

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Joint Application of	)	
	)	
<b>WideOpenWest, Inc.,</b> <i>Transferor,</i>	)	
	)	
<b>Knology of the Valley, Inc.,</b>	)	
<b>Valley Telephone Company, LLC,</b>	)	WC Docket No. 25-_____
<b>Knology Total Communications, Inc.,</b>	)	
<b>Knology of Florida, LLC (d/b/a Knology of</b>	)	
<b>Florida, Inc.)</b>	)	
<i>Licensees</i>	)	
	)	
and	)	
	)	
<b>Bandit MidCo, Inc.,</b> <i>Transferee</i>	)	
	)	
for Grant of Authority Pursuant to Section 214	)	
of the Communications Act of 1934, as	)	
amended, and Section 63.04 of the	)	
Commission's Rules to Transfer Control of	)	
Domestic Section 214 Authorization Holders	)	

**JOINT APPLICATION FOR TRANSFER OF CONTROL  
OF DOMESTIC SECTION 214 AUTHORIZATION HOLDERS**

WideOpenWest, Inc. ("WOW Parent," or "Transferor"); and Knology of the Valley, Inc., Valley Telephone Company, LLC, Knology Total Communications, Inc., and Knology of Florida, LLC (d/b/a Knology of Florida, Inc.) (collectively "Licensees" and together with WOW Parent, "WOW"); and Bandit MidCo, Inc. ("Bandit MidCo" or "Transferee") (together "Applicants") pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, request Commission approval for Transferee to acquire ownership and control of WOW Parent and Licensees (the "Transaction"), which will result in the transfer of control of Licensees' domestic Section 214 authorizations to Transferee.

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the Applicants submit the following information:

## **I. Description of the Applicants**

### **A. Transferee – Bandit MidCo, Inc. (“Bandit MidCo”)**

Bandit MidCo is a Delaware corporation with its principal place of business at 750 Park of Commerce Drive, Suite 210, Boca Raton, FL 33487, formed for the specific purpose of the proposed Transaction. Bandit MidCo is a holding company that does not provide any communications services and is intended to aggregate the ownership interests of its indirect investors: (1) DigitalBridge Partners III, LP (“DBP III”), a Delaware limited partnership, a digital infrastructure private equity fund headquartered in Boca Raton, Florida; and (2) Crestview W1 Holdings, L.P., a Delaware limited partnership (“Crestview W1”), and other affiliated entities (collectively “Crestview III”), each an entity owned by private equity funds managed by Crestview Advisors, L.L.C. (“Crestview”), which is a New York-based private equity firm. DBP III and Crestview III have formed a Delaware limited partnership, Bandit Parent, LP (“Bandit Parent”), which is managed by a general partner, Bandit Parent GP, LLC which will be jointly controlled by DBP III and Crestview III. Bandit Parent in turn has formed an intermediate Delaware holding company, Bandit HoldCo, Inc., that is the sole shareholder in Bandit MidCo. Further details regarding DBP III and Crestview III’s post-close ownership of Bandit MidCo are depicted in **Exhibit A** and in ownership charts in **Exhibit B**.

**DigitalBridge Partners III, LP:** DBP III attracts capital from passive limited partner investors and its investment in Bandit MidCo is held through 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 DigitalBridge Group, Inc. (“DigitalBridge”), a publicly traded investment firm (NYSE: DBRG) controlled by U.S. citizens. DigitalBridge is a global alternative asset manager dedicated to investing in digital infrastructure. With a heritage of over 25 years investing in and operating businesses across the digital ecosystem, including fiber, cell towers, data centers, small cells, and edge infrastructure, the DigitalBridge team manages \$106 billion of infrastructure assets on behalf of its limited partners and shareholders. Information on the Board of Directors of DigitalBridge

is included in **Exhibit A**. More information regarding DigitalBridge is available at [www.digitalbridge.com](http://www.digitalbridge.com).

**Crestview**: Crestview is a New York-based private equity firm focused on the middle market. The firm manages investment funds with over \$10 billion of aggregate capital commitments. The firm is led by a group of partners who have complementary experience and backgrounds in private equity, finance, operations, and management. Crestview focuses primarily on sourcing and managing investments in the media, financial services, and industrials sectors. Among the investment funds under Crestview's management are those described in this application that own Crestview III, which currently holds approximately 37% of WOW Parent's common stock. Crestview is rolling over its shares in WOW Parent to an equivalent ownership interest in Bandit Parent, LP and Bandit Parent GP, LLC. Information on the members of Crestview, L.L.C., the ultimate general partner of the private equity funds that own Crestview III, is included in **Exhibit A**. More information about Crestview is available at [www.crestview.com](http://www.crestview.com).

**B. Transferor – WideOpenWest, Inc. ("WOW Parent")**

WOW Parent is a Delaware corporation that is a diversified communications service provider holding company with corporate headquarters in Englewood, Colorado. Through its operating subsidiaries, WOW Parent provides an array of communications, video, and broadband services, including digital cable, HDTV, DVR, high speed Internet, VoIP and local and long distance phone services. WOW Parent subsidiaries currently serve customers in Alabama, Florida, Georgia, Michigan, South Carolina, and Tennessee. Specified licensees provide services as rural incumbent local exchange carriers ("ILECs") in Alabama and Georgia, while the other subsidiaries provide broadband, video and VoIP services.

## **C. Licensees**

### **1. Knology of the Valley, Inc. (FRN: 0003733581)**

Knology of the Valley, Inc. is a Georgia corporation that is an ILEC serving rural communities in Alabama and Georgia.

### **2. Valley Telephone Company, LLC (FRN: 0003733599)**

Valley Telephone Company, LLC is an Alabama limited liability company that provides ILEC services to rural communities in Alabama.

### **3. Knology Total Communications, Inc. (FRN: 0001753557)**

Knology Total Communications, Inc. is an Alabama corporation that is an ILEC serving rural communities in Alabama.

### **4. Knology of Florida, LLC (d/b/a Knology of Florida, Inc.) (FRNs: 0003766268, 0003768017)**

Knology of Florida, LLC (d/b/a Knology of Florida, Inc.) is a Florida limited liability company designated as an Eligible Telecommunications Carrier by the State of Florida and a participant in the Lifeline Program.

## **II. Description of the Transaction**

Pursuant to the Agreement and Plan of Merger (the “Agreement”), dated as of August 11, 2025, by and among Bandit Parent, Bandit Merger Sub Inc. (“Merger Sub”), and WOW Parent, Merger Sub, a Delaware corporation and 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 continuing as the surviving corporation, and all issued and outstanding common stock of WOW Parent will be converted into the right to receive cash consideration for the merger at the price of \$5.20 per share for an approximate enterprise value of \$1.5 billion. As part of the Transaction, WOW Parent, which is currently a publicly traded company (NYSE: WOW), will become privately held.

Crestview III, WOW Parent’s largest stockholder (with an approximately 37% ownership interest), has agreed to roll over all of its shares of WOW Parent common stock for an equivalent 37%

limited partnership interest in Bandit Parent. DBP III will hold an approximate 63% limited partnership interest in Bandit Parent. 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.

Diagrams depicting the pre- and post-Transaction corporate ownership structures are provided as **Exhibit B**.

### **III. Information Required Under Section 63.04**

Pursuant to Commission Rule 63.04(a), 47 C.F.R. § 63.04(a), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer indirect control of Licensees to Bandit MidCo:

#### **(1) Name, address, and telephone number of each Applicant:**

##### **Transferee:**

Bandit MidCo, Inc.  
750 Park of Commerce Drive  
Suite 210  
Boca Raton, FL 33487  
561-570-4644

FRN: 0037389780

##### **Transferor / Licensees:**

WideOpenWest, Inc.  
Knology of the Valley, Inc.  
Valley Telephone Company, LLC  
Knology Total Communications, Inc.  
Knology of Florida, LLC (d/b/a Knology of Florida, Inc.)

FRN: 0025783036  
FRN: 0003733581  
FRN: 0003770815  
FRN: 0001753557  
FRNs: 0003766268,  
0003768017

Transferor and Licensees' Address:  
7887 East Belleview Avenue  
Suite 1000  
Englewood, CO 80111  
720-479-3500

#### **(2) Government, state, or territory under the laws of which each corporate or partnership applicant is organized:**

Transferor: WideOpenWest, Inc. is a Delaware corporation.

