

WC 06-209

BINGHAM McCUTCHEN

DATE STAMP AND RETURN

November 6, 2006

FCC/MELLON

NOV 06 2006

VIA COURIER

Bingham McCutchen LLP
Suite 300
3000 K Street NW
Washington, DC
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Boston
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Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: Joint Application of RCN Telecom Services, Inc. and Astound Broadband LLC for Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, to Complete a Transfer of Assets of an Authorized Domestic and International Section 214 Carrier

Dear Ms. Dortch:

On behalf of RCN Telecom Services, Inc. (“RCN”) and Astound Broadband LLC (“Astound”), enclosed please find an original and six (6) copies of an application for authority to complete a transfer of assets whereby Astound will acquire certain assets and customers from RCN.

Pursuant to Section 63.04(b) of the Commission’s rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application (“Combined Application”). Applicants are simultaneously filing the Application with the International Bureau through the MyIBFS Filing System.

Also enclosed is a completed Fee Remittance Form 159 containing a valid American Express credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission’s rules.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Danielle Burt

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

| | | |
|--|---|-----------------------------|
| In the Matter of the Joint Application of |) | |
| RCN Telecom Services, Inc. |) | |
| Assignor, |) | File No. ITC-ASG-2006 _____ |
| and |) | WC Docket No. 06-_____ |
| ASTOUND BROADBAND, LLC |) | |
| Assignee |) | |
| For Grant of Authority Pursuant to |) | |
| Section 214 of the Communications Act of 1934, |) | |
| as amended, and Sections 63.04, and 63.24 of the |) | |
| Commission's Rules to Complete a |) | |
| Transfer of Assets of an Authorized |) | |
| Domestic and International Section 214 Carrier |) | |

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

RCN Telecom Services, Inc. ("RCN") and Astound Broadband, LLC ("Astound") (together "Applicants"), through undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request Commission approval or such authority as may be necessary or required to complete a transaction whereby Astound will acquire from RCN certain assets in the State of California, including certain customer accounts. Astound currently holds international Section 214 authority as granted in File No. ITC-ASG-

20050701-00241.¹ As described below, because the rates, terms or conditions of the services being received by customers will not change as a result of the transfer, other than seeing a change in the identity of the carrier the proposed transaction will be virtually transparent to customers of RCN in terms of the services that those customers receive.

Applicants file this Application in connection with an Asset Purchase Agreement (“Agreement”) dated August 17, 2006. Through the Agreement, RCN has agreed to sell to Astound certain California telecommunications assets, including its customer base, networks, and telecommunications switch in Northern California.² As a result of the transaction, RCN’s current Northern California customers will be transferred to Astound, which will become the service provider for those customers.

B. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12.

With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act (“Affiliates”) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3)

¹ RCN will continue to provide domestic interstate and international telecommunications services in Southern California and its markets outside of California, and therefore is not assigning its Section 214 authorizations to Astound.

² In addition to the telecommunications assets described herein, RCN has also agreed to sell its cable television and open video system operations in Northern California to Astound.

none of the Applicants or their Affiliates is dominant with respect to any service that they provide.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b), since none of the exceptions set forth in Section 63.12(c) apply. In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers. Furthermore, none of the scenarios outlined in Section 63.12(c)(2)-(4) apply to the Applicants.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. RCN Telecom Services, Inc. (Assignor)

RCN is a corporation organized and existing under the laws of the Commonwealth of Pennsylvania with principal offices located at 196 Van Buren St., Ste. 300, Herndon, VA 20170. RCN is a wholly-owned subsidiary of RCN Corporation, a publicly-traded Delaware corporation. RCN and certain of its affiliates provide video, data and voice services in the Boston, New York, Philadelphia/Lehigh Valley, Chicago, Los Angeles, San Francisco, and Washington, D.C. metropolitan markets.³ RCN holds blanket domestic Section 214 authority and international Section 214 authority to provide global facilities-based and global resale service. RCN is also authorized to provide local exchange and intrastate interexchange telecommunications services in California and is making the necessary filings to the California Public Utilities Commission to assign those operations to Astound.

³ RCN affiliates that provide competitive telecommunications services outside of California include: RCN Telecom Services of Illinois, LLC, RCN Telecom Services of Washington, D.C., Inc., RCN Telecom Services of Massachusetts, Inc., RCN Telecom Services of Philadelphia, Inc., RCN-BecoCom, Inc., RCN Communications of New York, LLP, and Starpower Communications, LLC.

