

### **Notice of Consummation and Request for Waiver**

Hargray Communications Group, Inc. (“Hargray”) requests that the Federal Communications Commission (“Commission” or “FCC”) accept the following consummation notices for (1) a transaction that the Commission approved in 2007 and (2) two *pro forma* reorganizations that took place in 2011 and 2015. To the extent required, Hargray respectfully requests that the Commission waive its deadlines requiring notice within 30 days of consummation of a transfer of control, discussed further below. Hargray takes its FCC compliance obligations seriously, and the delay in filing notices with the Commission was an administrative oversight that was identified in the context of preparing applications seeking consent for a forthcoming transaction. Hargray has retained and consulted with FCC counsel and implemented additional procedures to prevent any such oversights in the future and to ensure full compliance of its license obligations. Consistent with Section 1.3 of the Commission’s rules, Hargray submits that a waiver is in the public interest and serves the underlying interest of the consummation notification rules by ensuring that the Commission’s records accurately reflect the present ownership of licensees.

#### **Consummation Notices for 2007 Transaction**

On June 1, 2007 the Commission approved applications for three international Section 214 authorizations<sup>1</sup> held by Hargray Inc., Hargray of Georgia, Inc., and Low Country Carriers, Inc. (d/b/a Hargray Long Distance Inc.) from Hargray, the direct parent of these licensees, to Hargray Acquisition Co. (“HAC”).<sup>2</sup> As part of the same transaction, on June 5, 2007 the Commission also approved an application for consent to transfer control of four receive-only earth station authorizations<sup>3</sup> held by Hargray CATV Company, Inc. from Hargray to HAC.<sup>4</sup>

While reviewing its regulatory filings in anticipation of a forthcoming transaction, Hargray was unable to locate any record of consummation filings made in IBFS for these transactions.<sup>5</sup> Out of an abundance of caution, Hargray requests that the Commission accept this notice that, on June 29, 2007, the transaction described in the aforementioned transfer of control applications was consummated. To effect this consummation notice, Hargray respectfully requests that the Commission waive its rules in (1) Section 25.119(f) requiring notice within 30 days of consummation of a transfer of control of an earth station authorization,<sup>6</sup> and (2) Section 63.24(e) requiring notice within 30 days of consummation of a substantial transfer of control of a Section 214 authorization.<sup>7</sup>

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<sup>1</sup> See IBFS File Nos. ITC-214-20010816-00430, ITC-214-20011022-00534, ITC-214-19890109-00003.

<sup>2</sup> See IBFS File Nos. ITC-T/C-20070411-00147 (approved June 1, 2007), ITC-T/C-20070411-00146 (approved June 1, 2007), and ITC-T/C-20070411-00145 (approved June 1, 2007).

<sup>3</sup> Call signs E950356, E950355, E950354, and E950353.

<sup>4</sup> See IBFS File No. SES-T/C-20070411-00471 (approved June 5, 2007).

<sup>5</sup> Hargray did, however, confirm that a consummation notice was filed with respect to wireless licenses in this same transaction. See ULS File No. 0003139924.

<sup>6</sup> 47 C.F.R. § 25.119(j).

<sup>7</sup> 47 C.F.R. § 63.24(e)(4).

***Pro Forma Reorganizations in 2011 and 2015***

On November 15, 2011, Hargray completed a non-substantial change to its corporate structure to eliminate Hargray Acquisition Co. LLC from the chain of legal entities between Hargray Communications Group, Inc. and the ultimate parent company of the Hargray family of companies at that time, Hargray Holdings LLC.<sup>8</sup> To eliminate this unnecessary corporate entity, Hargray Acquisition Co. LLC was merged into Hargray Communications Group, Inc., with the latter being the surviving entity (the “2011 Reorganization”). The effect of this *pro forma* reorganization was to eliminate an unnecessary, wholly-owned, legal entity between Hargray Holding LLC and Hargray Communications Group, Inc. and rationalize the Hargray ownership structure.