Licensees: Knology of the Valley, Inc. is a Georgia corporation.

Valley Telephone Company, LLC is an Alabama limited liability company.  
Knology Total Communications, Inc. is an Alabama corporation.

Knology of Florida, LLC (d/b/a Knology of Florida, Inc.) is a Florida limited liability company

Transferee: Bandit MidCo, Inc. is a Delaware corporation.

**(3) Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:**

For Transferee:

Ulises R. Pin  
Joshua M. Bobeck  
Leetal Weiss  
MORGAN, LEWIS & BOCKIUS LLP  
1111 Pennsylvania Ave. NW  
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For Transferor and Licensees:

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With copies to:

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Tel: 720-479-3500  
[roger.seiken@wowinc.com](mailto:roger.seiken@wowinc.com)

**(4) Name, address, citizenship, and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:**

**(a) Pre-Transaction ownership of WOW Parent**

Below are the name, address, citizenship, and principal business of the individuals and/or entities that currently hold at least ten (10) percent of the equity and voting power of WideOpenWest, Inc. Please see **Exhibit B** for pre-closing ownership structure charts. WideOpenWest, Inc. is publicly traded (NYSE: WOW) and to Applicants' knowledge, no other person or entity, directly or indirectly, own or control a ten percent (10%) or greater equity or voting interest in WideOpenWest, Inc.

**Crestview W1 Holdings, L.P.**

Jurisdiction of Formation: Delaware

Address: c/o Crestview Advisors, L.L.C.,

590 Madison Avenue, 42nd Floor, New York, NY, 10022

Principal Business: Investments

Interest Held: 29.7% voting and equity (as 29.7% shareholder of WOW Parent))<sup>1</sup>

The general partner of Crestview W1 Holdings, L.P. is:

**Crestview W1 GP, LLC**

Jurisdiction of Formation: Delaware

Address: c/o Crestview Advisors, L.L.C.,

590 Madison Avenue, 42nd Floor, New York, NY, 10022

Principal Business: General Partner

Interest Held: 29.7% attributable voting / 0% equity (as general partner of Crestview W1 Holdings, L.P.)

The Crestview III entity that is a limited partner of Crestview W1 Holdings, L.P. and that currently holds a 10% or greater indirect interest in WOW Parent is:

**Crestview III N1 W1 Holdings, L.P.**

Jurisdiction of Formation: Delaware

Address: c/o Crestview Advisors, L.L.C.,

590 Madison Avenue, 42nd Floor, New York, NY, 10022

Principal Business: Investments

Interest Held: 29.7% attributable voting / 29.7% equity (as 100% limited partner of Crestview W1 Holdings, L.P. and sole member of Crestview W1 GP, LLC)

The general partner of Crestview III N1 W1 Holdings, L.P. is:

**Crestview III N1 W1 GP, LLC**

Jurisdiction of Formation: Delaware

Address: c/o Crestview Advisors, L.L.C.,

590 Madison Avenue, 42nd Floor, New York, NY, 10022

Principal Business: General Partner

Interest Held: 29.7% attributable voting / 0% equity (as non-economic general partner of Crestview III N1 W1 Holdings, L.P.)

The sole member of Crestview III N1 W1 GP, LLC and the Crestview III entity that is the sole limited partner of Crestview III N1 W1 Holdings, L.P. that currently holds a 10% or greater indirect interest in WOW Parent is:

**Crestview Partners III Co-Investors, L.P.**

Jurisdiction of Formation: Cayman Islands

Address: c/o Crestview Advisors, L.L.C.,

590 Madison Avenue, 42nd Floor, New York, NY, 10022

Principal Business: Investments

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<sup>1</sup> Other Crestview III entities currently hold less than 10% of the common shares in WOW Parent. These entities are ultimately controlled by Crestview Partners III GP, L.P.

Interest Held: 29.7% attributable voting / 29.7% equity (as sole limited partner of Crestview III N1 W1 Holdings, L.P. and sole member of Crestview III N1 W1 GP, LLC)

The sole limited partner of Crestview III Partners III Co-Investors, L.P. that currently holds a 10% or greater indirect interest in WOW Parent is:

**Crestview III W1, L.P.**

Jurisdiction of Formation: Delaware

Address: c/o Crestview Advisors, L.L.C.,  
590 Madison Avenue, 42nd Floor, New York, NY, 10022

Principal Business: Investments

Interest Held: 0% attributable voting / 29.64% equity (as 99.8% limited partner of Crestview III Partners III Co-Investors, L.P.)

The general partner of Crestview III W1, L.P. is:

**Crestview III W1 GP, LLC**

Jurisdiction of Formation: Cayman Islands

Address: c/o Crestview Advisors, L.L.C.,  
590 Madison Avenue, 42nd Floor, New York, NY, 10022

Principal Business: General Partner

Interest Held: 35.4% attributable voting / 0% equity (as non-economic general partner of Crestview Partners III Co-Investors, L.P. and managing member of another Crestview III entity that holds 5.7% of WOW Parent's outstanding common shares)

The sole member of Crestview III W1 GP, LLC that currently holds a 10% or greater indirect interest in WOW Parent is:

**Crestview Partners III L.P.**

Jurisdiction of Formation: Cayman Islands

Address: c/o Crestview Advisors, L.L.C.,  
590 Madison Avenue, 42nd Floor, New York, NY, 10022

Principal Business: General Partner

Interest Held: 24.35% attributable voting / 0% equity (as 68.8% member of Crestview III W1 GP, LLC)

The general partner of Crestview Partners III Co-Investors, L.P. and Crestview Partners III L.P. is:

**Crestview Partners III GP, L.P.**

Jurisdiction of Formation: Cayman Islands

Address: c/o Crestview Advisors, L.L.C.,  
590 Madison Avenue, 42nd Floor, New York, NY, 10022

Principal Business: General Partner

Interest Held: 37% attributable voting / <10% equity<sup>2</sup> (as general partner of Crestview Partners III Co-Investors, L.P., Crestview Partners III L.P., and general partner or

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<sup>2</sup> Crestview Partners III GP, L.P. has a nominal (less than 10%) equity interest in the Crestview III funds.



managing member of the other Crestview III entities that indirectly hold Crestview's common shares of WOW Parent)

Crestview Partners III GP, L.P. is owned and managed by:

**Crestview, L.L.C.**

Jurisdiction of Formation: Delaware

Address: c/o Crestview Advisors, L.L.C.,

590 Madison Avenue, 42nd Floor, New York, NY, 10022

Principal Business: Investments

Interest Held: 100% attributable voting / 0% equity

Crestview, L.L.C. is owned and controlled by four U.S. Citizens: Barry S. Volpert, Thomas S. Murphy, Jr., Robert V. Delaney, Jr. and Brian P. Cassidy.<sup>3</sup>

**(b) Post-Closing Ownership of Licensees**

Please see **Exhibit A** for the name, address, citizenship, and principal business of the individuals and/or entities that are expected to hold at least ten (10) percent of the equity and voting power of Bandit MidCo upon closing the Transaction. Please see **Exhibit B** for post-closing ownership structure charts.

**(5) Certification pursuant to 47 C.F.R. §§1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.**

Applicants certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

**(6) Description of the transaction:**

A description of the proposed Transaction is set forth in Section II above.

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<sup>3</sup> The interests in Crestview L.L.C. are held through personal and family investment vehicles.

(7) **Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:**

- (a) **Areas and Services of WOW:** WOW Parent’s subsidiaries provide intrastate and interstate telecommunications services, interconnected VoIP, broadband, video, and private carriage services to residential and business customers in Alabama, Florida, Georgia, Michigan, South Carolina, and Tennessee.
- (b) **Areas and Services of Bandit MidCo and Affiliates:** Bandit MidCo does not currently provide telecommunications service. By virtue of the ownership interest of DBP III,<sup>4</sup> Bandit MidCo is affiliated with the following providers of domestic interstate telecommunications service:

**Everstream:** 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”) provide telecommunications and fiber services to mid-sized and large enterprise businesses in the Mid-Atlantic and MidWest. Everstream holds domestic 214 authorizations and both private and common carrier microwave licenses from the FCC. DigitalBridge, through its management of a separate alternative investment fund (together with its parallel and related investment vehicles, and the fund’s general partners that are controlled by DigitalBridge), controls approximately 99.6% of the equity interests in Everstream. On May 28, 2025, Everstream commenced a voluntary Chapter 11 case in the U.S. Bankruptcy Court for the Southern District of Texas (the “Court”). On August 1, 2025, the Court approved the sale of Everstream to an unaffiliated buyer, Bluebird Fiber. Completion of the sale to Bluebird is targeted by year end, subject to satisfaction of all closing conditions, including regulatory approvals.<sup>5</sup>

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<sup>4</sup> Crestview has no affiliates that are providers of domestic interstate telecommunications service.

