

**Wave Holdco, LLC
401 Parkplace Center, Suite 500
Kirkland, Washington 98033**

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

June 14, 2017

BY CERTIFIED MAIL

Virgil Santos
Administrative Assistant
Washington Utilities and Transportation Commission
P.O. Box 47250
Olympia, WA 98504-7250

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STATE OF WASHINGTON
UTIL. AND TRANSPORTATION
COMMISSION

Dear Mr. Santos:

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”) and its subsidiaries (the “Transaction”), including Astound Broadband, LLC (“Astound”), which is currently registered as a competitive telecommunications company the state of Washington (Docket UT-09016, February 28, 2009). The Transaction offers tremendous prospects for continued enhancements to the system and services available to telecommunications customers in Washington.

When the Transaction is consummated, the indirect control of Astound will change from Wave to Radiate, but Astound’s legal name and its status as a limited liability company formed and validly existing under the laws of Washington will not change, and Astound will continue to provide service pursuant to its current authorization. Radiate has no current plans to change the local operations or structure of Wave’s or Astound’s Washington operations, or the services Wave or Astound offers. Radiate plans to combine its resources and expertise with Wave’s and Astound’s knowledge of the Washington telecommunications marketplace to build upon the success of Radiate and further enhance the experience for Washington customers.

You do not need to take any action in response to this letter. Pursuant to WAC 480-121-063, this notice satisfies all state requirements related to transfer of the registration.^{1/} Radiate and Wave have filed an application with the Federal Communications Commission (“FCC”) for approval of the transfer of control and the FCC is currently reviewing the application. The parties intend to close following receipt of all required regulatory approvals.

^{1/} See WAC 480-121-063(k) (competitively classified telecommunications companies are not subject to the requirement in 80.12 RCW that the Washington Utilities and Transportation Commission approve transactions involving ownership of public service companies). Astound Broadband, LLC is a competitive telecommunications company. See *Registration of Astound Broadband, LLC as a Competitive Telecommunications Company*, Utilities and Transportation Commission, Docket No. UT-090160 (Feb. 28, 2009).

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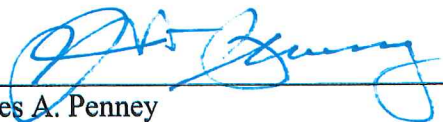
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If you have any questions, please call Tara M. Corvo at (202) 434-7359 or Jim Penney at (425) 896-1891 by **July 17, 2017**.

Sincerely,



Tara M. Corvo
Seth A. Davidson
Alyssia J. Bryant
Mintz, Levin, Cohn, Ferris, Glovsky and
Popeo, P.C.
701 Pennsylvania Avenue NW, Suite 900
Washington, D.C. 20004



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Counsel to Radiate Holdings, L.P.