

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
Applications of)	
)	
Hargray Holdings LLC, Transferor)	File No. ITC-T/C-_____
)	
and)	
)	
Hargray Acquisition Holdings, LLC, Transferee)	WC Docket No. 17-_____
)	
)	
For Consent to the Transfer of Control of Hargray Communications Group, Inc. Pursuant to Section 214 of the Communications Act of 1934, as Amended)	

JOINT DOMESTIC AND INTERNATIONAL SECTION 214 APPLICATION

HARGRAY HOLDINGS LLC

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March 17, 2017

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Pursuant to Section 214 of the)	
Communications Act of 1934, as)	
Amended)	

JOINT DOMESTIC AND INTERNATIONAL SECTION 214 APPLICATION

Hargray Holdings LLC (“Hargray Holdings”) and Hargray Acquisition Holdings, LLC (“Hargray Acquisition” and, together with Hargray Holdings, the “Applicants”), hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.03, 63.04, and 63.24 of the Commission’s rules, for the transfer of control of Hargray Communications Group, Inc. (“HCG” or the “Company”) from Hargray Holdings to Hargray Acquisition (the “Transaction”).¹

HCG is a wholly owned subsidiary of the transferor, Hargray Holdings. HCG, through its subsidiaries operating in South Carolina and Georgia, holds domestic and international Section 214 authority to provide interstate and international telecommunications services, and

¹ 47 U.S.C. § 214; 47 C.F.R. §§ 63.03, 63.04, 63.24.

the Company also provides local telephone services, broadband Internet access service, and cable television service to residential and small and medium-sized business customers. Hargray Acquisition, the transferee, is a U.S. holding company organized under the laws of Delaware that, upon the consummation of the proposed transaction, ultimately will be majority-owned by trusts that are held for the benefit of Thomas J. Pritzker and other members of the Pritzker family.

As described below, the Transaction will promote the public interest by providing new capital and ensuring that HCG will have the resources necessary to continue to provide high-quality services and to compete effectively in the telecommunications marketplace. The Transaction, which entails only a change in equity ownership at the parent level, will be seamless to consumers and will not result in any change in the management of HCG or any discontinuance or impairment of HCG's services. Likewise, the Transaction will have no adverse effects on competition in the areas served by HCG, as HCG will continue to operate and compete vigorously throughout its service areas and the Transaction will not eliminate any existing competitor.

Pursuant to Section 63.04(b) of the Commission's rules, the Applicants are filing a combined domestic and international application for the proposed transfer of control of HCG.² The information required by Sections 63.24(e)(2) and 63.04(a)(6) through (a)(12) of the Commission's rules is provided below.³ In addition, the Applicants hereby respectfully request streamlined treatment for this Application, pursuant to Sections 63.03 and 63.12 of the

² 47 C.F.R. § 63.04(b).

³ *Id.* §§ 63.24(e)(2), 63.04(a)(6)-(a)(12).

Commission's rules.⁴ This Application qualifies for streamlined processing, because (i) Hargray Acquisition, the transferee, does not provide domestic telecommunications services and will not provide domestic telecommunications services; (ii) HCG serves fewer than two percent of nationwide U.S. subscriber lines; and (iii) combined, Hargray Acquisition and HCG will hold less than a ten percent share of the interstate interexchange market. Thus, the Transaction presents no risk of competitive harm in South Carolina and Georgia, or elsewhere. The Application also qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules because none of the Applicants is a foreign carrier, or is affiliated with any foreign carrier, and thus, none of the scenarios outlined in Section 63.12(c) of the Commission's rules applies.⁵ Alternatively, for the reasons set forth above, Applicants request streamlined treatment on a case-by-case basis, and for the Commission to process the Application using similar timeframes for comments and approvals as would be used for an application granted streamlined processing.⁶

I. DESCRIPTION OF THE PARTIES

A. Hargray Acquisition Holdings, LLC (Transferee)

Hargray Acquisition Holdings, LLC is a Delaware limited liability company formed as a holding company for HCG after the close of the Transaction. Hargray Merger Sub Corp., an indirect wholly owned subsidiary of Hargray Acquisition, is a Delaware corporation formed to effectuate the merger transaction described below. Hargray Acquisition is not a

⁴ *Id.* §§ 63.03, 63.12.