<sup>5</sup> See *Joint Application of Everstream Solutions LLC, Debtor-in Possession, Everstream GLC Holding Company, LLC, Debtor-in-Possession, Lynx Network Group, Inc. Debtor-in Possession, and HRS Internet, LLC Debtor-in-Possession and Bluebird MidWest, LLC For Consent Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Assign Assets of Assignors to Bluebird MidWest, LLC*, WC Docket No. 25-245 (filed Aug. 6, 2025).

**Zayo:** Zayo Group, LLC and certain of its indirect subsidiaries, Zayo Network Services, LLC (formerly known as Zayo Northeast, LLC); Zayo Midwest, LLC; Zayo Education, LLC (formerly known as ENA Services, LLC); Zayo Education Inc. (formerly known as Education Networks of America, Inc.); and ENA Healthcare Services, LLC (collectively, “Zayo”), provide high-capacity bandwidth infrastructure, telecommunications services, and interconnection services over regional and metropolitan fiber networks in the following areas:

- Zayo Group, LLC is authorized to provide competitive local exchange, competitive access, and/or interexchange services in the District of Columbia and every U.S. state except Alaska.
- Zayo Network Services, LLC (f/k/a Zayo Northeast, LLC) is authorized to provide competitive local exchange, competitive access, and/or interexchange services in the following jurisdictions: Colorado, Connecticut, Delaware, District of Columbia, Idaho, Iowa, Illinois, Indiana, Kentucky, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Montana, New Jersey, New York, North Dakota, Ohio, Oregon, Pennsylvania, Rhode Island, Texas (IXC Registration), Vermont, Virginia, West Virginia, and Wisconsin.<sup>6</sup>
- Zayo Midwest, LLC is authorized to provide competitive local exchange, competitive access, and/or interexchange services in the following jurisdictions: Illinois, Indiana, Michigan, Minnesota, and Wisconsin.
- Zayo Education Inc. (f/k/a Education Networks of America, Inc.) is authorized to provide interconnected Voice over Internet Protocol (VoIP) in California and competitive local exchange and interexchange services in South Dakota.

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<sup>6</sup> Zayo Network Services, LLC (f/k/a Zayo Northeast, LLC) also has pending, or plans to file, applications to provide telecommunications services in Alabama, Arkansas, Arizona, California, Florida, Georgia, Hawaii, Kansas, Louisiana, Mississippi, Nebraska, Nevada, New Mexico, North Carolina, Oklahoma, South Carolina, South Dakota, Tennessee, Texas (CLEC), Utah, Washington, and Wyoming.

- Zayo Education, LLC (f/k/a ENA Services, LLC) is authorized to provide competitive local exchange, competitive access, and/or interexchange services in Florida, Indiana, and Tennessee.
- ENA Healthcare Services, LLC is authorized to provide competitive local exchange, competitive access, and/or interexchange services in the following jurisdictions: Arizona, Arkansas, California, Colorado, Georgia, Indiana, Kansas, Minnesota, Missouri, New Mexico, Oklahoma, Oregon, Texas, Utah, Washington, and West Virginia.

DigitalBridge through its management of a separate alternative investment fund (together with its parallel and related investment vehicles, and the fund's general partners that are controlled by DigitalBridge) controls an approximate 45% voting and equity interest in Zayo. The remaining interests in Zayo are held by investment funds managed by an affiliate of EQT AB, and a minority investment from Fidelity Investments.

**(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in Section 63.03 or why it is otherwise appropriate for streamlined treatment:**

The Applicants request streamlined treatment of the proposed transfer of control pursuant to Section 63.03 of the Commission's rules, 47 C.F.R. § 63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(1)(ii) because Transferee is not a telecommunications provider, and pursuant to Section 63.03(b)(2)(iii) because, while Knology of the Valley, Inc., Valley Telephone Company, LLC, and Knology Total Communications, Inc. are incumbent independent local exchange carriers (as defined in Section 64.1902 of the Commission's rules), they have, in combination, fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas.

**(9) Identification of all other Commission applications related to the same transaction:**

There are no other pending Commission applications for this transaction. While certain WOW Parent subsidiaries hold authorizations from the Office of International Affairs, to provide global or

limited global facilities-based and resale international services,<sup>7</sup> WOW Parent and the international 214 licensees will notify their customers and the Office of International Affairs that they are discontinuing the provision of international telecommunications service and intend to surrender those authorizations prior to closing the Transaction. In addition, certain WOW Parent subsidiaries hold Receive-Only Satellite Earth Station Registrations.<sup>8</sup> Notice of the transfer of these registrations will be provided following receipt of regulatory approvals and closing of the Transaction pursuant to 47 C.F.R. § 25.119(j).

**(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:**

No.

**(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:**

None.

**(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:**

Applicants respectfully submit that approval of the proposed Transaction would not substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of the Act or other statutes. To the contrary, as detailed below, the Applicants respectfully submit that the proposed Transaction will offer substantial public interest

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<sup>7</sup> Knology, Inc. (File No. ITC-214-20000203-00075) and Sigecom, LLC (File No. ITC-214-19991026-00677).

<sup>8</sup> The following WOW Parent subsidiaries hold Receive-Only Satellite Earth Station Registration: Knology of Augusta, Inc., Knology of Charleston, Inc., Knology of Columbus, Inc., Knology of Georgia, Inc., Knology of Huntsville, Inc., Knology of Knoxville, Inc., Knology of Florida, LLC, Knology of Florida, LLC d/b/a Knology of Florida, Inc., WideOpenWest Georgia, LLC, WideOpenWest Michigan, LLC, WideOpenWest Mid-Michigan, LLC, Knology of Montgomery, Inc., Knology Total Communications, Inc., and Knology Broadband, Inc.

benefits without any material countervailing harms. In the absence of any such harms, the Applicants posit that prompt approval is warranted.

The proposed Transaction will serve the public interest, convenience, and necessity by providing Licensees with access to Transferee's financial and operational expertise, permitting Licensees to continue to provide robust communications solutions to their customers and to better compete in the telecommunications marketplace. Transferee will invest in expanding and upgrading Licensees' networks, adopting new technologies, and ensuring that Licensees have the resources and support needed to continue delivering fast, reliable internet service and a high-quality customer experience at competitive prices. DigitalBridge and Crestview's expertise, along with the additional financial and operational resources from the investment by DBP III and Crestview III, will facilitate Licensees' ability to better serve their customers and will support and continue WOW Parent's broadband-first growth strategies, including investments in the company's fiber-to-the-home footprint. The transaction will therefore deepen WOW Parent's commitment to providing reliable, accessible, and fast broadband solutions.

The proposed Transaction is not expected to have any adverse effects on customers and will not alter the manner of service delivery or billing. Moreover, Licensees will continue to comply with existing contracts, as applicable, subject to change in the ordinary course of business and in accordance with applicable law.

While Licensees will be able to draw upon the extensive financial, managerial and operational experience of Transferee and its parents, the management, operations, and customer-facing teams of Licensees will continue to manage their day-to-day businesses following completion of the Transaction. Licensees thus will continue to be operated by highly experienced, well-qualified personnel.

The proposed Transaction enhances and does not diminish competition. As explained above, with the investment from DigitalBridge and Crestview III, WOW Parent will continue its broadband-

first growth strategy, invest in growing its fiber-to-the-home footprint and invest in additional network technology upgrades. Further, the Transaction will not adversely affect competition in any domestic telecommunications market. Indeed, as discussed above, Transferee is not a provider of communications services and therefore no consumer will lose a competitive option for service as a result of the Transaction. Moreover, WOW, as an overbuilder in most of its service footprint, faces robust competition from an array of competitive broadband and video providers using technologies such as fiber-to-the-home, cable, fixed wireless, and satellite. Examples of such competitive providers include Comcast, Charter (Spectrum), AT&T, Verizon/Frontier, DirecTV, Starlink, Google Fiber, and T-Mobile.

