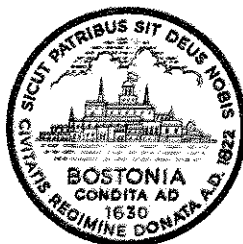


Jascha Franklin-Hodge  
Chief Information Officer  
City of Boston  
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Martin J. Walsh, Mayor  
City of Boston

Department of Innovation & Technology  
Boston City Hall Room 703  
1 City Hall Square  
Boston, MA 02201  
617-635-4783

December 29, 2016

Re: Transfer Agreement of the City of Boston with RCN Telecom Services of Massachusetts, L.L.C., and RCN Telecom Services, L.L.C., and Radiate Holdings, L.P., and TPG Advisors VII, Inc.

Jeff Carlson  
Senior Vice President and General Manager  
RCN Telecom Services Massachusetts, LLC  
956 Massachusetts Avenue  
Arlington, MA 02476  
[Jeff.carlson@rcn.net](mailto:Jeff.carlson@rcn.net)

Dear Mr. Carlson

Under the laws of the Commonwealth of Massachusetts, Mayor Martin J. Walsh is the Issuing Authority for cable licenses for the City of Boston. RCN Telecom Services, LLC ("RCN-TS") is a Licensee of the City of Boston authorized to provide OVS services. Under Section 1.4 of the OVS Operating Agreement between the Company and Mayor as Issuing Authority, RCN-TS is required to obtain the City's consent to certain changes in ownership or control of RCN-TS or its interest in the OVS Agreement.

On September 8, 2016, the City of Boston, Massachusetts ("City") received an FCC Form 394 and other written materials ("Application"), describing a transaction through which we understand that Boston Licensee RCN Telecom Services, L.L.C., a wholly-owned subsidiary Yankee Cable Parent, L.L.C. ("Yankee Parent"), is to be transferred to Radiate Holdings, L.P., a subsidiary of affiliates of TPG Capital.

Radiate Holdings, L.P. ("Radiate Holdings"), Yankee Cable Partners, LLC ("Yankee Partners"), and Grande Investment L.P. ("Grande Investment") (together, "Applicants") filed a series of applications, pursuant to sections 214 and 310(d) of the Communications Act of 1934, as amended (Act), and sections 63.04, 63.18, and 63.24 of the Commission's rules, seeking approval to transfer control of various licenses and authorizations held by Yankee Partners and Grande Investment to Radiate Holdings. Pursuant to the proposed transaction, Yankee Partners would transfer all of its interests in RCN Telecom Services, LLC ("RCN-TS") to Radiate Holdings, and Grande Investment would transfer all of its interests in Grande Communications Networks LLC ("Grande Networks") to Radiate Holdings, whereby RCN-TS and Grande Networks, along with their operating subsidiaries, would become wholly owned, indirect subsidiaries of Radiate Holdings.

Yankee Partners, a Delaware limited liability company, wholly owns Yankee Parent, a Delaware limited liability company, and through Yankee Parent, indirectly owns 100 percent of the interest in RCN-TS. RCN-TS and its subsidiaries provide digital television, high-speed Internet, and voice telecommunications services to approximately 474,000 subscribers in Illinois, Massachusetts, Maryland, New York, Pennsylvania, Virginia, and Washington, D.C. Yankee Partners is an indirect subsidiary of ABRY Partners VI, L.P., a Delaware limited partnership.

RCN-TS services approximately 19,000 customers in eight Boston neighborhoods under a comprehensive Open Video System ("OVS") Operating Agreement with the City. RCN-TS's presence in Boston -- offering cable TV, high-speed Internet and telephone services -- has provided residents with a limited competitive choice for cable, internet and telephone services within the RCN-TS service area.

As a result of the announced transaction, the control of the OVS Operating Agreement between the City of Boston and RCN-TS is to be transferred. The City has been asked to approve that transaction, and we agree that such approval is required under the existing operating agreement between the City and RCN-TS. The City moved swiftly to review and act upon the Application.

The criteria for approval, or denial, of a license transfer by any community are fourfold: Does the new operator have the managerial experience; technical experience; financial capability; and, legal authority to operate the system? Though RCN-TS operates in Boston as an OVS, the City of Boston employed federal cable procedures for transfer pursuant to Boston's agreement with RCN-TS.

The impact on Boston of a cable system's sale and transfer is described as "stepping into the shoes" of the current operator. Radiate Holdings, L.P. and TPG Capital have reported no intention to change management, which eliminates the greatest obstacle, and Adam Fliss, General Counsel of TPG Capital, has affirmed that the Patriot Media Group management team will be engaged by RCN-TS, and its subsidiary RCN Telecomm Services of Massachusetts, LLC, beyond the term of the current operating agreement, which is a ten-year license dated July 16, 2010.

