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Via E-mail and Overnight Courier

Luly Massaro, Commission Clerk
Thomas Kogut, Division Associate Administrator
Rhode Island Division of Public Utilities and Carriers
89 Jefferson Boulevard
Warrick, RI 02888
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Re: **Docket No. D-20-13**
**Joint Application of WH i3B Bidco LLC, Service Area 5 Holdings, LLC and
Service Area 5 Cable, LLC to Transfer Control of CATV Certificates**

Dear Ms. Massaro and Mr. Kogut:

Enclosed please find the responses of Co-Applicants WH i3B Bidco LLC, Service Area 5 Holdings, LLC, and Service Area 5 Cable, LLC d/b/a i3 Broadband to the Division of Public Utilities and Carriers' First Set of Data Requests dated October 1, 2020.

Please date-stamp the extra copy of this filing in the envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned at (202) 739-3000.

Respectfully submitted,

/s/ Ulises R. Pin

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**STATE OF RHODE ISLAND
DIVISION OF PUBLIC UTILITIES AND CARRIERS**

IN RE: JOINT APPLICATION OF)
WH I3B BIDCO LLC, SERVICE)
AREA 5 HOLDINGS, LLC and)
SERVICE AREA 5 CABLE, LLC)

Docket No. D-20-13

**RESPONSE TO
FIRST SET OF DATA REQUESTS
DIRECTED TO APPLICANTS
(dated October 1, 2020)**

1-1 Will the transfer of the CATV certificates held by Service Area 5 Cable, LLC d/b/a i3 Broadband (“Area 5 Cable”) to WH i3B Bidco LLC result in any changes to customer services, technical standards or channel offerings currently provided by Area 5 Cable? Please explain.

Response: The proposed Transaction will not result in any changes to customer services, technical standards or channel offerings currently provided by Area 5 Cable. Following consummation of the Transaction, Area 5 Cable will continue to provide high-quality services to its customers without interruption and without immediate change in rates, terms, or conditions. The existing customers of Area 5 Cable will continue to be served under the company’s existing authorization, as well as under existing contracts. The proposed Transaction will not result in service disruption, termination, or customer confusion. The only expected change resulting from the Transaction will be that Area 5 Cable will be owned by WH i3B Bidco LLC (“Transferee”) rather than its current shareholder.

1-2 Provide a description of WH i3B Bidco LLC’s intended plans regarding the following:

- A. The PEG Access Studio in Area 5;
- B. PEG Access Playback;
- C. The current monthly fee charged to customers;
- D. PEG channels currently operated by Area 5 Cable; and
- E. Current employees and operations of Area 5 Cable.

Response: Co-Applicants currently do not plan to make changes to the PEG operations of Area 5 Cable, including the PEG Access Studio in Area 5, PEG Access Playback, current monthly fee charged to customers, and PEG channels currently operated by Area 5 Cable. Co-Applicants also currently do not anticipate changes to the current employees and operations of Area 5 Cable.

1-3 Does WH i3B Bidco LLC intend to provide the same services to institutional users currently provided by Area 5 Cable including receiving live broadcasts of local municipal government meetings? Please explain.

Response: The proposed Transaction will not result in any changes to customer services, including live broadcasts of local municipal government meetings.

1-4 Please identify all provisions of *Rules Governing Community Antenna Television Systems 815-RICR-10-05-1*, as amended from which WH i3B Bidco LLC will seek a waiver. Please explain the purpose of any waiver that will be requested.

Response: To the extent that Area 5 Cable has been granted any waivers of 815-RICR-10-05-1, Co-Applicants request that such waivers continue to apply. Co-Applicants currently do not seek any new waivers of the Rules.