#### **IV. Foreign Ownership Considerations**

The Commission has identified categories of Section 214 applications that the Commission would not refer to the Executive Branch.<sup>9</sup> The Commission confirmed that it will not routinely refer “standalone” applications to transfer control of domestic Section 214 authority.<sup>10</sup> This Application falls into this category of exclusion from routine referral to the Executive Branch.

This Application involves the transfer of ownership of licensees that hold only domestic Section 214 authority.<sup>11</sup> Further, to Applicants’ knowledge there are no national security, law enforcement, foreign policy, or trade policy concerns associated with Licensees or Transferee that would require a referral to the Executive Branch. Therefore, Applicants submit that this Application should not be referred to the Executive Branch consistent with the exclusions set forth in the *Executive Branch Foreign Ownership Review Order*.

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<sup>9</sup> *In re Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, Report and Order 35 FCC Rcd 10927, 10935-10942, ¶¶ 24-39. (2020) (“*Executive Branch Foreign Ownership Review Order*”)

<sup>10</sup> *Id.* at ¶ 25.

<sup>11</sup> As noted in Question 9 above, any international telecommunications services provided by Licensees will be discontinued prior to completion of the proposed Transaction and Licensees would not hold any international Section 214 licenses.

## **V. Universal Service Fund Information**

Pursuant to the Commission's Public Notice, DA 22-436 (rel. April 19, 2022), Applicants provide the following Universal Service Fund ("USF") information:

(a) USF High-Cost Support:

(i) WOW Parent and Licensees: Knology of the Valley, Inc. (Connect America Fund Intercarrier Compensation Recovery (CAF ICC), Connect America Fund Broadband Loop Support (CAF BLS)); Knology Total Communications, Inc. (CAF ICC, CAF BLS, High Cost Loop).

(ii) Bandit MidCo and Affiliates: Not applicable. Neither Bandit MidCo nor its affiliates receive high-cost support.

(b) ETC Status of Licensees: The following Licensees hold authority as an Eligible Telecommunications Carrier under Section 214(e) of the Act: Knology of the Valley, Inc.; Knology Total Communications, Inc.; Knology of Florida, LLC (d/b/a Knology of Florida, Inc.); Valley Telephone Company, LLC.

(c) Study Area Codes ("SAC"):

(i) WOW Parent and Licensees: Knology of the Valley, Inc. – 220371; Knology Total Communications, Inc. – 250295; Knology of Florida, LLC (d/b/a Knology of Florida, Inc.) – 219904; Valley Telephone Company, LLC – 220324

(ii) Bandit MidCo and Affiliates: Not applicable. Neither Bandit MidCo nor its affiliates are ETCs and therefore they do not hold any Study Area Codes.

(d) Lifeline, Emergency Broadband Benefit, and Affordable Connectivity Program:

(i) WOW Parent and Licensees: The following entities participate in the Lifeline Program: Valley Telephone Company, LLC; Knology of Florida, LLC (d/b/a Knology of Florida, Inc.); Knology Total Communications, Inc.; Knology of the Valley, Inc.



(ii) Bandit MidCo and Affiliates: Not applicable. Neither Bandit MidCo nor its affiliates participate in the Lifeline program.

## **VI. Conclusion**

Applicants respectfully request expedited approval of the transfer of control of Licensees and their domestic Section 214 authorizations to Bandit MidCo.

Respectfully submitted,

/s/ Joshua M. Bobeck

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*Counsel for Bandit MidCo, Inc.*

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*Counsel for WideOpenWest, Inc.*

Dated: August 28, 2025

## **EXHIBIT A**

### **Post-Close Ownership of Bandit MidCo, Inc. (“Bandit MidCo”)**

## **I. Post-Close Ownership of Bandit Midco, Inc.**

Details regarding the ownership information for Bandit MidCo, Inc. (“Bandit MidCo”) its parents, intermediate parents and ultimate owners are listed below. The entities disclosed below are those that hold or are expected to hold upon close of the Transaction, an interest (whether voting or equity) of ten percent (10%) or more of Bandit MidCo (and thus, WOW Parent and its subsidiaries) as calculated pursuant to the Commission’s ownership and attribution rules for wireline and international telecommunications carriers.<sup>1</sup>

### **1. Bandit HoldCo, Inc.**

- a. Jurisdiction of Formation: Delaware
- b. Address: 750 Park of Commerce Drive, Suite 210, Boca Raton, FL 33487
- c. Principal Business: Holding Company
- d. Interest Held: 100% voting and equity (as sole shareholder of Bandit MidCo)

### **2. Bandit Parent, LP**

- a. Jurisdiction of Formation: Delaware
- b. Address: 750 Park of Commerce Drive, Suite 210, Boca Raton, FL 33487
- c. Principal Business: Holding Company
- d. Interest Held: 100% voting and equity (indirectly as sole shareholder of Bandit HoldCo (#1))

The general partner of Bandit Parent, LP (#2) is:

### **3. Bandit Parent GP, LLC**

- a. Jurisdiction of Formation: Delaware
- b. Address: 750 Park of Commerce Drive, Suite 210, Boca Raton, FL 33487
- c. Principal Business: General Partner
- d. Interest Held: 100% voting / 0% equity (indirectly as general partner of Bandit Parent, LP (#2))

The limited partners of Bandit Parent, LP (#2) are DB Bandit Holdings, LP (#4) which holds the DBP III interest; and the Crestview III fund (“Crestview III”) entities identified in Section B below. The members of Bandit Parent GP, LLC are DB Bandit Holdings GP, LLC (#5) and the Crestview III fund (“Crestview III”) entities identified in Section B below.

## **A. DBP III Structure**

The DBP III entities that are limited partners of Bandit Parent, LP (#2) and that upon closing the transaction is expected to hold a 10% or greater interest in Bandit MidCo are:

### **4. DB Bandit Holdings, LP**

- a. Jurisdiction of Formation: Delaware
- b. Address: 750 Park of Commerce Drive, Suite 210, Boca Raton, FL 33487

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<sup>1</sup> For purposes of calculating attributable interests, Applicants used the methodology set forth in 47 C.F.R. § 63.18(h).

- c. Principal Business: Holding Company
- d. Interest Held: 0% voting / 63% equity (indirectly as 63% limited partner of Bandit Parent, LP (#2))

The general partner of DB Bandit Holdings, LP (#4) is:

- 5. DB Bandit Holdings GP, LLC
  - a. Citizenship: Delaware
  - b. Address: 750 Park of Commerce Drive, Suite 210, Boca Raton, FL 33487
  - c. Principal business: General Partner
  - d. Interest Held: 100% voting / 0% equity (indirectly as non-economic general partner of DB Bandit Holdings, LP (#4) and 50% member of Bandit Parent GP, LLC)

The DBP III entity that is a limited partner of DB Bandit Holdings, LP (#4) and that upon closing the transaction is expected to hold a 10% or greater indirect interest in Bandit MidCo is:

- 6. DigitalBridge III (DE AIV F), LP (“DBP III AIV F”)
  - a. Jurisdiction of Formation: Delaware
  - b. Address: 750 Park of Commerce Drive, Suite 210, Boca Raton, FL 33487
  - c. Principal Business: Investments
  - d. Interest Held: 0% voting / 63% equity (as sole limited partner of DB Bandit Holdings, LP (#4))

The DBP III entity that is a limited partner of DBP III AIV F (#6) and that upon closing the transaction is expected to hold a 10% or greater indirect interest in Bandit MidCo is:

- 7. DigitalBridge III Cayman Feeder F, LP (“DBP III Cayman Feeder F”)
  - a. Jurisdiction of Formation: Cayman Islands
  - b. Address: 750 Park of Commerce Drive, Suite 210, Boca Raton, FL 33487
  - c. Principal Business: Investments
  - d. Interest Held: 0% voting / 13.3% equity (indirectly as 21.12% limited partner of DBP III AIV F (#6))<sup>2</sup>

The general partner of DBP III Cayman Feeder F (#7) is:

- 8. DigitalBridge III (Cayman AIV) GP, LLC
  - a. Jurisdiction of Formation: Cayman Islands
  - b. Address: 750 Park of Commerce Drive, Suite 210, Boca Raton, FL 33487
  - c. Principal Business: General Partner

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<sup>2</sup> The remaining interests in DBP III AIV F (#6) are held by other DBP III limited partnerships none of which will, upon closing the transaction, hold a 10% or greater indirect equity interest in Bandit MidCo. The general partners of these other partnerships are all wholly owned indirect subsidiaries of DigitalBridge III Investor, LLC (#10).