⁵ 47 C.F.R. §63.12(c) (excluding from streamlined processing applications where the applicant is affiliated with a foreign carrier unless certain exceptions apply or where the applicant has an affiliation with a dominant U.S. carrier whose international switched or private line services the applicant seeks authority to resell).

⁶ *See Implementation of Further Streamlining Measures for Domestic 214 Authorizations*, Report and Order, 17 FCC Rcd 5517 ¶ 34 (2002).

telecommunications provider or a provider of any other communications service. Upon closing of the Transaction, all of the equity interests in Hargray Acquisition, with the exception of a minority interest held by HCG management, will be owned directly by the following entities: (i) TPO-Hargray, LLC (“TPO-Hargray”); (ii) Redwood Cable Holdings, LLC (“Redwood Cable”); and (iii) Stephens Hargray Cable LLC (“Stephens Cable”) (collectively, the “Investors”). Post-Transaction, TPO-Hargray will maintain voting control of Hargray’s board of directors and, by extension, of HCG. Additional information regarding the ownership and control of Hargray Acquisition is provided in Section IV, below.

B. Hargray Communications Group, Inc. (Company)

Hargray is a privately held telecommunications provider serving southeastern South Carolina and areas in south and northeastern Georgia. Headquartered in Hilton Head Island, South Carolina, Hargray has been in operation since the 1940s and, through its subsidiaries and affiliates, provides residential, commercial, and enterprise customers with voice, data, video, and managed IT services. Voice services provided by Hargray’s subsidiaries include local dial tone, long distance, and various calling features such as 911 and call waiting. Cable television services provided by Hargray subsidiaries in South Carolina and Georgia include basic, digital, and high definition video programming, as well as on demand and parental control features. Data services include high-speed internet access at speeds of up to 300 Mbps.

HCG subsidiaries holding domestic and/or international authorizations under Section 214 of the Act include the following:

- **Hargray, Inc.**, a direct, wholly owned subsidiary of HCG, is a competitive local exchange carrier (“CLEC”) that provides local exchange, interexchange, video, and high-speed data services throughout South Carolina.

- **Hargray of Georgia, Inc.**, a direct, wholly owned subsidiary of HCG, is a CLEC that provides local exchange, interexchange, video, and high-speed data services in areas in south and northeastern Georgia.
- **Hargray Telephone Company, Inc.**, an indirect wholly owned subsidiary of HCG, is an incumbent local exchange carrier (“ILEC”) providing local exchange and high-speed data services to over 23,000 residential and business customers in Hilton Head, Hardeeville, and Jasper, South Carolina.
- **Bluffton Telephone Company, Inc.**, an indirect, wholly owned subsidiary of HCG, is an ILEC providing local exchange and high-speed data services to over 15,000 residential and business customers in Bluffton, South Carolina.
- **Low Country Carriers, Inc. (d/b/a Hargray Long Distance Co.)** is a direct, wholly owned subsidiary of HCG that provides interexchange telecommunications services throughout South Carolina and Georgia.

C. Hargray Holdings LLC (Transferor)

Hargray Holdings LLC is a Delaware limited liability company and is HCG’s direct parent. Hargray Holdings ultimately is controlled by Quadrangle Group LLC (“Quadrangle Group”), a private investment firm based in New York, New York. Quadrangle Group and its affiliated entities (“Quadrangle”) hold investments in media and communications companies. Quadrangle Group seeks to maximize value by leveraging its teams’ extensive experience, knowledge and industry relationships. Since its inception in 2000, Quadrangle Group’s private equity funds have completed over 20 investments in the communications sector.