On June 2, 2015, Hargray inserted a wholly-owned holding company—Hargray Capital Holdings, LLC—above Hargray Holdings LLC and below the shareholder group for the Hargray companies (the “2015 Reorganization”). This was done in connection with the refinancing of debt to enable a more efficient capital structure for future equity investments. This was entirely an internal reorganization that had the effect of simply adding an additional legal entity between the shareholder group and Hargray Holdings LLC.

Neither the 2011 Reorganization nor the 2015 Reorganization affected the ultimate ownership structure or management of the Hargray family of companies in any respect. Hargray therefore provides this notice of consummation of the 2011 Reorganization and the 2015 Reorganization for the three Section 214 authorizations held by Hargray Inc., Hargray of Georgia, Inc., and Low Country Carriers, Inc. d/b/a Hargray Long Distance Inc.<sup>9</sup>

Because this notice is being filed more than 30 days after the transaction’s consummation date, Hargray respectfully requests that, for each of the three Section 214 authorizations identified above, the Commission waive its Section 63.24(f)(2) requirements that a notification be filed within 30 days of a *pro forma* transfer of control of a Section 214 authorization.<sup>10</sup> Pursuant to the rules,<sup>11</sup> Hargray provides the following information requested in paragraphs (a) through (d) and (h) of Section 63.18 for the transferee in each pro forma transaction:

**2011 Reorganization – Transferee: Hargray Communications Group, Inc.**

*(a) The name, address, and telephone number of Transferee*

Hargray Communications Group, Inc.  
856 William Hilton Parkway  
Building C

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<sup>8</sup> Hargray Acquisition Co. LLC was formed solely to effect the 2007 sale of Hargray to Hargray Acquisition Co., and had no assets, operating activities, or other use.

<sup>9</sup> IBFS File Nos. ITC-214-20010816-00430, ITC-214-20011022-00534, ITC-214-19890109-00003. Consistent with Commission rules, a single notification may be filed for transfer of multiple identified Section 214 authorizations. 47 C.F.R. § 63.24(f)(3).

<sup>10</sup> 47 C.F.R. § 63.24(f)(2).

<sup>11</sup> 47 C.F.R. § 63.24(f)(2)(i).

P.O. Box 5986  
Hilton Head Island, SC 29938  
Tel: (843) 686-1275  
Fax: (843) 341-0944

*(b) The Government, State, or Territory under the laws of which Transferee is organized*

Hargray Communications Group, Inc. is a corporation organized under the laws of the State of South Carolina.

*(c) The name, title, post office address, and telephone number of the officer and any other contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed*

David Armistead  
General Counsel and Secretary  
Hargray Communications Group, Inc.  
856 William Hilton Parkway  
Building C  
P.O. Box 5986  
Hilton Head, SC 29938  
Tel: (843) 686-1275

with a copy to:

Rebekah P. Goodheart  
David M. Didion  
Jenner & Block LLP  
1099 New York Avenue, NW  
Suite 900  
Washington, DC 20001

*(d) A statement as to whether the Transferee has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized*

Hargray Communications Group, Inc. has not itself received Section 214 authority. However, its affiliates, Hargray, Inc., Hargray of Georgia, Inc., and Low Country Carriers, Inc. (d/b/a Hargray Long Distance Co.), each individually hold Commission authorizations to provide international facilities-based and/or resold telecommunications services.<sup>12</sup>

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<sup>12</sup> See IBFS File Nos. ITC-214-20010816-00430 (Hargray, Inc.); ITC-214-20011022-00534 (Hargray of Georgia, Inc.); ITC-214-19890109-00003 (Low Country Carriers, Inc. (d/b/a Hargray Long Distance Co.)).