- d. Interest Held: 13.3% attributable indirect voting/ 0% equity (indirectly as noneconomic general partner of DBP III Cayman Feeder F (#7))<sup>3</sup>

The general partner of DBP III AIV F (#6) and sole member of DB Bandit Holdings GP, LLC (#5) is:

9. DigitalBridge III GP, LLC

- a. Citizenship: Delaware
- b. Address: 750 Park of Commerce Drive, Suite 210, Boca Raton, FL 33487
- c. Principal business: General Partner
- d. Interest Held: 100% attributable voting / 0% equity (indirectly as non-economic general partner of DBP III AIV F (#6) and sole member of DB Bandit Holdings GP, LLC (#5))

The sole member of DigitalBridge III GP, LLC (#9) and DigitalBridge III (Cayman AIV) GP, LLC (#8) is:

10. DigitalBridge III Investor, LLC

- a. Citizenship: Delaware
- b. Address: 750 Park of Commerce Drive, Suite 210, Boca Raton, FL 33487
- c. Principal business: General Partner
- d. Interest Held: 100% attributable voting / 0% equity (indirectly as sole member DigitalBridge III GP, LLC (#9))

The sole member of DigitalBridge III Investor, LLC (#10) is:

11. DigitalBridge Operating Company, LLC

- a. Address: 750 Park of Commerce Drive, Suite 210 Boca Raton, FL 33487
- b. Jurisdiction of Formation: Delaware
- c. Principal Business: Investments
- d. Interest Held: 100% attributable voting / 0% equity (indirectly as sole member DigitalBridge III Investor, LLC (#10))

The following entity controls 10% or more of Bandit MidCo indirectly through their membership interest in DigitalBridge Operating Company, LLC (#11):

12. DigitalBridge Group, Inc.

- a. Address: 750 Park of Commerce Drive, Suite 210 Boca Raton, FL 33487
- b. Jurisdiction of Formation: Maryland
- c. Principal Business: Investments
- d. Interest Held: 100% attributable voting / 0% equity (indirectly as approximately 97% member of DigitalBridge Operating Company, LLC (#11))

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<sup>3</sup> The remaining interests in DBP III AIV F (#6) are held by other DBP III limited partnerships none of which will, upon closing the transaction, hold a 10% or greater indirect equity interest in Bandit MidCo. The general partners of these other partnerships are all wholly owned indirect subsidiaries of DigitalBridge III Investor, LLC (#10).

DigitalBridge Group, Inc. is publicly traded (NYSE: DBRG). There are no 10% or higher owners of either equity or voting rights in DigitalBridge Group, Inc. The remaining approximate 3% ownership of DigitalBridge Operating Company, LLC (#11) is held by current and former executives of DigitalBridge Group, Inc. none of whom hold a 10% or greater interest in DigitalBridge Operating Company, LLC (#11) or Bandit MidCo.

The members of the Board of Directors of DigitalBridge Group, Inc. are:

**DigitalBridge Group, Inc. Board of Directors**

<b>Name</b>	<b>Citizenship</b>
Nancy A. Curtin (Chair)	United States and United Kingdom
James Keith Brown	United States
Jeannie H. Diefenderfer	United States
Marc C. Ganzi	United States
Gregory J. McCray	United States
Sháka Rasheed	United States
Dale Anne Reiss	United States
Ian Schapiro	United States
David M. Tolley	United States

**B. Crestview III Structure**

The sole Crestview III entity that will be a limited partner of Bandit Parent, LP (#2) and members of Bandit Parent GP, LLC (#3) and upon closing the transaction is expected to hold a 10% or greater interest in Bandit MidCo is:

13. Crestview W1 Holdings, L.P.

- a. Jurisdiction of Formation: Delaware
- b. Address: c/o Crestview Advisors, L.L.C.,  
590 Madison Avenue, 42nd Floor, New York, NY, 10022
- c. Principal Business: Investments
- d. Interest Held: 40.13% attributable voting / 29.7% equity (indirectly as 29.7% limited partner of Bandit Parent, LP (#2) and 40.13% member of Bandit Parent GP, LLC (#3))<sup>4</sup>

The general partner of Crestview W1 Holdings, L.P. (#13) is:

14. Crestview W1 GP, LLC

- a. Jurisdiction of Formation: Delaware
- b. Address: c/o Crestview Advisors, L.L.C.,  
590 Madison Avenue, 42nd Floor, New York, NY, 10022

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<sup>4</sup> Other Crestview III entities will be admitted as limited partners of Bandit Parent LP (#2) and as a member of Bandit Parent GP, LLC (#3) but none will hold a 10% or greater indirect equity or voting interest in Bandit MidCo. These entities are ultimately controlled by Crestview, L.L.C. (#22).

- c. Principal Business: General Partner
- d. Interest Held: 40.13% attributable voting / 0% equity (indirectly as general partner of Crestview W1 Holdings, L.P. (#13))

The Crestview III entity that is the sole member of Crestview W1 GP, LLC (#14) and a limited partner of Crestview W1 Holdings, L.P. (#13) and that upon closing the transaction is expected to hold a 10% or greater indirect interest in Bandit MidCo is:

15. Crestview III N1 W1 Holdings, L.P.

- a. Jurisdiction of Formation: Delaware
- b. Address: c/o Crestview Advisors, L.L.C.,  
590 Madison Avenue, 42nd Floor, New York, NY, 10022
- c. Principal Business: Investments
- d. Interest Held: 40.13% attributable voting / 29.7% equity (indirectly as sole limited partner of Crestview W1 Holdings, L.P. (#13) and sole member of Crestview W1 GP, LLC (#14))

The general partner of Crestview III N1 W1 Holdings, L.P. (#15) is:

16. Crestview III N1 W1 GP, LLC

- a. Jurisdiction of Formation: Delaware
- b. Address: c/o Crestview Advisors, L.L.C.,  
590 Madison Avenue, 42nd Floor, New York, NY, 10022
- c. Principal Business: General Partner
- d. Interest Held: 40.13% attributable voting / 0% equity (indirectly as non-economic general partner of Crestview III N1 W1 Holdings, L.P. (#15))

The sole member of Crestview III N1 W1 GP, LLC (#16) and the Crestview III entity that is the sole limited partner of Crestview III N1 W1 Holdings, L.P. (#15) that upon closing the transaction is expected to hold a 10% or greater indirect interest in Bandit MidCo is:

17. Crestview Partners III Co-Investors, L.P.

- a. Jurisdiction of Formation: Cayman Islands
- b. Address: c/o Crestview Advisors, L.L.C.,  
590 Madison Avenue, 42nd Floor, New York, NY, 10022
- c. Principal Business: Investments
- d. Interest Held: 40.13% attributable voting / 29.7% equity (indirectly as sole limited partner of Crestview III N1 W1 Holdings, L.P. (#15) and sole member of Crestview III N1 W1 GP, LLC. (#16))

The sole limited partner of Crestview Partners III Co-Investors, L.P. (#17) that upon closing the transaction is expected to hold a 10% or greater indirect interest in Bandit MidCo is:

18. Crestview III W1, L.P.

- a. Jurisdiction of Formation: Delaware
- b. Address: c/o Crestview Advisors, L.L.C.,  
590 Madison Avenue, 42nd Floor, New York, NY, 10022
- c. Principal Business: Investments

- d. Interest Held: 40.13% attributable voting / 29.64% equity (indirectly as 99.8% limited partner of Crestview III Partners III Co-Investors, L.P. (#17))

The general partner of Crestview III W1, L.P. (#18) is:

19. Crestview III W1 GP, LLC

- a. Jurisdiction of Formation: Cayman Islands
- b. Address: c/o Crestview Advisors, L.L.C.,  
590 Madison Avenue, 42nd Floor, New York, NY, 10022
- c. Principal Business: General Partner
- d. Interest Held: 47.83% attributable voting / 0% equity (indirectly as non-economic general partner of Crestview III W1, L.P. (#18) and managing member of a 7.73% member of Bandit GP, LLC (#3))

