

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of the Joint Application of	)	
	)	
<b>Hargray Acquisition Holdings, LLC</b> , Transferor	)	<b>WC Docket No.</b> _____
<b>Low Country Carriers, Inc.</b> , Licensee	)	
<b>Hargray Telephone Company, Inc.</b> , Licensee	)	<b>ITC-T/C-2021</b> _____
<b>Bluffton Telephone Company, Inc.</b> , Licensee	)	<b>ITC-T/C-2021</b> _____
<b>Hargray, Inc.</b> , Licensee	)	<b>ITC-T/C-2021</b> _____
<b>Hargray of Alabama, Inc.</b> , Licensee	)	
<b>Hargray of Florida, Inc.</b> , Licensee	)	
<b>Hargray of Georgia, Inc.</b> , Licensee	)	
<b>ComSouth Telecommunications, Inc.</b> , Licensee	)	
<b>ComSouth Telenet, Inc.</b> , Licensee	)	
<b>ComSouth Teleservices, Inc.</b> , Licensee	)	
	)	
and	)	
	)	
<b>CABLE ONE, INC.</b> , Transferee	)	
	)	
for Authority to Transfer Control of Hargray	)	
Acquisition Holdings, LLC and its Subsidiaries	)	
to Cable One, Inc. pursuant to Section 214 of	)	
the Communications Act of 1934, as Amended	)	
_____	)	

**JOINT APPLICATION**

Hargray Acquisition Holdings, LLC (“Hargray” or “Transferor”), the Licensees,<sup>1</sup> and Cable One, Inc. (“Cable One” or “Transferee”) (Hargray, Licensees, and Cable One collectively, “Applicants”), hereby respectfully request authority from the Federal Communications Commission (the “Commission”) for Cable One to acquire control of Hargray and the Licensees

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<sup>1</sup> The Licensees are: (1) Low Country Carriers, Inc.; (2) Hargray Telephone Company, Inc.; (3) Bluffton Telephone Company, Inc.; (4) Hargray, Inc.; (5) Hargray of Alabama, Inc.; (6) Hargray of Florida, Inc.; (7) Hargray of Georgia, Inc.; (8) ComSouth Telecommunications, Inc.; (9) ComSouth Telenet, Inc.; and (10) ComSouth Teleservices, Inc.

(the “Transaction”).<sup>2</sup> This Joint Application (“Application”) is being filed pursuant to 47 U.S.C. § 214 and 47 C.F.R. §§ 1.763, 63.03, 63.04, 63.18, and 63.24.

As described below, the proposed Transaction will promote the public interest by enabling Cable One, Hargray, and the Licensees to achieve economies of scale and expand their offerings and services to a broader customer base. By strengthening their combined competitive position with the financial, technical, and managerial resources of Cable One, the Licensees will continue to provide high-quality services and compete effectively in the telecommunications marketplace. The Transaction, which entails only a change in ownership at the parent level, will be seamless to consumers and will not result in any discontinuance or impairment of the Licensees’ services. Moreover, the Transaction will have no adverse effects on competition in the areas served by the Licensees since there is no overlap between the cable franchise areas currently served by Cable One and its affiliates, and the Licensees’ incumbent independent local exchange service territories in Georgia and South Carolina. Applicants therefore request streamlined treatment for this Transaction.

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<sup>2</sup> Applicants also will be filing separate applications and/or notices with the Commission for the transfer of control of the earth station registrations, wireless authorizations, antenna structure registrations, and community unit identification (“CUID”) registrations held by the Licensees and other subsidiaries of Hargray that are not the subject of this Application.

## **I. APPLICANTS**

- A. Hargray Acquisition Holdings, LLC (FRN: 0026333088)**
  - Low Country Carriers, Inc. (FRN: 0003786662)**
  - Hargray Telephone Company, Inc. (FRN: 0001886704)**
  - Bluffton Telephone Company, Inc. (FRN: 0005058151)**
  - Hargray, Inc. (FRN: 0004940540)**
  - Hargray of Alabama, Inc. (FRN: 0028332666)**
  - Hargray of Florida, Inc. (FRN: 0028469450)**
  - Hargray of Georgia, Inc. (FRN: 0005039854)**
  - ComSouth Telecommunications, Inc. (FRN: 0004319257)**
  - ComSouth Telenet, Inc. (FRN: 0010112571)**
  - ComSouth Teleservices, Inc. (FRN: 0004357216)**

Hargray is a Delaware limited liability company with headquarters located at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29938. Through its wholly owned subsidiaries, Hargray provides video, broadband Internet access, telecommunications, and interconnected Voice over Internet Protocol (“VoIP”) services in Alabama, Florida, Georgia, and South Carolina. Hargray itself is a holding company that does not hold any Commission authorizations and does not provide any services. Hargray’s subsidiaries holding domestic and/or international Section 214 authorizations include the following companies:

Low Country Carriers, Inc. (“Low Country”) is a South Carolina corporation with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29938. Low Country is an interexchange carrier, is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority, and holds authority to provide international telecommunications services from the Commission.<sup>3</sup> Low Country also holds authority to offer intrastate interexchange services in the state of South Carolina, and provides services exclusively to the customers of its affiliated carriers.