B. ASTOUND BROADBAND, LLC (Assignee)

Astound is a direct, wholly owned subsidiary of WaveDivision Holdings, Inc. (“Wave”), a Delaware limited liability company formed in 2002. Astound, a Washington limited liability company, was formed by Wave in 2005 in connection with its acquisition of certain California cable and telecommunications assets of Seren Innovations, Inc. See FCC Docket No. WC-05-226. Together, Wave and Astound currently serve approximately 155,000 cable television, high-speed data and telephone customers in western Washington and California. Astound holds blanket domestic Section 214 authority and international Section 214 authority to provide global resale service. See FCC Public Notice, DA-05-2440, Docket No. WC-05-226 (Sept. 12, 2005); FCC Public Notice (Erratum), Docket No. 05-226 (Sept. 22, 2005) and FCC Public Notice DA-05-2397 (Sept. 1, 2005), ITC-ASG-20050701-0024.

III. DESCRIPTION OF THE TRANSACTION

Applicants propose to complete a transaction (“Transaction”) through which Astound will acquire certain assets of RCN, including its customer base in Northern California, pursuant to an Asset Purchase Agreement (“Agreement”) dated August 17, 2006. Specifically, Exhibit A provides a list of the communities where RCN assets are being transferred to Astound (the “Affected Service Area”). The specific assets to be acquired by Astound include the customer accounts associated with RCN’s domestic interstate and international telephone service in the Affected Service Area. The Transaction does not affect RCN’s operations outside of the Affected Service Area.

Upon the transfer of the customers and related assets, Astound will provide service to these customers under comparable rates, terms and conditions as currently being provided by RCN. As a result, other than seeing a change in the identity of the serving carrier, the proposed Transaction will be virtually transparent to customers served by RCN in terms of the telephone

services that they currently receive. All of the affected customers will receive notice in compliance with the Commission's Rules.⁴

IV. PUBLIC INTEREST STATEMENT

Applicants respectfully submit that the proposed transaction serves the public interest. The Transaction is expected to invigorate competition in Northern California. Through the Transaction, Astound will expand its customer base, which will give Astound a greater presence in the telecommunications market in California, and thereby make Astound a more viable competitor in all of its markets. Moreover, RCN's business has been primarily focused on the Boston-to-Washington northeast corridor and Chicago and its operations in California have not been of sufficient scope and scale to be able to become an effective competitor in the marketplace. Astound and Wave, on the other hand, are focusing their operations on markets on the West Coast, and as a result, they will be better positioned to provide meaningful competition in the Affected Service Area.

The Transaction will not adversely impact existing RCN customers. The proposed transaction is structured to assure an orderly transition of the affected customers from RCN to Astound. Moreover, given that Astound proposes to provide service on comparable rates, terms and conditions of the services that RCN currently provides, Applicants expect the transaction to be virtually transparent to the customers in terms of the service they receive. RCN's customers in the Affected Service Area will be properly notified of the Transaction and the change in their telecommunications provider from RCN to Astound, and be fully informed of their options.

⁴ Astound will file the required Section 63.1120(e) certificate of compliance under separate cover.

V. **INFORMATION REQUIRED BY SECTION 63.24(e)**

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

63.18 (a) Name, address and telephone number of each Applicant:

Assignor:

RCN Telecom Services, Inc.
196 Van Buren St., Suite 300
Herndon, VA 20170
(Tel) (202) 424-8408

Assignee:

Astound Broadband, LLC
401 Kirkland Park Place, Suite 500
Kirkland, Washington 98033
(Tel) (425) 576-8200

63.18 (b) Jurisdiction of Organizations:

Assignor: RCN Telecom Services, Inc. is a Pennsylvania corporation.

Assignee: Astound Broadband, LLC is a Washington limited liability company.