The sole limited partner of Crestview III W1, L.P. (#18) and majority member of Crestview III W1 GP, LLC (#19) that upon closing the transaction is expected to hold a 10% or greater indirect interest in Bandit MidCo is:

20. Crestview Partners III, L.P.

- a. Jurisdiction of Formation: Cayman Islands
- b. Address: c/o Crestview Advisors, L.L.C.,  
590 Madison Avenue, 42nd Floor, New York, NY, 10022
- c. Principal Business: Investments
- d. Interest Held: 32.9% attributable voting / 20.39% equity (indirectly as 68.8% limited partner of Crestview III W1, L.P. (#18) and 68.8% member of Crestview III W1 GP, LLC (#19))

The general partner of Crestview Partners III, L.P. (#20) and Crestview Partners III Co-Investors, L.P. (#17) is:

21. Crestview Partners III GP, L.P.

- a. Jurisdiction of Formation: Cayman Islands
- b. Address: c/o Crestview Advisors, L.L.C.,  
590 Madison Avenue, 42nd Floor, New York, NY, 10022
- c. Principal Business: General Partner
- d. Interest Held: 100% attributable voting / <10% equity<sup>5</sup> (indirectly as general partner of Crestview Partners III, L.P. (#20) and Crestview Partners III Co-Investors, L.P. (#17) and general partner or managing member of the other Crestview III entities that indirectly hold Crestview III's interests in Bandit Parent GP, LLC (#3))

The general partner of Crestview Partners III GP, L.P. (#21) is:

22. Crestview, L.L.C.

- a. Jurisdiction of Formation: Delaware

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<sup>5</sup> Crestview Partners III GP, L.P. has a nominal (less than 10%) equity interest in the Crestview III funds.



- b. Address: c/o Crestview Advisors, L.L.C.,  
590 Madison Avenue, 42nd Floor, New York, NY, 10022
- c. Principal Business: Investments
- d. Interest Held: 100% attributable voting/ 0% equity (indirectly as general partner of Crestview Partners III GP, L.P. (#21) and through control of other Crestview members of Bandit GP, LLC (#3))

The limited partners of Crestview Partners III GP, L.P. (#21) that upon closing the transaction are expected to hold a 10% or greater indirect interest in Bandit MidCo are each current or former investment executives at Crestview with an address of c/o Crestview Advisors, L.L.C., 590 Madison Avenue, 42nd Floor, New York, NY, 10022: Barry S. Volpert (28.8%); Thomas S. Murphy, Jr., (11.31%); Robert V. Delaney, Jr., (11.31%); Jeffrey A. Marcus (11.87%); and Richard DeMartini (10.28%). Each is a U.S. Citizen.<sup>6</sup>

Crestview, L.L.C. is owned and controlled by four U.S. Citizens, each who is an investment executive at Crestview with an address of c/o Crestview Advisors, L.L.C., 590 Madison Avenue, 42nd Floor, New York, NY, 10022: Barry S. Volpert, (40.5%); Thomas S. Murphy, Jr., (17.5%); Robert V. Delaney, Jr., (11.1%) and Brian P. Cassidy, (31.0%).<sup>7</sup>

To Applicants' knowledge, no other person or entity, directly or indirectly, is expected to own or control a ten percent (10%) or greater interest in Bandit MidCo or the Licensees upon closing the transaction.

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<sup>6</sup> The limited partner interests in Crestview Partners III GP, L.P. (#21) are held through personal and family investment vehicles.

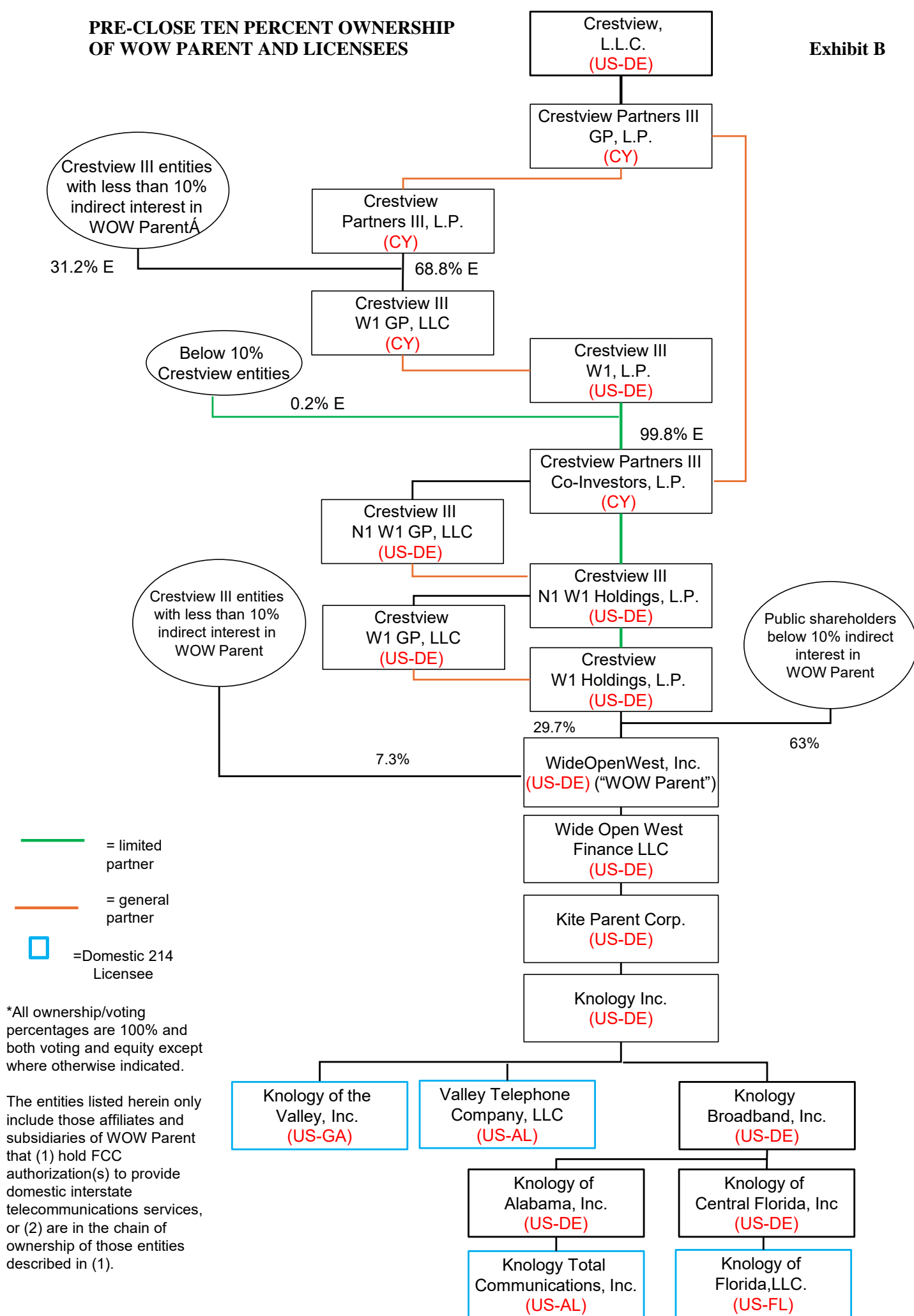
<sup>7</sup> The interests in Crestview, L.L.C. are held through personal and family investment vehicles.

## **EXHIBIT B**

### **Pre- and Post-Transaction Corporate Ownership Structure Charts**

# PRE-CLOSE TEN PERCENT OWNERSHIP OF WOW PARENT AND LICENSEES

Exhibit B



# POST-CLOSE TEN PERCENT OWNERSHIP

## Exhibit B

All ownership rights are 100% and both equity and voting unless noted otherwise.

Deemed Voting ("DV") percentages indicate deemed voting in Bandit MidCo.

(#) indicates cross-reference to Exhibit C.

\*Omits vehicles for employee incentives plans/carried Interest

\*DigitalBridge Group, Inc. is publicly traded on the NYSE; no shareholder of DigitalBridge will have a 10% or greater indirect voting or equity interest in Bandit MidCo.