1-5 Kindly provide “before” and “after” diagram(s) that depict(s) the transaction related to this docket. In the diagram show how the following entities as mentioned in the Joint Application and Testimony relate to the transaction:

- Service Area 5 Cable, LLC d/b/a i3 Broadband (“Area 5 Cable”)
- Service Area 5 Holdings, LLC
- Seaport/CWBG Broadband Holdings, LLC
- iTV-3, LLC and i3 Broadband, LLC (“i3 Broadband”)
- Wren House Infrastructure Management Limited (“Wren House”)
- Kuwait Investment Authority (“KIA”)

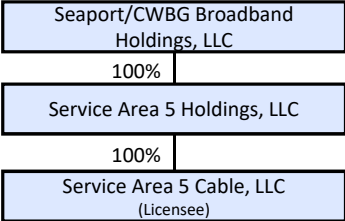
Response: Diagrams depicting the pre- and post-Transaction corporate ownership structures are provided as Exhibit A.

EXHIBIT A

Current and Post-Transaction Corporate Ownership Structure Charts

Current Ownership Structure

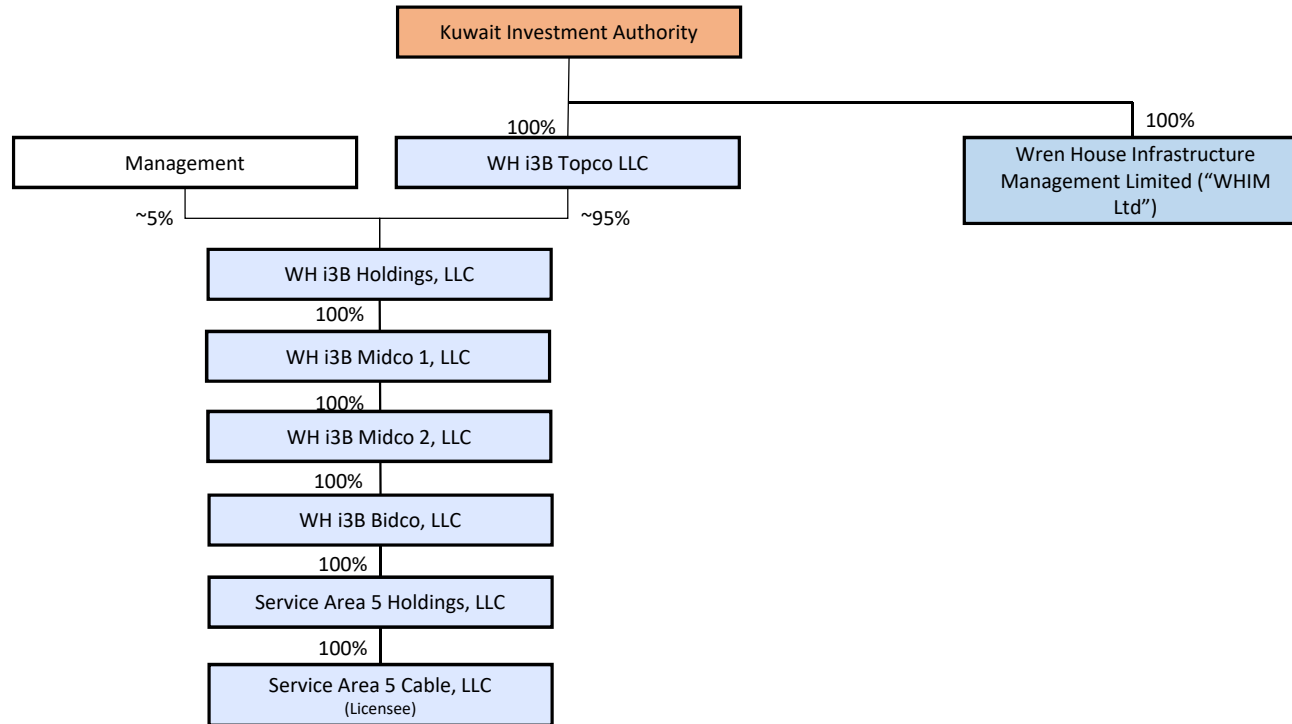
* This chart includes entities identified in the Application and does not include other subsidiaries of Seaport/CWBG Broadband Holdings, LLC



Unless otherwise indicated, all ownership/control percentages are 100%.

* This chart includes entities identified in the Application and does not include other entities that WH i3B Bidco, LLC has signed agreements to acquire.

Post-Transaction Ownership Structure*



Registration

Kuwait
England & Wales
Delaware

Unless otherwise indicated, all ownership/control percentages are 100%.