ATTACHMENT

Notification of *pro forma* assignment of assets/customers

I. OVERVIEW OF *PRO FORMA* ASSIGNMENT

Low Country Carriers, Inc. d/b/a Hargray Long Distance ("Low Country") holds international Section 214 authorization under IB File No. ITC-214-19890109-00003. Pursuant to an internal corporate reorganization, Low Country has transferred its assets and customers to its affiliate Hargray, Inc. ("Hargray"). This *pro forma* notification concerns only the assignment of assets and customers from Low Country to Hargray, and does not include the assignment of any Commission- issued authorizations.[1] This transaction qualifies as a *pro forma* transaction pursuant to 47 C.F.R. § 63.24(d) because there is no change in the actual controlling party.

Hargray currently holds international section 214 authorization under IB File No. ITC-214-2001081600430. Pursuant to a *pro forma* notification filed on January 30, 2023, Hargray assigned its international 214 authorization to its direct parent Hargray Communications Group, Inc. ("HCG"). In accordance with 47 C.F.R. § 63.21(h), Hargray will operate pursuant to the international Section 214 authorization held by HCG (and will be filing a notification under separate cover).

As a result of the reorganization, Low Country will no longer serve customers. Low Country is filing a request to surrender its international Section 214 authorization under separate cover.

The reorganization is transparent to Low Country customers given both companies currently operate under the "Hargray" name. Customers will continue to receive service from "Hargray" in the same way they receive service today. Accordingly, the Commission's customer notice rules do not apply.[2]

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[1] *Amendment of Parts 1 and 63 of the Commission's Rules*, 22 FCC Rcd 11398, ¶ 38 (2007) (indicating that asset acquisitions and customer transfers should be treated as assignments under the Commission's international Section 214 rules).

[2] *2000 Biennial Review – Review of Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers*, 16 FCC Rcd 11218, ¶ 13, n.24 (2001) (finding "a change in corporate structure that is invisible to the affected subscribers does not constitute a sale or transfer for purposes of section 258 . . . . Indeed, in such cases, requiring notice of a change that is imperceptible to the affected subscribers might cause confusion where there would otherwise be none").

II. RESPONSE TO IBFS FORM QUESTIONS

<u>Response to IBFS Form Question 10</u>

Correspondence concerning this *pro forma* notification should be sent to:

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Low Country Carriers, Inc., d/b/a Hargray Long Distance ("Low Country") holds international Section 214 authorization under IB File No. ITC-214-19890109-00003.

Hargray, Inc. ("Hargray") holds international Section 214 authorization under IB File No. ITC-214-2001081600430. On January 30, 2023, Hargray notified the Commission that this authorization was transferred to Hargray's direct parent Hargray Communications Group, Inc. ("HCG"). Hargray will operate pursuant to HCG's authorization in accordance with 47 C.F.R. § 63.21(h).

<u>Response to IBFS Form Question 11</u>

The customers and assets of Low Country have been assigned to its affiliate Hargray. Hargray's international Section 214 authorization has been assigned from Hargray to HCG. The following entities hold a ten percent (10%) or greater direct or indirect ownership interest in HCG:

- Hargray Acquisition Holdings LLC, a Delaware limited liability company, holds 100% of HCG. Hargray Acquisition Holdings LLC acts as a holding company only and can be contacted at 210 E. Earll Drive, Phoenix, Arizona 85012.

- Lighthouse Sub LLC, a Delaware limited liability company, holds 100% of Hargray Acquisition Holdings LLC. Lighthouse Sub LLC acts as a holding company only and can be contacted at is 210 E. Earll Drive, Phoenix, Arizona 85012.

- Cable One, Inc. ("Cable One"), a publicly traded Delaware corporation, holds 100% of Lighthouse Sub LLC. Cable One and its wholly owned subsidiaries provide cable/video, broadband Internet access, telecommunications, and interconnected Voice over Internet Protocol ("VoIP") services in 23 states.

- As of April 4, 2022 and as reported on Cable One's Proxy Statement (Schedule 14A), the following stockholders beneficially owned a ten percent (10%) or greater share of Cable One's outstanding common stock:

- T. Rowe Price Associates, Inc. ("T. Rowe"), a Maryland corporation, beneficially owned 14.4% of Cable One's outstanding common stock. T. Rowe is a subsidiary of T. Rowe Price Group, Inc. ("TROW"), a publicly traded Maryland corporation. The address for T. Rowe and T. Rowe Price Group, Inc. is 100 E. Pratt Street, Baltimore, Maryland 21202. Based on the 2022 Proxy Statement of TROW, as of March 1, 2022, no person or entity holds ten percent (10%) or greater interest in TROW.

- BlackRock, Inc. ("BlackRock"), a publicly traded Delaware corporation, beneficially owned 12.2% of Cable One's outstanding common stock. The address for BlackRock is 55 East 52nd Street, New York, New York 10055. Based on BlackRock's 2022 Proxy Statement, as of March 31, 2022, no person or entity held a ten percent (10%) or greater interest in BlackRock.

Other than as stated herein, no other entity or individual owns a ten percent (10%) or greater direct or indirect equity or voting interest in Hargray, HCG, or Cable One.

<u>Response to IBFS Form Question 12</u>

No officer or director of HCG or Cable One is also an officer or director of any foreign carrier. HCG and Cable One do not have any interlocking directorates with a foreign carrier.

<u>Response to IBFS Form Question 13</u>

See explanation in Section I. above.