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<sup>3</sup> FCC Filer ID 801399; IBFS File No. ITC-214-19890109-00003.

Hargray Telephone Company, Inc. (“HTC”) is a South Carolina corporation with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29938. HTC is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority.<sup>4</sup> HTC is an incumbent local exchange carrier (“ILEC”) providing local exchange, interconnected VoIP, and broadband Internet access services to approximately 20,000 residential and business customers in Hilton Head and Hardeeville, South Carolina. HTC is an eligible telecommunications carrier (“ETC”) in South Carolina, and is a recipient of universal service funds under the Commission’s high-cost and Lifeline programs.

Bluffton Telephone Company, Inc. (“BTC”) is a South Carolina corporation with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29938. BTC is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority.<sup>5</sup> BTC is an ILEC providing local exchange, interconnected VoIP, and high-speed broadband Internet access services to approximately 20,000 residential and business customers in Bluffton, South Carolina. BTC is an ETC in South Carolina, and is a recipient of universal service funds under the Commission’s high-cost and Lifeline programs.

Hargray, Inc. (“HI”) is a South Carolina corporation with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29938. HI is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority, and holds authority to provide international telecommunications services from the Commission.<sup>6</sup> HI is a cable operator and a competitive local exchange carrier (“CLEC”) providing local exchange,

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<sup>4</sup> FCC Filer ID 803625.

<sup>5</sup> FCC Filer ID 806109.

<sup>6</sup> FCC Filer ID 821672; IBFS File No. ITC-214-20010816-00430.

intrastate interexchange, interconnected VoIP, video, and broadband Internet access services in South Carolina.

Hargray of Alabama, Inc. (“HOA”) is a Georgia corporation with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29938. HOA is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority.<sup>7</sup> HOA is a cable operator and a CLEC providing local exchange, intrastate interexchange, interconnected VoIP, video, and broadband Internet access services in Alabama.

Hargray of Florida, Inc. (“HOF”) is a Georgia corporation with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29938. HOF is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority.<sup>8</sup> HOF is a cable operator and a CLEC providing local exchange, intrastate interexchange, interconnected VoIP, video, and broadband Internet access services in Florida.

Hargray of Georgia, Inc. (“HOG”) is a South Carolina corporation with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29938. HOG is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority, and holds authority to provide international telecommunications services from the Commission.<sup>9</sup> HOG is a cable operator and a CLEC providing local exchange, intrastate interexchange, interconnected VoIP, video, and broadband Internet access services in Georgia.

ComSouth Telecommunications, Inc. (“ComSouth”) is a Georgia corporation with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29938.

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<sup>7</sup> FCC Filer ID 833250.

<sup>8</sup> FCC Filer ID 833251.

<sup>9</sup> FCC Filer ID 822722; IBFS File No. ITC-214-20011022-00534.

ComSouth is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority.<sup>10</sup> ComSouth is an ILEC providing local exchange, interconnected VoIP, and broadband Internet access services to approximately 4,000 residential and business customers in Hawkinsville, Georgia and surrounding communities. ComSouth is an ETC in Georgia, and is a recipient of universal service funds under the Commission’s high-cost and Lifeline programs.<sup>11</sup>

ComSouth Telenet, Inc. (“CTN”) is a Georgia corporation with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29938. CTN is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority.<sup>12</sup> CTN is a CLEC providing local exchange, intrastate interexchange, interconnected VoIP, and broadband Internet access services in Georgia.

ComSouth Teleservices, Inc. (“CTS”) is a Georgia corporation with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29938. CTS is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority.<sup>13</sup> CTS is a CLEC providing local exchange, intrastate interexchange, interconnected VoIP, broadband Internet access services, and alternate operator services in Georgia.

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<sup>10</sup> FCC Filer ID 801111.

<sup>11</sup> ComSouth is a model-based support company because it voluntarily elected to receive support under the Commission’s Alternative Connect America Cost Model (“A-CAM”) program. When Hargray acquired ComSouth in 2018, the Commission imposed a limited condition to cap the high-cost universal service support received by HTC and BTC. *See Joint Application of W. Mansfield Jennings Limited Partnership and Hargray Communications Group, Inc. for Consent to the Transfer of Control of ComSouth Corporation Pursuant to Section 214 of the Communications Act of 1934*, 33 FCC Rcd 4780 (2018). Specifically, the combined operating expense for HTC and BTC is capped at the averaged combined operating expense of the three calendar years preceding the transaction closing date for which the operating expense data are available. This condition must remain in place for seven (7) years from consummation of that transaction (which occurred May 16, 2018). Thus, the instant Transaction will not affect the conditions under which ComSouth, HTC, and BTC currently receive high-cost universal service support.

<sup>12</sup> FCC Filer ID 825306.

<sup>13</sup> FCC Filer ID 801112 (now consolidated with 825306).