— = limited partner  
— = general partner

**CHART 1**  
**DIGITALBRIDGE STRUCTURE**

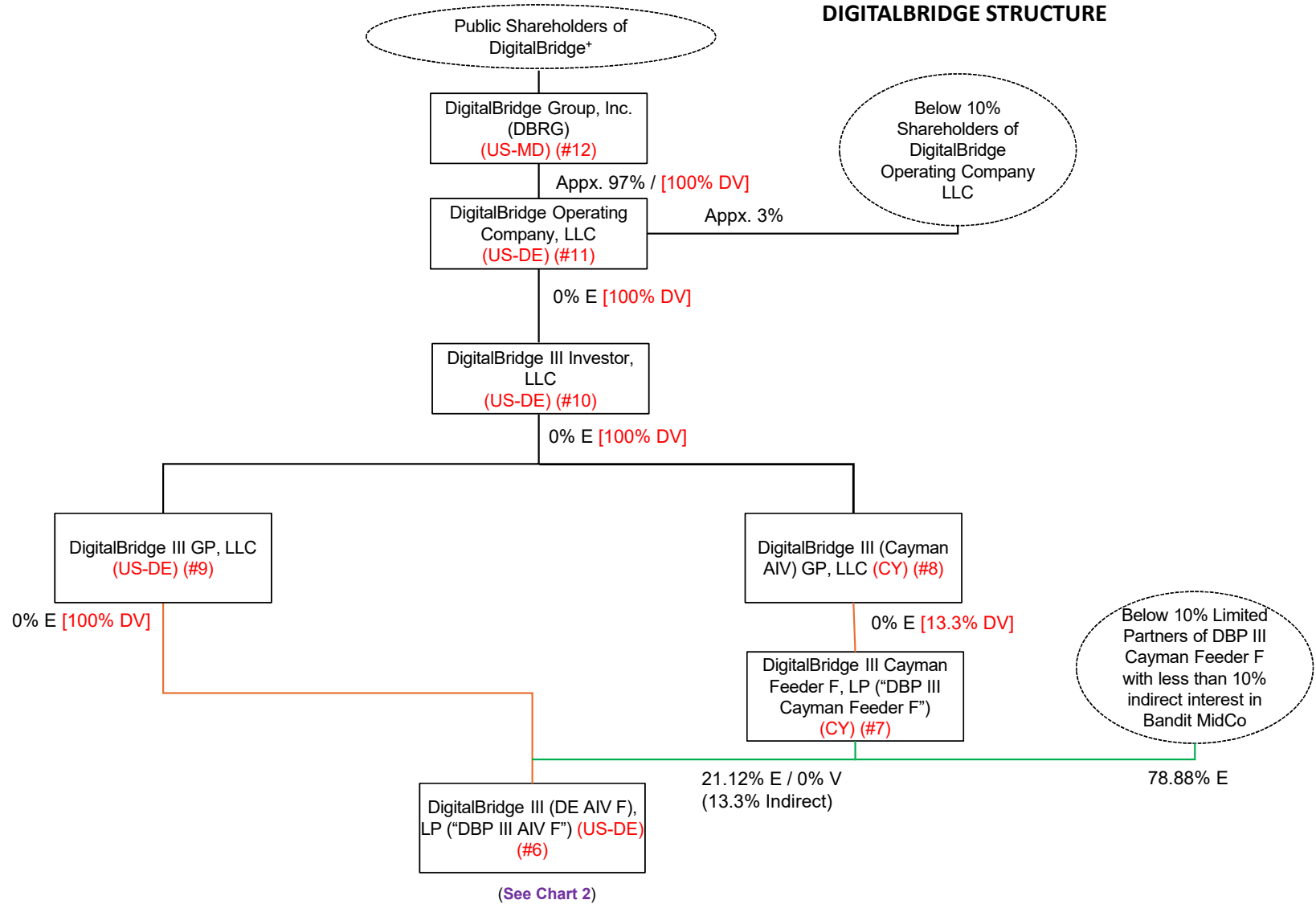


CHART 2

Post Close Ownership of Bandit MidCo and WoW Parent

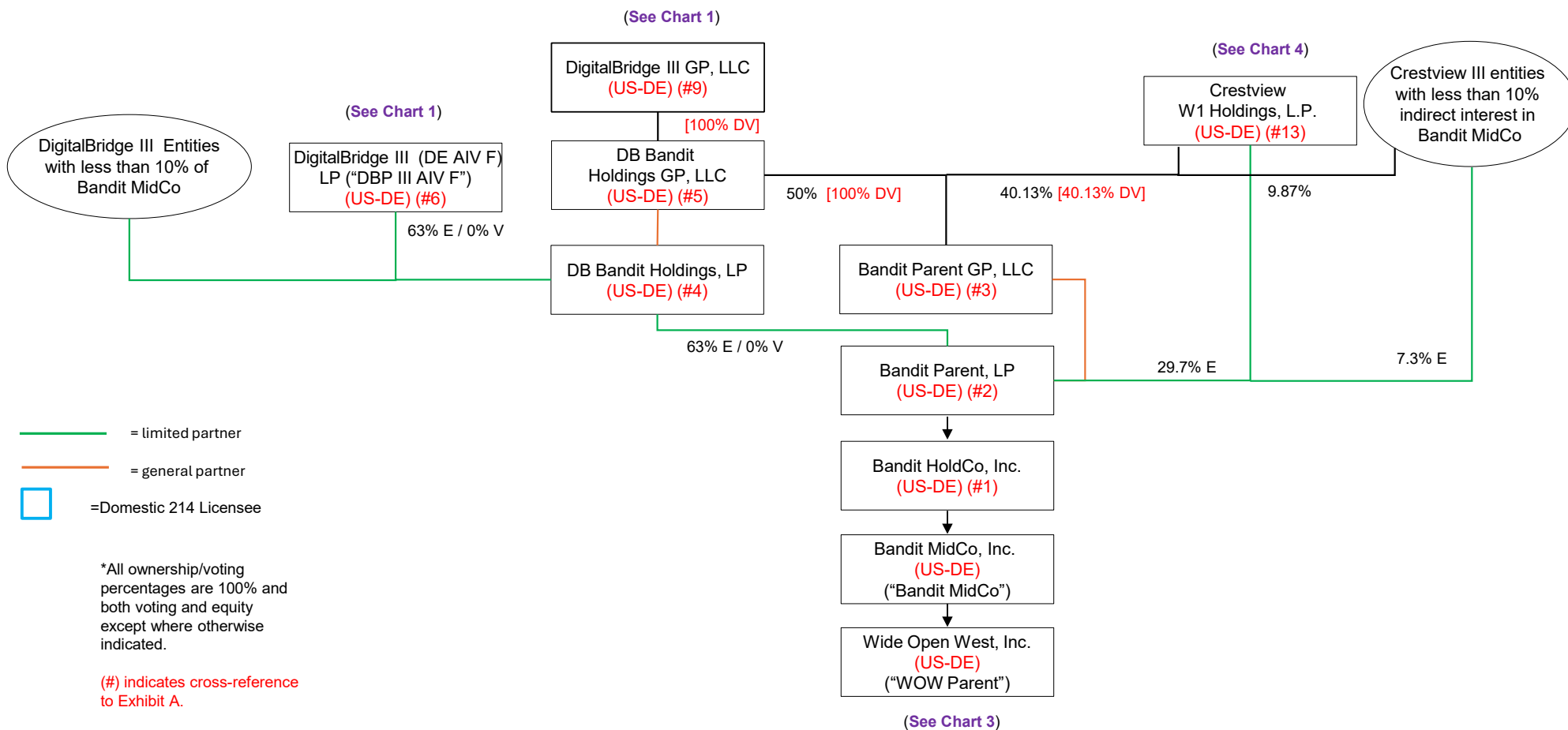
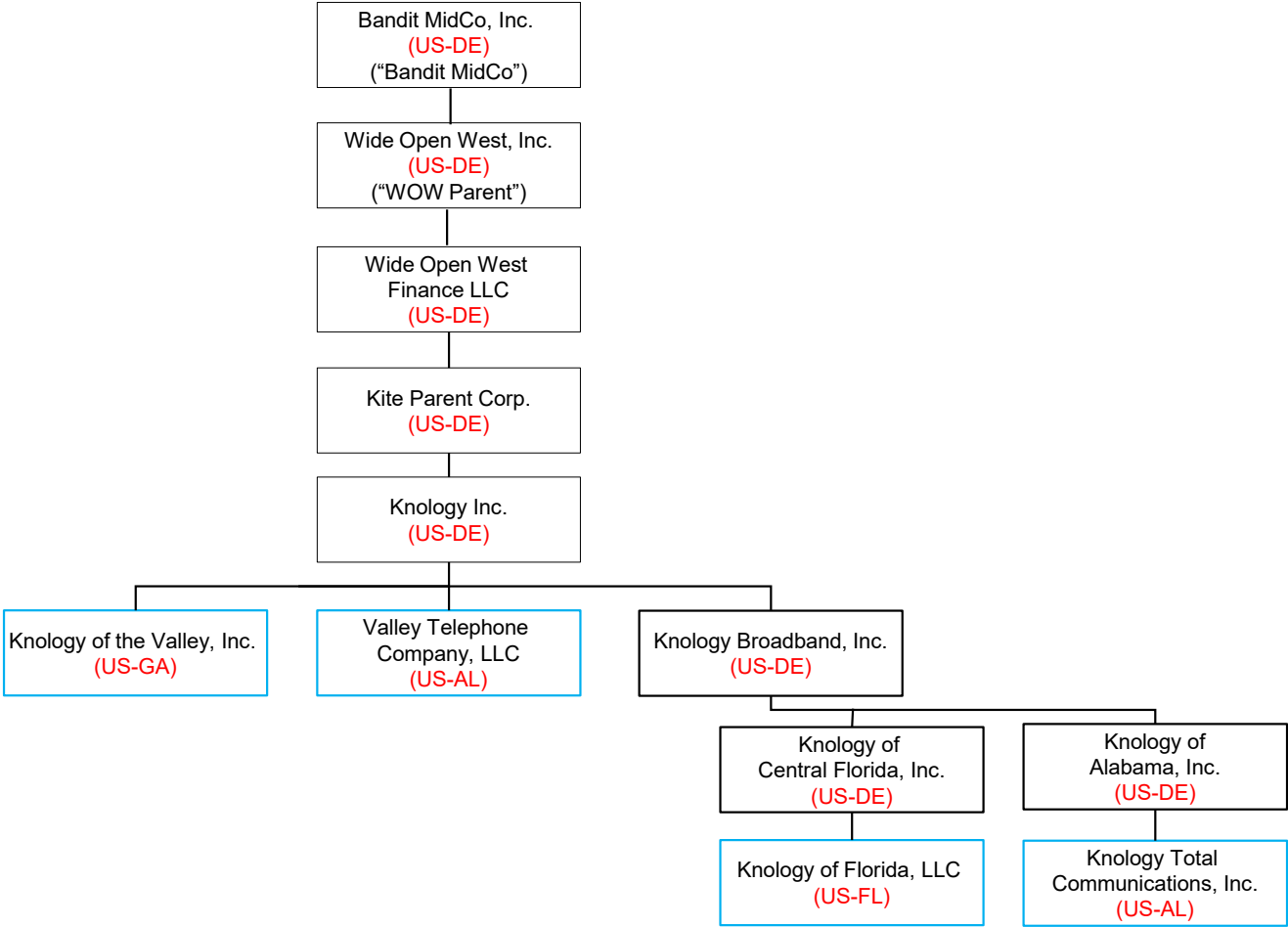



