

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 notice for a *pro forma* reorganization that took place in 2015. To the extent required, Hargray respectfully requests that the Commission waive its deadline 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.

Pro Forma Reorganization in 2015

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.

This 2015 Reorganization had no effect on the ultimate ownership structure or management of the Hargray family of companies in any respect. Hargray therefore provides this notice of consummation of 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 Co.).¹

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) requirement that a notification be filed within 30 days of a *pro forma* transfer of control of a Section 214 authorization.² Pursuant to the rules,³ 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:

¹ IBFS File Nos. ITC-214-20010816-00430, ITC-214-20011022-00534, ITC-214-19890109-00003.

² 47 C.F.R. § 63.24(f)(2).

³ 47 C.F.R. § 63.24(f)(2)(i).

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.⁴

(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 reorganization was *pro forma* in nature, and that it did not result in a change in the actual controlling party.⁵

⁴ 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.)).

⁵ See 47 C.F.R. § 63.24(f)(2)(ii).