II. DESCRIPTION OF THE TRANSACTION

On March 3, 2017, Hargray Acquisition, Hargray Holdings, HCG, and certain of their affiliates entered into an Acquisition Agreement pursuant to which, subject to customary terms and conditions, Hargray Merger Sub Corp. will merge with and into HCG, and HCG will be the surviving entity. Upon the closing of the Transaction, HCG will be a wholly owned subsidiary of Hargray Acquisition. Hargray Acquisition thus will indirectly own and control 100 percent of Hargray, Inc., Hargray of Georgia, Inc., and Low Country Carriers, Inc. (d/b/a Hargray Long Distance Co.), each of which individually hold Commission authorizations to provide international facilities-based and/or resold telecommunications services.⁷ In addition, the Transaction will result in the transfer of control of HCG's various subsidiaries that offer domestic interstate and intrastate telecommunications services pursuant to Section 63.01 of the Commission's rules.⁸

Diagrams of the pre- and post-Transaction corporate structure of Hargray are provided hereto as Exhibit A.⁹

III. THE TRANSACTION WILL PROMOTE THE PUBLIC INTEREST

Pursuant to Section 214 of the Act, the Commission will approve a proposed transfer of control of an authorization if it concludes that, after balancing the potential benefits and harms,

⁷ 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.)).

⁸ 47 C.F.R. § 63.01.

⁹ The pre-Transaction diagram reflects the current structure of Hargray as clarified in pending notices. See Request for Waiver and Notice of Consummation, IBFS File Nos. ITC-T/C-20070411-00147, et al. (filed Mar. 14, 2017); ULS File No. 0007700018 (filed Mar. 14, 2017).

approval would serve the public interest, convenience, and necessity.¹⁰ This Application easily satisfies that legal standard.

First, the Transaction will provide HCG with new equity holders and access to additional capital. The Transaction will substitute HCG's existing equity investors with new equity investors (the largest of which is TPO-Hargray). These investors' substantial financial resources should enable HCG, through its operating subsidiaries, to continue to provide high quality service to customers and thus enhance its competitive presence for voice, data, and video services. Moreover, the strong financial position of Hargray Acquisition's owners is expected to strengthen HCG's ability to enhance and expand its offerings and provide more advanced communications services throughout its service areas. The Transaction thus will serve the public interest by ensuring that HCG has the resources available to continue delivering high-quality and innovative services to consumers and to business customers.

Second, the Transaction will not change HCG's well-established, experienced, and successful management team. HCG will continue to be managed and operated by the same officers and personnel, and the public interest will be served by this continuity. Moreover, the existing management will be supplemented by the managerial capabilities and resources of Hargray Acquisition and its owners.

Third, while the Transaction will maintain and enhance HCG's capabilities, it will not cause any diminution in competition. The Transaction will not eliminate any service provider in any geographic areas. Moreover, neither Hargray Acquisition nor its principal investors provide any competing service or hold an attributable interest in any communications service provider. Therefore, the Transaction does not pose any anticompetitive threat in connection with any

¹⁰ 47 U.S.C. § 214.

communications service. To the contrary, by enabling HCG to continue delivering its high-quality services and to enhance competition with other providers, the Transaction will be pro-competitive.

Fourth, because the proposed change in ownership will occur at the investor level, the Transaction will be entirely seamless to consumers. HCG will continue to provide high-quality communications services to customers without interruption, and Hargray Acquisition has no plans to discontinue any existing service or to implement any changes in rates, terms, or conditions in connection with the Transaction.

In short, the Transaction will serve the public interest by preserving and enhancing HCG's strengths without posing any threat of anticompetitive effects or other public interest harms, and it will be entirely transparent to consumers. The Commission therefore should approve the proposed transfer of control.