In October 2016, the City requested further information regarding the transaction and Counsel for Radiate Holdings, L.P., responded. Additionally, the City noticed and conducted a public hearing on the transfer on December 1, 2016 at which both current (RCN) and future Licensee (Radiate Holdings) were represented by you and Mr. Thomas Steel.

Oral representations were made on behalf of RCN and Radiate Holdings at the hearing, and later confirmed in writing that:

1. The FCC's Wireline Competition Bureau determined on November 16, 2016 that the proposed transfer will serve the public interest, convenience, and necessity and, therefore, grants the requested authorization.
2. RCN-TS's projected capital expenditure for 2017 is \$115.6M.

3. RCN-TS's Massachusetts network now reached over 23,000 new addresses since 2010, and 55% of those are in Boston, fulfilling RCN-TS's commitment to expand its Boston network.
4. Radiate intends to continue to improve and upgrade their system.
5. RCN-TS commits to a \$150,000 Network Fund for I-Net projects.
6. RCN-TS will pay the City a one-time payment of approximately \$68,000 to address an annual reporting error in fee/grant payments.
7. RCN-TS notified the City of Boston of the 2015 name change of the Licensee from RCN-BecoCom, LLC, to RCN Telecom Services of Massachusetts, LLC ("Licensee"), without any change in obligation on the part of Licensee.
8. RCN-TS will continue to adhere to the terms of the OVS agreement under existing terms, whereby RCN has:
  - a. Sustained a \$10.00/mo. Basic Rate for Seniors and an overall Basic Rate of \$17.50;
  - b. Partnered with the Mayor's Wicked Free Wi-Fi initiative by providing backhaul support;
  - c. Provided fiber to the City's network for 10 city facilities;
  - d. Built video return for the Boston City Council cable-cast facilities and offered Ch. 82 as a fifth access programming channel for government use (City Council);
  - e. Expanded to 5,000 homes in Dorchester utilizing existing stranded plant;
  - f. Complied with the side letter pledging capital expenditure to Boston. (50% of any future resources to Boston's build-out); and,
  - g. Provide two fiber strands between South Station/Bedford Street Eversource Station and 43 Hawkins to interconnect different fiber networks available to the City.
  - h. Programming delivery and local access television services will continue to be delivered without interruption.
  - i. RCN-TS shall reimburse the City for all reasonable expenses associated with the legal, financial and administrative expenses incurred in the review of a transfer subject to a maximum reimbursement of \$10,000.

**Conclusion:**

Under Section 1.4 of the OVS Operating Agreement, RCN-TS is required to obtain the City's consent to certain changes in the ownership or control of RCN-TS or its interest in the Agreement. RCN-TS has petitioned the City, acting thorough the City's Department of Innovation and Technology ("DoIT"), for such consent of the planned Transaction, whereby Radiate Holdco will become the owner of all of the outstanding membership interests in

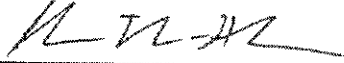
Yankee Parent, which is the indirect parent of RCN-TS. As a result of this Transaction, Radiate will become the direct 100 percent owner of Yankee Parent, and thereby the indirect parent of RCN-TS. RCN-TS has represented that the change of control is limited to financial investment companies only and has represented that the involvement of all the new parties in the new organizational chart, including Google Capital (a/k/a Capital G), is limited to investment purposes only and that such companies will not exercise control over the OVS Operating Agreement or its management.

Based on the information detailed in this letter and after conducting a review to determine if it was appropriate to grant such consent, it is the determination of DoIT that it is appropriate that consent to the Transaction, in so far as the Boston OVS Operating Agreement is concerned.

Therefore, by this letter and on behalf of Mayor Martin J Walsh, the Issuing Authority, the City's consent to the Transaction, as required by Section 11.2 of the OVS Operating Agreement, is hereby granted. This determination is limited to the City's review of the proposed Transaction and is limited to the OVS Operating Agreement. The City reserves all rights to further review any other transfers of control and all rights pursuant to the OVS Operating Agreement in general.

We look forward to continued growth for RCN-TS in Boston.

Regards,

  
\_\_\_\_\_  
Jascha Franklin-Hodge  
Chief Information Officer  
City of Boston  
Dept. of Innovation & Technology (DoIT)

Acknowledged and Accepted by:

  
\_\_\_\_\_  
Jeff Carlson  
Senior Vice President and General Manager  
RCN Telecom Services Massachusetts, LLC

cc: see Distribution

Att: Review of the Application by Radiate to Acquire RCN's Operations in the City of Boston By Richard D. Treich, CEO, Front Range Consulting, Inc.

Distribution

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