



Kelley Drye & Warren LLP
Washington Harbour, Suite 400
3050 K Street, NW
Washington, DC 20007
Tel: (202) 342-8400
Fax: (202) 342-8451

December 4, 2020

By Email

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 Proposed 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 to the California Public Utilities Commission ("Commission") regarding a transaction that will result in a transfer of control of Franchisee.

Astound's indirect parent, Radiate Holdings, L.P. ("Radiate Holdings" or "Transferor") and Stonepeak Associates IV LLC ("Transferee"), together the "Parties," intend to consummate a transaction that will result in a transfer of control of the Company to Transferee, a Delaware limited liability company affiliated with private equity funds managed by Stonepeak Infrastructure Partners (the "Proposed Transaction"). The Proposed Transaction poses no adverse competitive impacts but will deliver meaningful public interest benefits to consumers and businesses in California.

Under the terms of the Proposed Transaction, Radiate Holding's existing subsidiaries, including Astound, will remain intact and continue to hold their operating tangible and intangible assets. Thus, while ownership and control of Franchisee will transfer, Franchisee will continue to be the holder of Franchise No. 0028 and Franchisee will continue 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.

Except as set forth in this notice, none of the information submitted by the Franchisee with respect to Franchisee's video service franchise certificates will change as a result of the Proposed Transaction. By way of example, and without limitation, the Proposed Transaction will not affect: (1) any 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 will be notifying the applicable local government entities of the anticipated changes described herein and will provide both the Commission and those government entities with notice of consummation of the Proposed Transaction.

If you have any questions or inquiries regarding this matter, please contact David von Moritz, Corporate Counsel, at 425-896-1868 or dvonmoritz@wavebroadband.com, or contact the undersigned.

Sincerely,

/s/ William Wiltshire

William Wiltshire
Harris, Wiltshire & Grannis LLP
1919 M Street N.W., 8th Floor,
Washington, D.C. 20036-3537
Tel: (202) 730-1350
Fax: (202) 730-1301
wwiltshire@hwglaw.com

Counsel for Stonepeak Associates IV LLC

/s/ Edward A. Yorkgitis, Jr.

Edward A. Yorkgitis, Jr.
Winafred R. Brantl
Kelley Drye & Warren LLP
Washington Harbour, Suite 400
3050 K Street, NW
Washington, DC 20007
Tel: (202) 945-6649
Fax: (202) 342-8451
E-mail: cyorkgitis@kelleydrye.com
wbrantl@kelleydrye.com

*Attorneys for Radiate Holdings, L.P.
and Astound Broadband, LLC*