IV. INFORMATION REQUIRED BY SECTION 63.24 OF THE COMMISSION'S RULES

In accordance with 47 C.F.R. § 63.24(e)(2), the Applicants submit the following information requested in 47 C.F.R. §§ 63.18(a) through (d) for Hargray Acquisition and Hargray Holdings, and information requested in 47 C.F.R. §§ 63.18(h) through (p) for Hargray Acquisition.

(a) Name, address, and telephone number of each Applicant:

Transferee:

Hargray Acquisition Holdings, LLC
101 S. Reid Street, Suite 307 (Office 316)
Sioux Falls, SD 57103
Tel: (605) 221-6235

Transferor:

Hargray Holdings LLC
856 William Hilton Parkway
Building C
P.O. Box 5986
Hilton Head Island, SC 29938
Tel: 843-686-1275
Fax: 843-341-0944

(b) Jurisdiction under which Applicants are organized:

Hargray Acquisition is a limited liability company organized under the laws of Delaware.

Hargray Holdings is a limited liability company organized under the laws of Delaware.

(c) Correspondence concerning this Application should be addressed to:

Transferee:

Derek Arend
President
Hargray Acquisition Holdings, LLC
101 S. Reid Street, Suite 307 (Office 316)
Sioux Falls, SD 57103
Tel: (605) 221-6235

with a copy to:

Matthew A. Brill
Elizabeth R. Park
Latham & Watkins LLP
555 Eleventh Street, NW
Suite 1000
Washington, DC 20004
Tel: (202) 637-2200

Transferor:

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
Tel: (202) 639-5355

(d) Existing Section 214 authority:

Transferee: Hargray Acquisition has not previously obtained Section 214 authority.

Transferor: Hargray Holdings has not itself obtained 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.¹¹

(e)-(g) Not applicable.

(h) Name, address, citizenship, and principal business of owners with 10% or greater direct or indirect ownership interest:

Upon consummation of the Transaction, HCG will be an indirect, wholly owned subsidiary of Hargray Acquisition. Hargray Acquisition will hold HCG through a number of holding companies, each of which will be formed under Delaware law.¹² Hargray Acquisition is

¹¹ 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.)).

¹² These holding companies will be formed shortly prior to the consummation of the Transaction.

a Delaware holding company located at the address provided in (a), above. Hargray Acquisition, in turn, will be a direct, wholly owned subsidiary of three entities:¹³

1. TPO-Hargray, LLC, a Delaware limited liability company, is expected to hold approximately 51.8% of the common equity interest of Hargray Acquisition. TPO-Hargray will be a holding company for the investment in Hargray Acquisition.
 - TPO-Hargray is controlled by its member, TPO Venture Partners, LLC (“TPO Venture Partners”), a Delaware limited liability company with the principal business of investments. Upon closing, TPO Venture Partners will own 100% of the voting, and over 90% of the equity, interests in TPO-Hargray.
 - TPO Venture Partners is owned directly and indirectly by trusts, each formed in the United States, of which Maroon Private Trust Company, L.L.C., a South Dakota limited liability company, is the trustee. The trusts are held for the benefit of Thomas J. Pritzker and other members of the Pritzker family, all of whom are U.S. citizens.
 - Maroon Trust, a trust formed under Illinois law, owns 100 percent of the membership interest in Maroon Private Trust Company, L.L.C. Thomas J. Pritzker is the trustee of Maroon Trust.
 - The address of TPO-Hargray and TPO Venture Partners is 101 S. Reid Street, Suite 307 (Office 316), Sioux Falls, SD 57103.
 - The address of Maroon Private Trust Company, L.L.C. is 101 S. Reid Street, Suite 307 (Office 315-Maroon), Sioux Falls, SD 57103.
 - The address of Maroon Trust and Thomas J. Pritzker is 71 South Wacker Drive, Suite 4700, Chicago, IL 60606.
2. Redwood Cable Holdings, LLC, a Delaware limited liability company, is expected to hold approximately 22.2% of the common equity interest of Hargray Acquisition. Redwood Cable will be a holding company for the investment in Hargray Acquisition.
 - Redwood Cable has one member, Redwood Capital Investments, LLC (“Redwood Capital”), a Maryland limited liability company with the

¹³ The ownership interests in Hargray Acquisition are approximate and may be adjusted prior to the consummation of the Transaction. However, TPO-Hargray, LLC will continue to hold at least 50 percent of the interests in Hargray Acquisition, and any change in the ownership percentages prior to closing therefore is not expected to be material.

principal business of investments.

