PUBLIC NOTICE

Federal Communications Commission
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Washington, DC 20554

News Media Information 202-418-0500
Internet: www.fcc.gov

DA 25-955
Released: November 18, 2025

DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF CONTROL OF WIDEOPENWEST, INC. AND ITS SUBSIDIARIES TO BANDIT MIDCO, INC.

NON-STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 25-262

Comments Due: December 2, 2025
Reply Comments Due: December 9, 2025

By this Public Notice, the Wireline Competition Bureau (Bureau) seeks comment from interested parties on an application[1] filed by WideOpenWest, Inc. (WOW Parent) and WOW Parent's operating subsidiaries, Knology of the Valley, Inc. (Knology Valley), Valley Telephone Company, LLC (Valley Telephone), Knology Total Communications, Inc. (Knology TC), and Knology of Florida, LLC (d/b/a Knology of Florida, Inc.) (Knology Florida) (WOW Parents' operating subsidiaries, collectively Licensees, and together with WOW Parent, WOW), and Bandit MidCo, Inc. (Bandit MidCo) (together, Applicants), pursuant to section 214(a) of the Communications Act of 1934, as amended, and section 63.04 of the Commission's rules,[2] requesting Commission consent to transfer control of Licensees from WOW Parent to Bandit MidCo.[3] Bandit MidCo is ultimately owned and controlled by investment funds and entities affiliated with (1) DigitalBridge Group, Inc. (Digital Bridge), a Maryland publicly traded investment firm, and (2) entities owned by private equity funds managed by Crestview Advisors, L.L.C. (Crestview), a New York-based private equity firm.[4]

Knology Valley, a Georgia corporation, is an incumbent local exchange carrier (LEC) serving rural communities in Chamber County, Alabama and in Harris County and Troup County, Georgia.[5] Valley Telephone, an Alabama limited liability company, provides services as an incumbent LEC to rural

[1] Domestic Section 214 Application for the Transfer of Control of WideOpenWest, Inc. and its Subsidiaries to Bandit MidCo, Inc., WC Docket No. 25-262 (filed Aug. 29, 2025) (Application). Applicants filed a supplement to the Application on September 29, 2025. Letter from Howard M. Liberman et al., Counsel for WideOpenWest, Inc., and Joshua M. Bobeck, Counsel for Bandit MidCo, Inc. to Marlene H. Dortch, Secretary, FCC, WC Docket No. 25-262 (filed Sept. 29, 2025) (Supplement). Any action on the Application is without prejudice to Commission action on other related, pending applications.

[2] *See* 47 U.S.C. § 214(a); 47 CFR § 63.04.

[3] Application at 1.

[4] Application at 2; Supplement at 1.

[5] Application at 4. Applicants state that Knology Valley is designated as an eligible telecommunication carrier (ETC) in Alabama and Georgia, receives Connect America Fund Broadband Loop Support (CAF BLS) and Connect America Fund Intercarrier Compensation Recovery (CAF ICC), and participates in the Lifeline program. Application at 16; Supplement at 2.

communities in Chambers County and Lee County in Alabama.[6] Knology TC, an Alabama corporation, is an incumbent LEC serving rural communicates in Houston County in Alabama.[7] Knology Florida, a Florida limited liability company, provides services as a competitive LEC in Florida.[8] The Licensees are subsidiaries of WOW Parent, a publicly-traded Delaware holding company.[9] Crestview currently holds a minority share (approximately 37% of WOW Parent common stock) in WOW.[10]

Bandit MidCo, a Delaware corporation, was formed for the purposes of the proposed transaction and does not provide communications services.[11] Bandit MidCo, an indirect, wholly-owned subsidiary of Bandit Parent, LP, is ultimately jointly controlled by DigitalBridge Partners III, LP (DBP III)[12] and Crestview III.[13] Applicants state that DBP III is affiliated with the Everstream entities,[14] which provide telecommunications services and other services in the Mid-Atlantic and Midwest, and is also affiliated with Zayo Group, LLC and certain of its indirect subsidiaries, which provide telecommunications services and other services in multiple states.[15] Applicants state that neither Bandit MidCo nor its affiliates are ETCs, nor do these entities receive universal service support.[16]

Pursuant to the terms of the proposed transaction, Applicants state that Merger Sub, a Delaware corporation and a wholly-owned subsidiary of Bandit MidCo (and indirect subsidiary of Bandit Parent) specifically formed for the transaction, will "merge with and into WOW Parent, with WOW Parent

[6] Application at 4. Applicants state that Valley Telephone is designated as an ETC in Georgia and participates in the Lifeline program. *Id.* at 16; Supplement at 1.

[7] Application at 4. Applicants state that Knology TC is designated as an ETC in Alabama, receives CAF BLS, CAF ICC, and High Cost Loop support, and participates in the Lifeline program. *Id.* at 16; Supplement at 1.

[8] Application at 4; Supplement at 2. Applicants state that Knology Florida is designated as an ETC in Florida and participates in the Lifeline program. Application at 16; Supplement at 2.

[9] Application at 3.

[10] *Id*.

[11] *Id*. at 2.

[12] Applicants state that DigitalBridge will hold its interest in Bandit MidCo through DigitalBridge Partners III, LP (DBP III) and "a series of parallel limited partnerships and limited liability companies that are ultimately controlled by general partner entities organized under the laws of the United States and controlled by Digital Bridge." *Id.* at 2. Applicants provided the names of the Board of Directors of DigitalBridge, each a U.S. citizen. *Id.* at 4. Bandit Partner GP, a Delaware limited partnership, is the general partner of Bandit Parent, LP, which will be governed by a nine-member board of directors with Digital Bridge and Crestview III, each having the right to nominate four board members with the ninth member to be a non-voting member representing management. Supplement at 1.

