

ATTACHMENT 1

Question 9

This application serves to notify the Commission of a *pro forma* transaction that occurred on January 31, 2018, resulting in the transfer of control of International Section 214 authorization holders, Hargray, Inc., Hargray of Georgia, Inc., and Low Country Carriers, Inc. The authorization holders are indirectly, wholly owned by Hargray Acquisition Holdings, LLC (“Hargray Acquisition”). Prior to the transaction, TPO-Hargray, LLC (“TPO-Hargray”) owned a greater than 50 percent interest in Hargray Acquisition, and also had *de facto* control of Hargray Acquisition pursuant to the terms of the limited liability company agreement of Hargray Acquisition. Upon the closing of the transaction, TPO-Hargray’s ownership interest in Hargray Acquisition was reduced to less than 50 percent as a result of the addition of an equity investor. Specifically, the addition of an approximately 3% equity owner diluted TPO-Hargray’s interest from 51.8% to 49.88%, thus resulting in a *de jure* transfer of control. However, TPO-Hargray maintains *de facto* control of Hargray Acquisition. Therefore, the transaction is *pro forma* in nature.

Question 10

Section 63.18(c): Contact points for this application

Transferor:

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Section 63.18(d): Previous grants of International Section 214 authority

Neither TPO-Hargray, nor Hargray Acquisition has received International Section 214 authority. The following indirect, wholly owned subsidiaries of Hargray Acquisition hold International Section 214 authority:

- Hargray, Inc. (resale authority under File No. ITC-214-20010816-00430)
- Hargray of Georgia, Inc. (resale authority under File No. ITC-214-20011022-00534)
- Low Country Carriers, Inc. (facilities-based and resale authority under File No. ITC-214-19890109-00003)

Question 11

Direct Ownership of Hargray Acquisition

TPO-Hargray, LLC: TPO-Hargray, LLC (“TPO-Hargray”), a Delaware limited liability company, holds approximately 49.88% of the common equity interest of Hargray Acquisition. TPO-Hargray is a holding company for the investment in Hargray Acquisition.

Redwood Cable Holdings, LLC: Redwood Cable Holdings, LLC (“Redwood Cable”), a Delaware limited liability company, holds approximately 21.38% of the common equity interest of Hargray Acquisition. Redwood Cable is a holding company for the investment in Hargray Acquisition.

Stephens Hargray Cable, LLC: Stephens Hargray Cable, LLC (“Stephens Cable”), an Arkansas limited liability company, holds approximately 18.68% of the common equity interest of Hargray Acquisition. Stephens Cable is a holding company for the investment in Hargray Acquisition.

Indirect Ownership of Hargray Acquisition

Indirect Ownership through TPO-Hargray:

- 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. TPO Venture Partners owns 100% of the voting, and over 80% 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, LLC. Thomas J. Pritzker is the trustee of Maroon Trust.
- The address of TPO-Hargray and TPO Venture Partners is 350 S. Main Ave., Suite 401, Sioux Falls, SD 57104.
- The address of Maroon Private Trust Company, LLC is 350 S. Main Ave., Suite 401, Sioux Falls, SD 57104.
- The address of Maroon Trust is 150 N. Riverside Plaza, Suite 3300, Chicago, IL 60606.
- The address of Thomas J. Pritzker is 150 N. Riverside Plaza, Suite 3200, Chicago, IL 60606.

Indirect Ownership through Redwood Cable:

- Redwood Cable has one member, Redwood Capital Investments, LLC (“Redwood Capital”), a Maryland limited liability company with the 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.

Indirect Ownership through Stephens Cable:

- 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 1600, Little Rock, AR 72201.

Question 13

See response to Question 9 above for a narrative of the means by which the pro forma transfer of control occurred.