- Oak Investment Trust II, a trust formed under Maryland law, owns 49% of the non-voting equity interest of Redwood Capital. The trustees of Oak Investment Trust II are Randall Sones, Fred Ridley and R. Alan Butler, each of whom are U.S. citizens. Each of the beneficiaries of Oak Investment Trust II is a U.S. citizen.
 - James C. Davis, a U.S. citizen, is the sole manager of Redwood Capital and holds 71% of the voting interest in Redwood Capital.
 - The address of Redwood Cable, Redwood Capital, Oak Investment Trust II, and James C. Davis is 7301 Parkway Drive, Hanover, Maryland 21076.
3. Stephens Hargray Cable, LLC, an Arkansas limited liability company, is expected to hold approximately 19.2% of the common equity interest of Hargray Acquisition. Stephens Cable will be a holding company for the investment in Hargray Acquisition.
- The Warren and Harriet Stephens Children’s Trust UID 9/30/87 (“Children’s Trust”), a trust formed under Arkansas law, owns approximately 60% of Stephens Cable. The trustees of the Children’s Trust are Harriet Stephens and John N. Calhoun II, each of whom are U.S. citizens, and each of the beneficiaries of the Children’s Trust is a U.S. citizen.
 - The address of Stephens Cable and the Children’s Trust is c/o Jackson Farrow Jr., Stephens Capital Partners LLC, 111 Center Street, Suite 2500, Little Rock, AR 72201.

No other person or entity, directly or indirectly, will control or own a ten percent or greater direct equity interest in Hargray Acquisition upon the closing of the Transaction.

(i) Foreign carrier certification:

Hargray Acquisition certifies that it is not now, nor will it be upon consummation of the Transaction, a foreign carrier within the meaning of Section 63.09(d) of the Commission’s rules. Hargray Acquisition further certifies that it is not now, nor will it be upon consummation of the Transaction, directly affiliated, within the meaning of Section 63.09 of the Commission’s rules, with any foreign carriers.

(j) Destination country certification:

Hargray Acquisition does not seek to provide international telecommunications services to any destination country in which: (i) Hargray Acquisition is a foreign carrier in that country; (ii) Hargray Acquisition controls a foreign carrier in that country; or (iii) any entity that owns more than 25 percent of Hargray Acquisition, or that controls Hargray Acquisition, controls a foreign carrier in that country. Hargray Acquisition also hereby certifies that it does not seek to provide international telecommunications services to any destination country in which two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Hargray Acquisition and are parties to, or the beneficiaries of, a contractual relationship affecting the provision of marketing of international basic telecommunications services in the United States.

(k)-(m) Not applicable because Hargray Acquisition is not a foreign carrier and is not affiliated with a foreign carrier.

(n) Special concessions from foreign carriers:

Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any United States international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Certification regarding Section 5301 of Anti-Drug Abuse Act of 1988:

Applicants certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that they are not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) Streamlined processing:

Applicants respectfully request streamlined processing of this Application pursuant to Sections 63.12(a) and (b) of the Commission's rules.¹⁴ In particular, Section 63.12(c)(1) is not applicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's rules applies.¹⁵

V. INFORMATION REQUIRED BY 47 C.F.R. § 63.04

The Applicants submit the following information pursuant to Section 63.04(b) of the Commission's rules:

(6) Description of the Transaction:

The Transaction is described in Section II, above.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Neither Hargray Acquisition nor any affiliate of Hargray Acquisition is a provider of telecommunications services. HCG's domestic telecommunications service offerings and operating areas are as described in Section I.B., above.