[13] Application at 4-5; Supplement at 1. Crestview W1 Holdings, L.P., a Delaware limited partnership and other affiliated entities (collectively Crestview III) are "owned by private equity funds managed by [Crestview]." Application at 2. Applicants state that Crestview III is owned and controlled by four U.S. citizens. *Id.* at 7.

[14] Applicants state that Everstream GLC Holding Company LLC, Debtor in Possession; Everstream Solutions LLC, Debtor in Possession; HRS Internet, LLC, Debtor in Possession; and Lynx Network Group, Inc., Debtor in Possession (collectively, Everstream) are subject to a court order for sale to Bluebird. *Id*. at 10, n.5; *see Domestic Section 214 Application Filed for the Acquisition of Certain Assets of Everstream Solutions LLC, Debtor-In-Possession, Everstream GLC Holding Company, Lynx Network Group, Inc., Debtor-In-Possession, and HRS Internet, LLC, Debtor-In-Possession by Bluebird MidWest, LLC,* WC Docket No. 25-245, Public Notice, DA 25-826 at 2 (WCB Sept. 9, 2025).

[15] *See* Application at 11 for a more complete description of Zayo Group and its operating subsidiaries' services. Digital Bridge controls an approximate 45% voting and equity interest in Zayo. *Id.* at 15. Applicants state that Crestview has no affiliates that provide domestic telecommunications services. *Id*. at 10.

[16] *Id*. at 16-17.

continuing as the surviving corporation."[17] Crestview III would roll over all of its shares of WOW Parent common stock for an equivalent 37% limited partnership interest in Bandit Parent.[18] DBP III would hold an approximate 63% limited partnership interest in Bandit Parent.[19] As a result, Bandit MidCo, which will remain a wholly-owned indirect subsidiary of Bandit Parent, will own all of WOW Parent's issued and outstanding common stock and, thus, become the direct parent company of WOW Parent and the indirect parent of the Licensees.[20]

Applicants assert that a grant of the Application would serve the public interest, convenience, and necessity.[21] Because the proposed transaction is more complex than those accepted for streamlined treatment, and in order to analyze whether the proposed transaction would serve the public interest, we accept the Application for non-streamlined processing.[22]

No Referral to Executive Branch Agencies: The Commission determined in the *Executive Branch Review Process Order* that it would not routinely refer to the Executive Branch "standalone applications to transfer control of domestic section 214 authority."[23] The Commission, however, retains the discretion to refer a domestic-only section 214 transaction should it find that a particular application may raise national security, law enforcement, foreign policy, or trade policy concerns for which it would benefit from the advice of the Executive Branch.[24] Applicants state that the Application involves the transfer of control of licensees that only provide domestic section 214 authority and that, consistent with the decision in the *Executive Branch Review Process Order*, the Application does not require a referral to the Executive Branch.[25] We do not find any special circumstances that warrant referral of this Application to the Executive Branch agencies. While we are not referring the Application, we will provide a courtesy copy of this public notice to the Executive Branch agencies.[26]

Domestic Section 214 Application Filed for the Transfer of Control of WideOpenWest, Inc. and its Subsidiaries to Bandit MidCo, Inc., WC Docket No. 25-262 (filed Aug. 29, 2025).

GENERAL INFORMATION

The Application identified herein has 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 reply comments on or before the dates indicated on the first page of this document. Comments may be filed using the Commission's Electronic Comment Filing System (ECFS).

[17] *Id.* at 4.

[18] *Id.*; Supplement at 1.

[19] Application at 5.

[20] *Id.*

[21] *Id.* at 13-15.

[22] 47 CFR § 63.03(c)(1)(v).

[23] *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, IB Docket No. 16-155, Report and Order, 35 FCC Rcd 10927, 10936, para. 25 (2020) (*Executive Branch Review Process Order*).

[24] *Id*.

[25] Application at 15.

[26] *See Executive Branch Review Process Order*, 35 FCC Rcd at 10941, para. 36 n.99; *see also id*. at 10939, para. 30 n.81.

- Electronic Filers: Comments may be filed electronically using the Internet by accessing the ECFS: https://www.fcc.gov/ecfs/.
- Paper Filers: Parties who choose to file by paper must file an original and one copy of each filing.
    - Filings can be sent by hand or messenger delivery, by commercial courier, or by the U.S. Postal Service. **All filings must be addressed to the Secretary, Federal Communications Commission.**
    - Hand-delivered or messenger-delivered paper filings for the Commission's Secretary are accepted between 8:00 a.m. and 4:00 p.m. by the FCC's mailing contractor at 9050 Junction Drive, Annapolis Junction, MD 20701. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes and boxes must be disposed of before entering the building.
    - Commercial courier deliveries (any deliveries not by the U.S. Postal Service) must be sent to 9050 Junction Drive, Annapolis Junction, MD 20701.
    - Filings sent by U.S. Postal Service First-Class Mail, Priority Mail, and Priority Mail Express must be sent to 45 L Street NE, 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 or call the Consumer & Governmental Affairs Bureau at 202-418-0530.

In addition, e-mail one copy of each pleading to each of the following:

1) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov; and
2) Jim Bird, Office of General Counsel, jim.bird@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. 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 the presentation of data or arguments already reflected in the presenter's written comments, memoranda or other filings in the proceeding, 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.

To allow the Commission to consider fully all substantive issues regarding the Application 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.[27] 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, Competition

[27] *See* 47 CFR § 1.45(c).

Policy Division, Wireline Competition Bureau, at (202) 418-0809.

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