*(h) The name, address, citizenship and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one percent)*

The following entities own at least ten percent of the equity of Hargray Communications Group, Inc.:

- Quadrangle Capital Partners II LP – 58.9% (voting and equity)  
1271 Avenue of the Americas, Suite 43A  
New York, NY 10020  
Corporate jurisdiction: Delaware  
Principal business: Investing
- Quadrangle GP Investors II LP – 58.9% (voting and equity)  
1271 Avenue of the Americas, Suite 43A  
New York, NY 10020  
Corporate jurisdiction: Delaware  
Principal business: Investing
- QCP GP Investors II LLC – 58.9% (voting and equity)  
1271 Avenue of the Americas, Suite 43A  
New York, NY 10020  
Corporate jurisdiction: Delaware  
Principal business: Investing
- Quadrangle Capital Partners II-A LP – 10% (voting and equity)  
1271 Avenue of the Americas, Suite 43A  
New York, NY 10020  
Corporate jurisdiction: Delaware  
Principal business: Investing
- Hargray Capital Holdings LLC – 100% (voting and equity)  
856 William Hilton Parkway  
Building C  
Hilton Head Island, SC 29938  
Corporate jurisdiction: Delaware  
Principal business: Communications holding company
- Hargray Holdings LLC – 100% (voting and equity)  
856 William Hilton Parkway  
Building C  
Hilton Head Island, SC 29938  
Corporate jurisdiction: Delaware  
Principal business: Communications holding company

**2015 Reorganization – Transferee: Hargray Capital Holdings, LLC**

*(a) The name, address, and telephone number of Transferee*

Hargray Capital Holdings, LLC  
856 William Hilton Parkway  
Building C  
Hilton Head Island, SC 29938  
Tel: (843) 686-1275

*(b) The Government, State, or Territory under the laws of which Transferee is organized*

Hargray Capital Holdings, LLC is a limited liability company organized under the laws of the State of Delaware.

*(c) The name, title, post office address, and telephone number of the officer and any other contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed*

David Armistead  
General Counsel and Secretary  
Hargray Communications Group, Inc.  
856 William Hilton Parkway  
Building C  
P.O. Box 5986  
Hilton Head, SC 29938  
Tel: (843) 686-1275

with a copy to:

Rebekah P. Goodheart  
David M. Didion  
Jenner & Block LLP  
1099 New York Avenue, NW  
Suite 900  
Washington, DC 20001

*(d) A statement as to whether the Transferee has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized*

Hargray Communications Group, Inc. has not itself received Section 214 authority. However, its affiliates, Hargray, Inc., Hargray of Georgia, Inc., and Low Country Carriers, Inc. (d/b/a Hargray Long Distance Co.), each individually

hold Commission authorizations to provide international facilities-based and/or resold telecommunications services.<sup>13</sup>

*(h) The name, address, citizenship and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one percent)*

The following entities own at least ten percent of the equity of Hargray Capital Holdings, LLC:

- Quadrangle Capital Partners II LP – 58.9% (voting and equity)  
1271 Avenue of the Americas, Suite 43A  
New York, NY 10020  
Corporate jurisdiction: Delaware  
Principal business: Investing
- Quadrangle GP Investors II LP – 58.9% (voting and equity)  
1271 Avenue of the Americas, Suite 43A  
New York, NY 10020  
Corporate jurisdiction: Delaware  
Principal business: Investing
- QCP GP Investors II LLC – 58.9% (voting and equity)  
1271 Avenue of the Americas, Suite 43A  
New York, NY 10020  
Corporate jurisdiction: Delaware  
Principal business: Investing
- Quadrangle Capital Partners II-A LP – 10% (voting and equity)  
1271 Avenue of the Americas, Suite 43A  
New York, NY 10020  
Corporate jurisdiction: Delaware  
Principal business: Investing

Finally, Hargray hereby certifies that the above reorganizations were *pro forma* in nature, and that both individually and together with all previous *pro forma* transactions, did not result in a change in the actual controlling party.<sup>14</sup>

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<sup>13</sup> See IBFS File Nos. ITC-214-20010816-00430 (Hargray, Inc.); ITC-214-20011022-00534 (Hargray of Georgia, Inc.); ITC-214-19890109-00003 (Low Country Carriers, Inc. (d/b/a Hargray Long Distance Co.)).

<sup>14</sup> See 47 C.F.R. § 63.24(f)(2)(ii).