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment:

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's rules.¹⁶ With respect to domestic authority, this Application is eligible for streamlined processing because, immediately following the Transaction:

¹⁴ 47 C.F.R. §§ 63.12(a), (b).

¹⁵ *Id.* § 63.12(c).

¹⁶ *Id.* § 63.03.

- Hargray Acquisition is not a telecommunications provider, and will not provide such services directly. Therefore, there is no risk of anticompetitive concentration in the telecommunications market(s) in which HCG operates.¹⁷
- Hargray Acquisition (and its affiliates) will have less than ten percent market share in the interstate, interexchange market; Hargray Acquisition and its affiliates will provide competitive local exchange service only in areas served by dominant local exchange carriers that are not a party to the Transaction; and neither Hargray Acquisition nor its affiliates provide telecommunications service in the geographic areas where HCG, through its subsidiaries, provides dominant ILEC services (HCG serves fewer than two percent of U.S. subscriber lines nationwide).¹⁸

(9) **Other Commission applications related to the Transaction:**

In addition to its Section 214 authorizations, HCG's subsidiary, Hargray Telephone Company, Inc., holds four common carrier, fixed point-to-point microwave licenses, Call Signs WQXJ847, WQXJ848, WQQ44, and WQQ45. The Applicants are filing contemporaneously herewith applications seeking consent from the Wireless Telecommunications Bureau to transfer control of the microwave licenses to Hargray Acquisition.

(10) **Imminent business failure considerations:**

No party is requesting special consideration because it is facing imminent business failure.

(11) **Waiver requests sought in connection with the Transaction:**

Not applicable.

¹⁷ *Id.* § 63.03(b)(1)(ii).

¹⁸ *Id.* § 63.03(b)(2).

(12) **Public interest statement:**

Consummation of the Transaction will serve the public interest, convenience, and necessity for the reasons detailed in Section III, above.

VI. CONCLUSION

For the foregoing reasons, Commission approval of this Section 214 Application will serve the public interest, convenience, and necessity. Accordingly, Applicants respectfully request that the Commission grant the Application as expeditiously as possible pursuant to its streamlined processing procedures.

