

Radiate Holdings, L.P.
301 Commerce Street, Suite 3300
Fort Worth, TX 76102

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COMMUNICATIONS DIVISION
DIRECTOR'S OFFICE

Via FedEx

January 26, 2018

Michael Morris
Video Franchising and Broadband Deployment Group
Communications Division
California Public Utilities Commission
505 Van Ness Avenue
San Francisco, CA 94102

Re: Notice of Transfer of Control of Astound Broadband, LLC d/b/a Astound
Broadband ("Astound" or "Franchisee") (Franchise No. 0028)

Dear Mr. Morris:

Pursuant to California Public Utility Code Section 5840(m)(1), Astound hereby provides notice that a transfer of control of Franchisee has occurred.

On May 18, 2017 Radiate HoldCo, LLC, a Delaware limited liability company and an indirect wholly-owned subsidiary of Radiate Holdings, L.P. ("Radiate"), entered into an agreement to acquire all the outstanding membership interests of Wave Holdco, LLC ("Wave") from the holders thereof (the "Transaction"). All necessary regulatory approvals having been obtained, the Transaction closed on January 24, 2018.

Under the terms of the Transaction, Wave's existing subsidiaries, including Astound, remain intact and continue to hold their operating tangible and intangible assets. Thus, while ownership and control of Franchisee has transferred to Radiate, Franchisee continues to be the holder of Franchise No. 0028 and Franchisee continues to operate under its assumed name. Consummation of the Transaction will have no impact on existing cable system operations or Franchisee's day-to-day operations. Franchisee's commitment to provide customers with award-winning video entertainment and other services will continue.

The current ownership structure of Franchisee is shown in **Attachment A**. Franchisee will be under management by members of Wave's management team and Patriot Media Consulting, LLC, a New Jersey limited liability company, which currently manages Radiate's other subsidiaries, RCN Telecom Services, LLC and Grande Communications Networks, LLC.

Except as set forth in this notice, none of the information submitted by the Franchisee with respect to Franchisee's video service franchise certificates has changed as a result of the Transaction. By way of example, and without limitation, the Transaction will not affect: (1) any

January 26, 2018

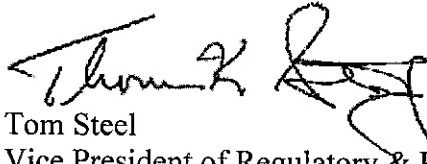
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existing video service footprint; (2) the obligation to comply with all Federal and state statutes, rules and regulations including, but not limited to, those provided under California Public Utility Code Section 5800, *et. seq.* and General Order 169 and its associated bond requirements; (3) the obligation to comply with all lawful city and county regulations regarding time, place and manner of accessing the public rights-of-way including, but not limited to, payment of applicable encroachment, permit and inspection fees; or (4) the terms of any collective bargaining agreements.

We are concurrently notifying the applicable local government entities of the changes described herein.

Finally, I am now the person principally responsible for ongoing communications with the California Public Utilities Commission about Franchisee's video service business. I can be reached by phone at (617) 670-2906; email at Tom.Steel@rcn.net; or at 105 West First Street, South Boston, MA 02127. If you have any questions regarding this matter, please do not hesitate to contact me.

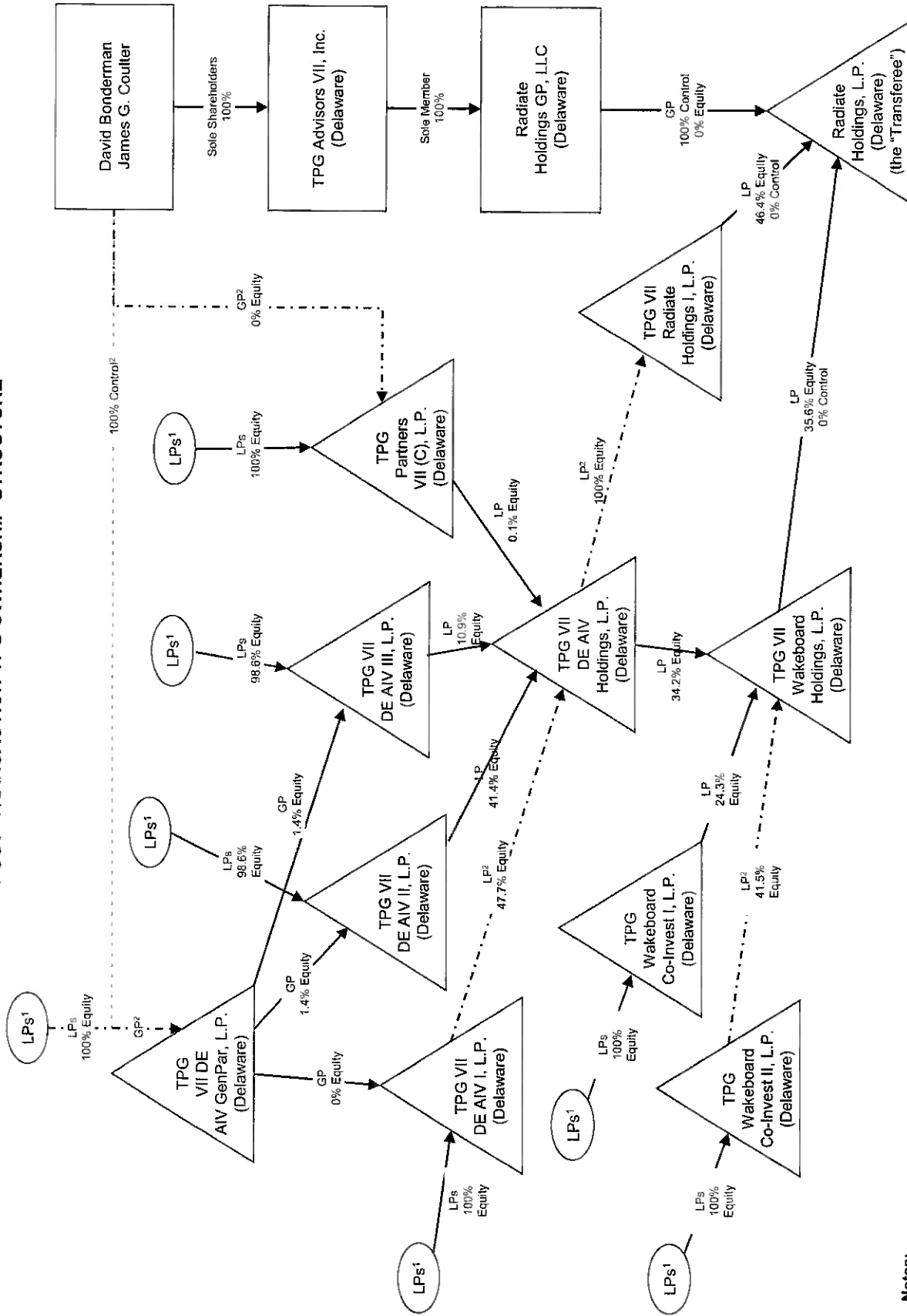
Sincerely,

A handwritten signature in black ink, appearing to read "Tom Steel", written over a horizontal line.

Tom Steel
Vice President of Regulatory & Public Affairs
RCN Telecom Services, LLC

ATTACHMENT A

POST-TRANSACTION TPG OWNERSHIP STRUCTURE



Notes:

¹ Each LP (a limited partner investor in the applicable fund) hold less than ten percent ultimate economic interest in the Transferee.
² Interest is held indirectly through entities not depicted, all of which are wholly owned or controlled (as applicable) by the entities shown.