63.18 (c) Correspondence concerning this Application should be sent to:

Jean L. Kiddoo
Danielle C. Burt
Bingham McCutchen LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
Tel: (202) 424-7500
Fax: (202) 424-7645
Email: jean.kiddoo@bingham.com
danielle.burt@bingham.com

James A. Penney
Astound Broadband, LLC
401 Kirkland Parkplace, Suite 500
Kirkland, WA 98033
Tel: (425) 896-1891

Fax: (425) 896-1911
Email: jpenney@wavebroadband.com

63.18 (d) RCN holds domestic and international Section 214 authority. RCN is authorized to provide domestic interstate common carrier services pursuant to blanket authority under Section 63.01 of the Commission's rules. RCN also holds international Section 214 authority to provide global facilities-based and global resale service, pursuant to File No. ITC-214-19970723-00430.

Astound is authorized to provide domestic interstate common carrier services pursuant to blanket authority under Section 63.01 of the Commission's rules. See FCC Public Notice DA-05-2440, Docket No. WC-05-226 (Sept. 12, 2005); FCC Public Notice (Erratum), Docket No. 05-226 (Sept. 22, 2005). Astound also holds international Section 214 authority to provide global resale service pursuant to File No. ITC-ASG-20050701-00241. See FCC Public Notice DA-05-2397 (Sept. 1, 2005).

63.18 (h) In accordance with 63.24(e)(2), items (h)-(p) are provided for the Assignee.

1) The following entities own or control 10% or more of **Astound Broadband, LLC**:

Name: WaveDivision Holdings, LLC
Address: 401 Kirkland Park Place, Suite 500
Kirkland, WA 98033
Citizenship: U.S.
Principal Business: Cable Television, High Speed Data and Telephone Provider
% Equity: 100% Owner and Manager

Name: WaveDivision Capital, LLC
Address: 401 Kirkland Park Place, Suite 500
Kirkland, WA 98033
Citizenship: U.S.
Principal Business: Investment Activities
% Equity: 10% of Class A Units in Wave⁵

Name: Sandler Capital Partners V, L.P.
Address: 767 Fifth Avenue, 45th Floor
New York, NY 10153
Citizenship: U.S.

⁵ The limited liability company agreement pursuant to which WaveDivision Holdings, LLC is organized authorizes the issuance of three classes of units – A, B, and C. The three classes of units hold different rights to distribution of proceeds of the company (akin to common and preferred stock in a corporation).

Principal Business: Investment Activities
% Equity: 60.19% Class A Units in Wave

Name: SCP V FTE WaveDivision Holdings, L.P.
Address: 767 Fifth Avenue, 45th Floor
New York, NY 10153

Citizenship: U.S.
Principal Business: Investment Activities
% Equity: 27.01% Class A Units in Wave

Name: WaveDivision Networks, LLC
Address: 401 Kirkland Park Place, Suite 500
Kirkland, WA 98033

Citizenship: U.S.
Principal Business: Investment Activities
% Equity: 85% of Class B & C Units in Wave

Name: Steve Friedman
Address: 401 Kirkland Park Place, Suite 500
Kirkland, WA 98033

Citizenship: U.S.
Principal Business: Chief Operations Officer of Wave
% Equity: 15% of Class B & C Units in Wave

- 2) The following individuals are members of **WaveDivision Capital, LLC**: Stanley A. Roberts, Rebecca M. Roberts, David E. Roberts, Vicki J. Golden-Roberts, Steven B. Weed, Marie McCauley, Steve Friedman, Sharon Friedman, Richard Kemp, Lynn Kemp, and Jon Staenberg. Each of these individuals are U.S. citizens.

- 3) The following entity is the general partner of **Sandler Capital Partners V, L.P.** and **SCP V FTE WaveDivision Holdings, L.P.**:

Name: Sandler Investment Partners, L.P.
Address: 767 Fifth Avenue, 45th Floor
New York, NY 10153

Citizenship: U.S.
Principal Business: Investment Activities

- 4) The following entity is the general partner of **Sandler Investment Partners, L.P.**:

Name: Sandler Capital Management
Address: 767 Fifth Avenue, 45th Floor
New York, NY 10153

Citizenship: U.S.

Principal Business: Investment Activities

- 5) The following individuals own or control 10% or more of **Sandler Capital Management**: Andrew Sandler, Michael Marocco, John Kornreich, Douglas Schimmel, and Harvey Sandler. Each of these individuals are U.S. citizens.
- 6) The following individual is the sole member of **WaveDivision Networks, LLC**: Steven Weed, a U.S. citizen.

