operated by Wave pass over 672,900 homes and serve over 473,200 residential, governmental, and business customers in more than 200 communities.<sup>5</sup> Wave has also deployed 2,114 route miles of fiber in California to support the high-capacity services it offers to customers in Northern California.<sup>6</sup>

Radiate Holdings, a Delaware limited partnership, is a holding company that controls cable systems operated by RCN Telecom Services, LLC (RCN) and Grande Communications Networks LLC

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<sup>1</sup> 47 U.S.C. §§ 214, 310(d); 47 CFR §§ 63.04, 63.18, 63.24. Consolidated Applications to Transfer Control of Domestic and International Section 214 Authorizations, WC Docket No. 17-158 (filed June 7, 2017) (Lead Application).

<sup>2</sup> In addition to domestic and international Section 214 authorizations, Applicants filed applications to transfer control of Cable Television Relay Services licenses, an earth station license, and various wireless licenses listed below. *Id.* at 3-4.

<sup>3</sup> *Id.* at 2.

<sup>4</sup> *Id.*

<sup>5</sup> *Id.* at 3.

<sup>6</sup> *Id.*

(Grande).<sup>7</sup> Applicants state that RCN and Grande provide digital television, high-speed Internet, and voice telecommunications services to approximately 656,000 subscribers in the District of Columbia, Illinois, Massachusetts, Maryland, New York, Pennsylvania, Virginia, and Texas.<sup>8</sup> Radiate Holdings is majority owned and controlled by certain investment funds ultimately controlled by the principals of TPG Global, LLC (TPG Global) (together with its affiliates, TPG).<sup>9</sup> The following U.S. citizens are the principals of TPG Global: David Bonderman and James G. Coulter.<sup>10</sup> Applicants state that Radiate Holdings will be managed, operated, and controlled by a Delaware limited liability company, Radiate Holdings GP, LLC (Radiate GP).<sup>11</sup> Applicants further state that the Board of Directors of Radiate GP is controlled by TPG.<sup>12</sup> All of the entities in the Radiate Holdings ownership chain are U.S.-based.

On May 18, 2017, Radiate Holdco, LLC, a Delaware limited liability company and an indirect subsidiary of Radiate Holdings, entered into a Securities Purchase Agreement with Wave Holdco and related entities to acquire all of the outstanding membership interests of Wave Holdco.<sup>13</sup> At closing, Applicants state that Wave Holdco will become a wholly owned subsidiary of Radiate Holdco, LLC and an indirect wholly owned subsidiary of Radiate Holdings.<sup>14</sup>

Applicants assert that a grant of the transfer of control applications will serve the public interest without posing any harm to consumers.<sup>15</sup> They state that the proposed transaction will not result in consolidation of overlapping cable or telecommunications providers and will result in a stronger competitor to larger providers of video, high-speed Internet, voice, and business data services.<sup>16</sup> Applicants further state that the proposed transaction will result in more favorable financing and programming arrangements and achieve greater operational efficiencies.<sup>17</sup>

## SECTION 214 AUTHORIZATIONS

### A. International

The applications for consent to the transfer of control of the international Section 214 authorizations from Wave Holdco to Radiate Holdings have been assigned the file numbers listed below.

<b>File Number</b>	<b>Authorization Holder</b>	<b>Authorization Number</b>
ITC-T/C-20170607-00109	Astound Broadband, LLC	ITC-214-20050701-00565

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<sup>7</sup> *Id.* at 1.

<sup>8</sup> *Id.*

<sup>9</sup> *Id.*

<sup>10</sup> *Id.* at Attach. B (depicting the post-transaction TPG ownership structure).

<sup>11</sup> *Id.* at 2.

<sup>12</sup> *Id.*

<sup>13</sup> *Id.* at 3-4.

<sup>14</sup> *Id.* at 4.

<sup>15</sup> *Id.* at 5-6.

<sup>16</sup> *Id.* at 4.

<sup>17</sup> *Id.* at 6.

**B. Domestic**

Applicants filed an application to transfer control of domestic Section 214 authority in connection with the proposed transaction. In light of the multiple applications pending before the Commission with respect to this transaction and the public interest review associated with them, the domestic transfer of control application is not subject to streamlined treatment.<sup>18</sup>

**SECTION 310(d) APPLICATIONS**

The applications for consent to the transfer of control of certain ancillary wireless licenses under Section 310(d) have been assigned the file numbers listed below.