CHART 3

Post Close Ownership of WOW Parent and Licensees

(See Chart 2)



 =Domestic 214 Licensee

\*All ownership/voting percentages are 100% and both voting and equity except where otherwise indicated.

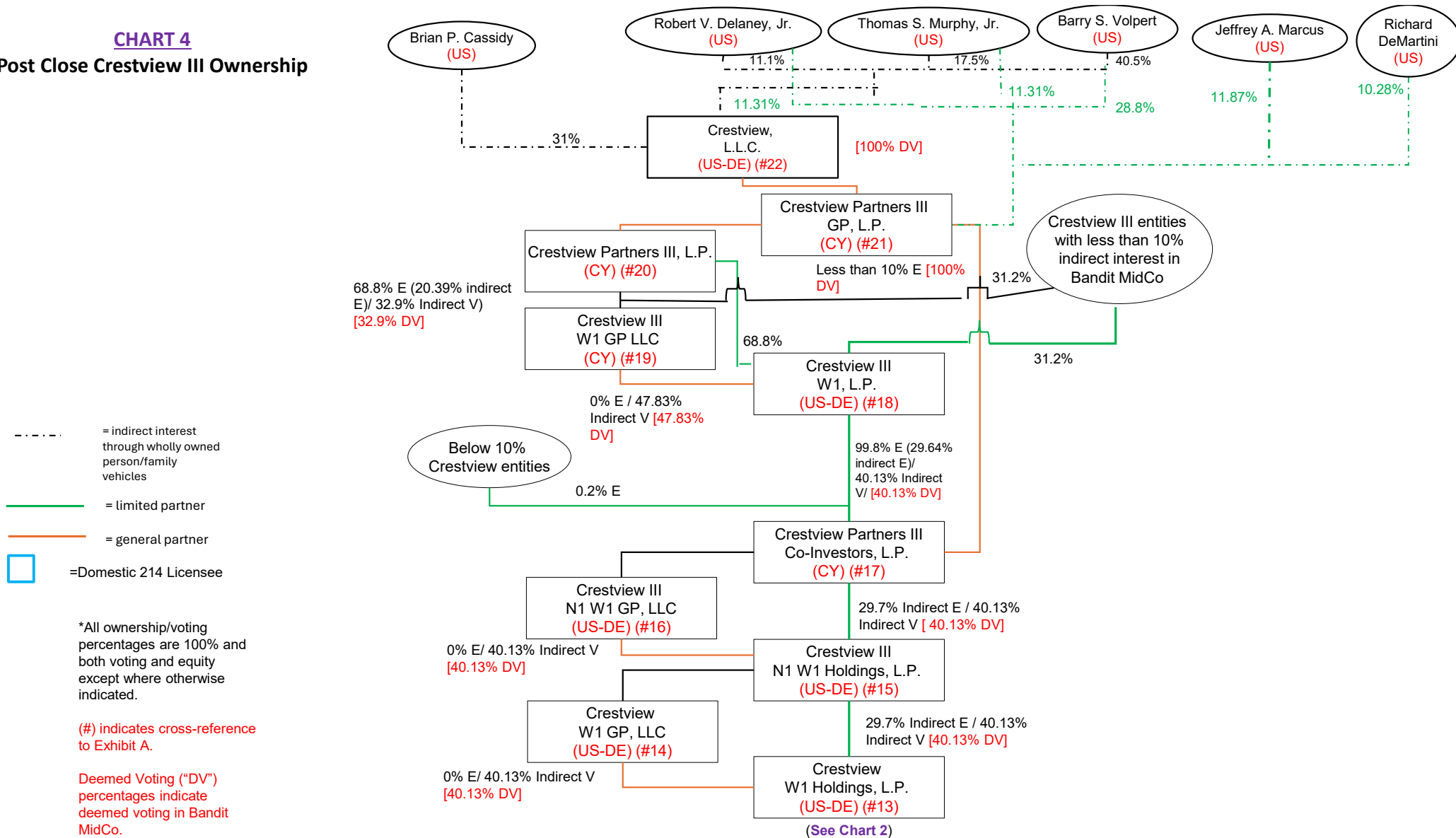
The entities listed herein only include those affiliates and subsidiaries of WOW that (1) hold FCC authorization(s) to provide domestic interstate telecommunications services, or (2) are in the chain of ownership of those entities described in (1).

## Exhibit B

## Exhibit B

### CHART 4

### Post Close Crestview III Ownership



## **VERIFICATIONS**

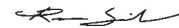


### VERIFICATION

I, Roger Seiken, state that I am Senior Vice President & General Counsel of WideOpenWest, Inc., parent of Knology of the Valley, Inc.; Valley Telephone Company, LLC; Knology of Florida, LLC; and Knology Total Communications, Inc. (collectively the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed:



Aug 28, 2025

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Roger Seiken  
Senior Vice President & General Counsel  
WideOpenWest, Inc.

## VERIFICATION

I, Geoffrey Goldschein, state that I am the Vice President and Secretary of Bandit Parent GP, LLC, the general partner of Bandit Parent, LP, (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed:

Signed by:



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Geoffrey Goldschein  
Vice President and Secretary  
Bandit Parent GP, LLC  
as General Partner of Bandit Parent, LP