Other than the foregoing, following the Transaction, to the best of the Applicants' knowledge, no other person or entities will directly or indirectly own 10% or greater direct or indirect interest in Astound.

To the best of Applicants' knowledge, there are no officers or directors of Astound that also serve as an officer or director of a foreign carrier as defined in Section 63.09(d).

- 63.18 (i) Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.
- 63.18 (j) Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
 - (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- 63.18 (k) Not applicable.
- 63.18 (l) Not applicable.
- 63.18 (m) Not applicable.
- 63.18 (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

- 63.18 (o)** Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. See 21 U.S.C. § 853a. See also 47 C.F.R. §§ 1.2001-1.2003.
- 63.18 (p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

- (a)(6)** A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7)** RCN and certain of its affiliates provide local and/or long distance services in California, Delaware, District of Columbia, Illinois, Maryland, Massachusetts, New Jersey, and Pennsylvania. All of the services provided by RCN and its affiliates are competitive in nature and neither RCN nor any of its affiliates holds a dominant position in any market.
- Astound provides cable television, high-speed data and telephone services to customers in California. Wave provides cable television, high-speed data and telephone services to customers in Washington and California.
- (a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.
- (a)(9)** By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with

Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.

(a)(10) Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted,



Jean L. Kiddoo

Danielle C. Burt

Bingham McCutchen LLP

3000 K Street, N.W., Suite 300

Washington, DC 20007-5116

Tel: (202) 424-7500

Fax: (202) 424-7645

Email: jean.kiddoo@bingham.com

danielle.burt@bingham.com

Dated: November 6, 2006

Exhibit A

Communities of Interest*/

| Franchise | County | Community Unit Identification Number/ Non-Cable Identifier |
|----------------------------------|---------------|---|
| Burlingame | San Mateo | CA1590 |
| Daly City | San Mateo | CA1591 |
| Redwood City | San Mateo | CA1615 |
| City of San Mateo | San Mateo | CA1594 |
| County of San Mateo | San Mateo | CAA087 |
| City and County of San Francisco | San Francisco | CAA085 |
| City of South San Francisco | San Mateo | CAA071 |

*/ RCN also holds cable franchises to serve the communities of Belmont, Millbrae and San Carlos in San Mateo County, California but has not constructed facilities in those communities and does not currently provide services there. Accordingly, other than the cable franchises, there are no assets being assigned to Astound in those communities.

Verifications

VERIFICATION

I, Joseph Kahl, state that I am the Sr. Director of Regulatory and External Affairs of RCN Telecom Services, Inc.; that I am authorized to make this Verification on behalf of RCN Telecom Services, Inc.; that the foregoing application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Parthene N. Paxos, Notary Public
Fountain Hill Boro, Lehigh County
My Commission Expires Dec. 22, 2008
Member, Pennsylvania Association of Notaries

Joseph Kahl

Joseph Kahl
Sr. Director, Regulatory and External Affairs
RCN Telecom Services, Inc.

Sworn and subscribed before me this 6th day of 11, 2006.

Parthene Paxos

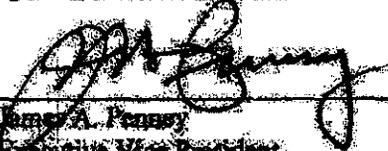
Notary Public



My commission expires Dec 22, 2008

VERIFICATION

I, James A. Penney, state that I am the Executive Vice President of Astound Broadband, LLC; that I am authorized to make this Verification on behalf of Astound Broadband, LLC; that the foregoing application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.


James A. Penney
Executive Vice President
Astound Broadband LLC

Sworn and subscribed before me this 3 day of October, 2006.