**Applications for Transfer of Control of Wireless Authorizations**

<b>File Number</b>	<b>Licensee</b>	<b>Lead Call Sign</b>
0007791669	WaveDivision I, LLC	WQOT607
0007791803	WaveDivision VII, LLC	WPYL202
0007791806	Seattle’s Best Internet, LLC	WQIJ661
0007791835	Sawtooth Technologies, L.L.C.	WQLN305
0007792536	Astound Broadband, LLC	WQJH368

**Part 78- Cable Television Relay Service (CARS)**

<b>File Number</b>	<b>Licensee</b>	<b>Call Sign</b>
CAR-20170619AA-09	WaveDivision VII, LLC	WLY-903

**Part 25 – Satellite Earth Station License**

<b>File Number</b>	<b>Licensee</b>	<b>Call Sign</b>
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**GENERAL INFORMATION**

The applications referenced herein have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission’s rules and policies.

Interested parties may file comments and petitions **on or before July 26, 2017**, and reply comments or oppositions to petitions **on or before August 10, 2017**. Comments may be filed using the Commission’s Electronic Comment Filing System (ECFS) or by paper. *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 Fed. Reg. 24121 (1998). All filings must be addressed to the Commission’s Secretary, Office of the Secretary, Federal Communications Commission.

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<sup>18</sup> 47 CFR § 63.03.

- Electronic Filers: Comments may be filed electronically using the Internet by accessing ECFS at <http://apps.fcc.gov/ecfs/>.
- Paper Filers: Parties who choose to file by paper must file an original and one copy of each filing. Paper filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail.
  - All hand-delivered or messenger-delivered paper filings for the Commission’s Secretary must be delivered to FCC Headquarters at 445 12<sup>th</sup> St., SW, Room TW-A325, Washington, DC 20554. The filing hours are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. All envelopes and boxes 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 must be addressed to 445 12<sup>th</sup> St., SW, Washington DC 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](mailto:fcc504@fcc.gov) or call the Consumer and Governmental Affairs Bureau at 202-418-0530 (voice), 1-888-835-5322 (tty).

**In addition, please provide one copy of each pleading to each of the following:**

- 1) Neil Dellar, Office of General Counsel, [transactionteam@fcc.gov](mailto:transactionteam@fcc.gov);
- 2) Dennis Johnson, Wireline Competition Bureau, [dennis.johnson@fcc.gov](mailto:dennis.johnson@fcc.gov);
- 3) Sumita Mukhoty, International Bureau, [sumita.mukhoty@fcc.gov](mailto:sumita.mukhoty@fcc.gov);
- 4) Brendan Holland, Media Bureau, [brendan.holland@fcc.gov](mailto:brendan.holland@fcc.gov);
- 5) Sonia Greenaway, Media Bureau, [sonia.greenaway@fcc.gov](mailto:sonia.greenaway@fcc.gov); and
- 6) Linda Ray, Wireless Telecommunications Bureau, [linda.ray@fcc.gov](mailto:linda.ray@fcc.gov).

The proceeding in this Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s *ex parte* rules.<sup>19</sup> Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of data or arguments already reflected in the presenter’s written comments, memoranda, or other filings in the proceeding, then the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 CFR § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

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<sup>19</sup> 47 CFR § 1.1200 *et seq.*

To allow the Commission to consider fully all substantive issues regarding the applications in as timely and efficient a manner as possible, petitioners and commenters should raise all issues in their initial filings. New issues may not be raised in responses or replies.<sup>20</sup> A party or interested person seeking to raise a new issue after the pleading cycle has closed must show good cause why it was not possible for it to have raised the issue previously. Submissions after the pleading cycle has closed that seek to raise new issues based on new facts or newly discovered facts should be filed within 15 days after such facts are discovered. Absent such a showing of good cause, any issues not timely raised may be disregarded by the Commission.

For further information, please contact Dennis Johnson, Wireline Competition Bureau, (202) 418-0809; Sumita Mukhoty, International Bureau, (202) 418-7165; Brendan Holland, Media Bureau, (202) 418-2757; Sonia Greenaway, Media Bureau, (202) 418-1419; or Linda Ray, Wireless Telecommunications Bureau, (202) 418-0257.

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<sup>20</sup> See 47 CFR § 1.45(c).