Respectfully submitted,

HARGRAY HOLDINGS LLC

HARGRAY ACQUISITION HOLDINGS, LLC

/s/

/s/

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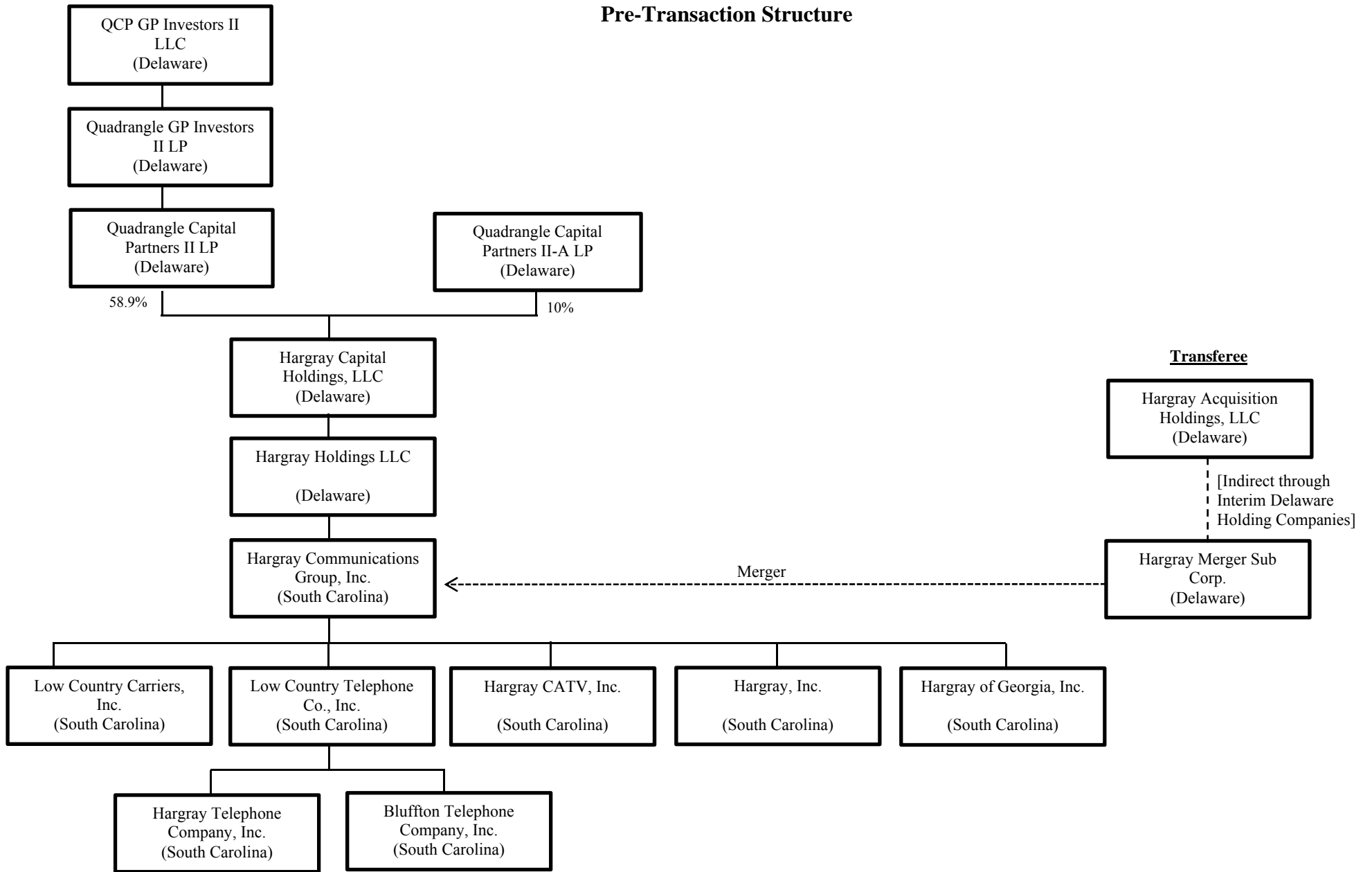
Counsel for Hargray Acquisition Holdings, LLC