Notary Public

My commission expires 2/10/08



READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589

Page: 1 of 2

| | | | | | |
|---|--|---------------------------------------|---|-------------------------------|--|
| (1) LOCK BOX # 358145 | | | | | |
| SECTION A - PAYER INFORMATION | | | | | |
| (2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) RCN Telecom Services, Inc. | | | (3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00 | | |
| (4) STREET ADDRESS LINE NO. 1 c/o Bingham McCutchen LLP | | | | | |
| (5) STREET ADDRESS LINE NO. 2 3000 K Street N.W., Suite 300 | | | | | |
| (6) CITY Washington | | | (7) STATE DC | (8) ZIP CODE 20007 | |
| (9) DAYTIME TELEPHONE NUMBER (include area code) 202-424-7500 | | | (10) COUNTRY CODE (if not in U.S.A.) | | |
| FCC REGISTRATION NUMBER (FRN) REQUIRED | | | | | |
| (11) PAYER (FRN) [REDACTED] | | | | | |
| IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET | | | | | |
| (13) APPLICANT NAME RCN Telecom Services, Inc. | | | | | |
| (14) STREET ADDRESS LINE NO. 1 196 Van Buren Street | | | | | |
| (15) STREET ADDRESS LINE NO. 2 Suite 300 | | | | | |
| (16) CITY Herdon | | | (17) STATE VA | (18) ZIP CODE 20170 | |
| (19) DAYTIME TELEPHONE NUMBER (include area code) 610-438-0119 | | | (20) COUNTRY CODE (if not in U.S.A.) | | |
| FCC REGISTRATION NUMBER (FRN) REQUIRED | | | | | |
| (21) APPLICANT (FRN) 0003252426 | | | | | |
| COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET | | | | | |
| (23A) CALL SIGN/OTHER ID | | (24A) PAYMENT TYPE CODE CUT | | (25A) QUANTITY 1 | |
| (26A) FEE DUE FOR (FTC) \$965.00 | | (27A) TOTAL FEE \$965.00 | | | |
| (28A) FCC CODE 1 | | | (29A) FCC CODE 2 | | |
| (23B) CALL SIGN/OTHER ID | | (24B) PAYMENT TYPE CODE | | (25B) QUANTITY | |
| (26B) FEE DUE FOR (FTC) | | (27B) TOTAL FEE | | | |
| (28B) FCC CODE 1 | | | (29B) FCC CODE 2 | | |

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
Page No. 2 of 2

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

| | | |
|---|--------------------------------------|-------------------------------|
| (13) APPLICANT NAME Astound Broadband LLC | | |
| (14) STREET ADDRESS LINE NO. 1 401 Kirkland Parkplace, Suit 500 | | |
| (15) STREET ADDRESS LINE NO. 2 | | |
| (16) CITY Kirkland | (17) STATE WA | (18) ZIP CODE 98033 |
| (19) DAYTIME TELEPHONE NUMBER (include area code) 425-896-1891 | (20) COUNTRY CODE (if not in U.S.A.) | |
| FCC REGISTRATION NUMBER (FRN) REQUIRED | | |
| (21) APPLICANT (FRN) 0013907928 | | |
| COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET | | |
| (23A) CALL SIGN/OTHER ID | (24A) PAYMENT TYPE CODE | (25A) QUANTITY |
| (26A) FEE DUE FOR (PTC) | (27A) TOTAL FEE | |
| (28A) FCC CODE 1 | (29A) FCC CODE 2 | |
| (23B) CALL SIGN/OTHER ID | (24B) PAYMENT TYPE CODE | (25B) QUANTITY |
| (26B) FEE DUE FOR (PTC) | (27B) TOTAL FEE | |
| (28B) FCC CODE 1 | (29B) FCC CODE 2 | |
| (23C) CALL SIGN/OTHER ID | (24C) PAYMENT TYPE CODE | (25C) QUANTITY |
| (26C) FEE DUE FOR (PTC) | (27C) TOTAL FEE | |
| (28C) FCC CODE 1 | (29C) FCC CODE 2 | |
| (23D) CALL SIGN/OTHER ID | (24D) PAYMENT TYPE CODE | (25D) QUANTITY |
| (26D) FEE DUE FOR (PTC) | (27D) TOTAL FEE | |
| (28D) FCC CODE 1 | (29D) FCC CODE 2 | |
| (23E) CALL SIGN/OTHER ID | (24E) PAYMENT TYPE CODE | (25E) QUANTITY |
| (26E) FEE DUE FOR (PTC) | (27E) TOTAL FEE | |
| (28E) FCC CODE 1 | (29E) FCC CODE 2 | |
| (23F) CALL SIGN/OTHER ID | (24F) PAYMENT TYPE CODE | (25F) QUANTITY |
| (26F) FEE DUE FOR (PTC) | (27F) TOTAL FEE | |
| (28F) FCC CODE 1 | (29F) FCC CODE 2 | |