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July 27, 2012

VIA UPS OVERNIGHT MAIL

Michael Dougherty
Interim Executive Director
Public Utility Commission of Oregon
550 Capitol Street N.E., Suite 215
Salem, Oregon 97301-2551

RECEIVED

JUL 3 2012

**Public Utility Commission of Oregon
Administrative Hearing Division**

Re: Notice of Anticipated Indirect Change of Control of Astound Broadband, LLC

Dear Mr. Dougherty:

Astound Broadband, LLC (“Astound” or “Licensee”), WaveDivision Holdings, LLC, (“Wave Parent” or “Transferor”), and OH WDH Holdco, LLC (“Oak Hill Holdco” or “Transferee”) hereby notify the Oregon Public Utility Commission (“Commission”) of an indirect change in control of Astound Broadband, LLC.

The parties to this transaction are not seeking the Commission’s review or approval of this transaction. Because Astound’s Certificate of Authority from the Commission will continue to be held by Astound, and will not be transferred to a different entity, the transaction will not cause any immediate change in the direct ownership or legal structure of the Licensee. Accordingly, no formal approval by the Commission is necessary under ORS 759.375. Thus, this notice and background information is simply provided as a courtesy to the Commission.

BACKGROUND

Astound was granted a Certificate of Authority to provide telecommunications service in Oregon and classification as a Competitive Telecommunications Provider by the Commission effective March 12, 2009 in Docket No. CP 1440.¹ Astound provides wholesale telecommunications services which are used as inputs to providers of interconnected VoIP services to residential and business customers in Oregon, as well as in Washington and California. In addition, Astound has applied for, and expects to obtain, authority to provide similar wholesale telecommunications services in Maryland. Astound also owns and controls 100% of the issued and outstanding shares of Wave Business Services, LLC, a U.S. entity formed under the laws of Washington as a limited liability company, with principal offices at

¹ The Certificate of Authority was cancelled on August 10, 2011 (Commission Order No. 11-305) but the cancellation was rescinded on September 19, 2011 (Commission Order No. 11-355).

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401 Kirkland Parkplace, Suite 500, Kirkland, WA 98033, which owns and operates communications conduit and dark fiber facilities in Oregon and Washington.

Astound is a U.S. entity formed under the laws of Washington, as a limited liability company, with principal offices at 401 Kirkland Parkplace, Suite 500, Kirkland, WA 98033. Astound is a wholly-owned subsidiary of Wave Parent, which owns and controls 100% of the issued and outstanding equity ownership interests of Astound.

Wave Parent is a U.S. entity formed under the laws of Delaware, as a limited liability company, with principal offices at 401 Kirkland Parkplace, Suite 500, Kirkland, WA 98033. Wave Parent owns and operates a multi-service communications business which provides cable television, broadband Internet access, and voice over Internet Protocol (VoIP) services to residential and commercial subscribers.

Oak Hill Holdco, is a limited liability company, formed under the laws of Delaware, with principal offices at 201 Main Street, Suite 1018, Fort Worth, TX 76102. Oak Hill Holdco was formed for the purpose of acquiring Wave Parent, and is majority-owned and controlled by various Cayman Islands private equity funds, including Oak Hill Capital Partners III, L.P. and Oak Hill Capital Partners III (AIV I), L.P. These funds are all managed and controlled by private equity fund manager OHCP MGP III, Ltd., the voting members of which are all U.S. citizens. The equity in these Oak Hill private equity funds is held by numerous, primarily U.S.-based investors, including individuals, trusts, institutions and business entities.

THE TRANSACTION

Pursuant to a Unit Purchase Agreement dated May 30, 2012 (“Purchase Agreement”) among Wave Parent; each of the parties holding equity ownership interests in Wave Parent, as sellers;² and Transferee, as purchaser, Wave Parent will become a wholly-owned subsidiary of Transferee and Transferee will thereby acquire control of Licensee. In short, the proposed transaction will result in a change in the ultimate control of Licensee. However, Astound’s certification and operations as a competitive telecommunications company will continue unchanged. The transaction will not cause any immediate change in the direct ownership or legal structure of the Licensee.

Immediately upon the closing of the transaction, Astound’s management, operations, and service offerings will remain intact and continue as is, without change. Thus, this transaction will not, upon closing, result in a change in the current Licensee’s operations. Further, Astound

² The other sellers are Sandler Capital Partners V, L.P., SCP V FTE WaveDivision Holdings, L.P., SCP V Germany WaveDivision Holdings, L.P., WaveDivision Capital, LLC, WaveDivision Networks, LLC, and Steve C. Friedman.
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will continue to provide service to existing customers pursuant to the current rates, terms and conditions of such services. Future changes in those rates, terms and conditions, if any, will be undertaken pursuant to the applicable federal and state notice and tariff requirements. The transaction will be transparent to customers as there will be no interruption or disruption of service to customers.

The aforementioned transaction will serve the public interest. Under new ultimate ownership, Licensee will continue to provide high-quality telecommunications services, while gaining access to the additional resources and operational expertise of Transferee. The transfer of control, therefore, will give Licensee the ability to become a stronger competitor, to the ultimate benefit of consumers. As a result, the transaction will strengthen Licensee's ability to compete with other, much larger telecommunications providers in Oregon and elsewhere, to the benefit of consumers and the telecommunications marketplace.

Astound's contact information, which remains unchanged, is:

Astound Broadband, LLC
401 Kirkland Parkplace, Suite 500
Kirkland, WA 98033
Telephone: (425) 576-8200

Correspondence concerning this notice should be sent to:

For Transferor:

K.C. Halm
Davis Wright Tremaine LLP
1919 Pennsylvania Avenue, NW, Suite 800
Washington, D.C. 20006-3402
(202) 973-4242 (Tel)
(202) 973-4499 (Fax)
kchalm@dwt.com

With copies to:

Jim Penney
WaveDivision Holdings, LLC
Exec. V.P., Business and Legal Affairs
401 Kirkland Parkplace, Suite 500
Kirkland, WA 98033
(425) 576-8300 (Tel)
jpenney@wavebroadband.com

For Transferee:

Patrick S. Campbell
Paul Weiss Rifkind Wharton & Garrison LLP
2001 K Street NW, Suite 600
Washington, DC 20006
(202) 223-7323 (Tel)

With copies to:

Kevin G. Levy
OH WDH Holdco, LLC
c/o Keystone Group, L.P.
201 Main Street, Suite 3100
Fort Worth, TX 76102

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(202) 204-7371 (Fax)
pcampbell@paulweiss.com

(817) 390-8503 (Tel)
(817) 887-5876 (Fax)
klevy@keystoneftw.com

Should you have any questions about this notice, please contact the undersigned, or the counsel for the Parties listed above. Thank you.

Respectfully submitted,

Davis Wright Tremaine LLP

A handwritten signature in cursive script, reading "Alan J. Galloway". The signature is written in black ink and includes a long, sweeping horizontal stroke at the end.

Alan J. Galloway

AJG/cap

Cc: Bryan Conway, Director, Telecommunications (via UPS overnight mail)