March 17, 2017

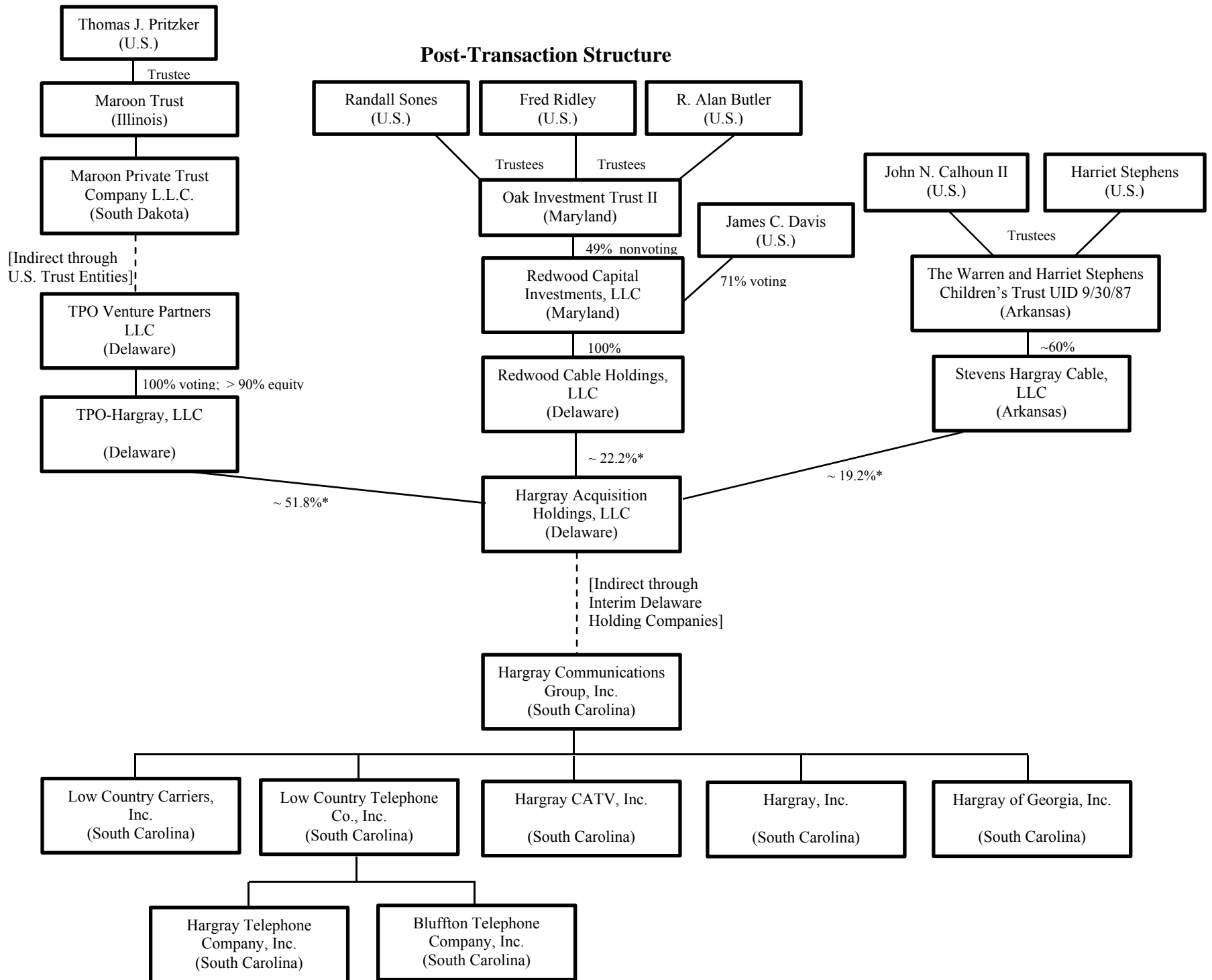
Exhibit A

**Pre- and Post-Transaction
Organizational Charts**

Pre-Transaction Structure



Post-Transaction Structure

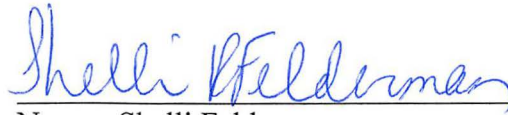


*The ownership interests in Hargray Acquisition are approximate and may be adjusted prior to the consummation of the transaction. However, TPO-Hargray, LLC will continue to hold at least 50 percent of the interests in Hargray Acquisition, and any change in the ownership percentages prior to closing therefore is not expected to be material.

VERIFICATION

I, Shelli Felderman, state that I am Vice President of Hargray Acquisition Holdings, LLC; that I am authorized to make this Verification on behalf of Hargray Acquisition Holdings, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein, regarding Hargray Acquisition Holdings, LLC, are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 17th day of March, 2017.



Name: Shelli Felderman

Title: Vice President

Hargray Acquisition Holdings, LLC

VERIFICATION

I, David Armistead, state that I am an Officer of Hargray Holdings LLC.; that I am authorized to make this Verification on behalf of Hargray Holdings LLC.; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein, regarding Hargray Holdings LLC., are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 17th day of March, 2017.



Name: David Armistead
Title: Officer
Hargray Holdings LLC