**B. Cable One, Inc. (FRN: 0003474327)**

Cable One is a publicly traded Delaware corporation with headquarters located at 210 E. Earll Drive, Phoenix, Arizona 85012. Cable One and its subsidiaries provide video, broadband Internet access, telecommunications, and interconnected VoIP services in 21 states.<sup>14</sup> Cable One is a cable operator, and is registered with the Commission as an interconnected VoIP service provider.<sup>15</sup>

Cable One VoIP LLC (“VoIP LLC”), a Delaware limited liability company, is a wholly owned subsidiary of Cable One. VoIP LLC is registered with the Commission as an interconnected VoIP service provider and offers interconnected VoIP service in Arizona.<sup>16</sup> VoIP LLC also is registered in the state of Washington as a competitive telecommunications company, and in the state of Iowa as a provider of interconnected VoIP services.

Delta Communications, L.L.C. d/b/a Clearwave Communications (“Clearwave”), an Illinois limited liability company, is a wholly owned subsidiary of Cable One. Clearwave provides Internet access services and telecommunications services to carriers and business customers in Illinois. Clearwave is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority, and holds authority from the Commission to provide international telecommunications services.<sup>17</sup> Clearwave also holds authority to offer

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<sup>14</sup> These states are: Alabama, Arizona, Arkansas, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Minnesota, Mississippi, Missouri, Nebraska, New Mexico, North Dakota, Oklahoma, Oregon, South Dakota, Tennessee, Texas, and Washington.

<sup>15</sup> FCC Filer ID 825949. Effective December 31, 2020, Cable One’s previous wholly owned subsidiaries – Telecommunications Management, LLC (FCC Filer ID 832703), Ultra Communications Group, LLC (FCC Filer ID 829833), and Avenue Broadband Communications, Inc. (FCC Filer ID 827445) – were merged with and into Cable One, with Cable One as the surviving entity. These subsidiaries offered video, broadband Internet access, and interconnected VoIP services.

<sup>16</sup> FCC Filer ID 830611 (now consolidated with FCC Filer ID 825949).

<sup>17</sup> FCC Filer ID 819867; IBFS File No. ITC-214-20021022-00509.

competitive local exchange and intrastate interexchange services in the states of Illinois, Indiana, and Missouri. Clearwave has been designated as an ETC in Illinois, and is a recipient of funds under the National Telecommunications and Information Administration (“NTIA”) Broadband Technology Opportunities Program (“BTOP”),<sup>18</sup> and the Commission’s Rural Broadband Experiments (“RBE”) program.<sup>19</sup>

Fidelity Telephone LLC (“FTC”) is a Missouri limited liability company and a wholly owned subsidiary of Cable One. FTC is a small independent ILEC serving customers in nine (9) rural exchanges in Missouri.<sup>20</sup> FTC is designated as an ETC in Missouri and is a recipient of universal service funds under the Commission’s high-cost and Lifeline programs.<sup>21</sup> FTC is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority.<sup>22</sup>

Fidelity Cablevision, LLC (“FCV”) is a Missouri limited liability company and is a wholly owned subsidiary of Cable One. FCV is a cable operator that offers video, broadband Internet access, and interconnected VoIP services in Missouri and Oklahoma. FCV holds authority to offer competitive local exchange and interexchange service in Missouri and Oklahoma, and authority from the Commission to provide interstate and international

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<sup>18</sup> [https://www2.ntia.doc.gov/files/grantees/delta\\_communications.pdf](https://www2.ntia.doc.gov/files/grantees/delta_communications.pdf).

<sup>19</sup> *Rural Broadband Experiment Support Authorized for Ten Winning Bids for Skybeam, LLC, Consolidated Communications Networks, Inc., Delta Communications LLC, and Allamakee-Clayton Electric Cooperative, Inc.*, 30 FCC Red 8283 (2015).

<sup>20</sup> FTC operates in the rural exchange areas of Berger, Gerald, Japan, Lyon, New Haven, Owensville, Spring Bluff, Stanton, and Sullivan in Missouri.

<sup>21</sup> FTC is a model-based support company because it voluntarily elected to receive support under the Commission’s A-CAM program.

<sup>22</sup> FCC 499 Filer ID 802074.



telecommunications services.<sup>23</sup> FCV has been designated as an ETC in Missouri and Oklahoma, and is a recipient of universal service funds under the Commission’s Lifeline program.

CoBridge Communications LLC (“CC”) is a Delaware limited liability company, and is a wholly owned subsidiary of FCV. CC holds authority to offer competitive local exchange and interexchange service in Arkansas, authority to offer competitive local exchange service in Texas, and is registered with the Commission to provide interconnected VoIP service.<sup>24</sup>

CoBridge Broadband, LLC (“CB”) is a Delaware limited liability company, and is a wholly owned subsidiary of CC. CB is a cable operator that offers video, broadband Internet access, and interconnected VoIP services in Arkansas, Louisiana, Missouri, and Texas. CB is registered in Missouri and with the Commission to provide interconnected VoIP service.<sup>25</sup>

Valu-Net LLC (“VN”) is a Delaware limited liability company and is a wholly owned subsidiary of Cable One. VN is a cable operator that offers video, broadband Internet access, and interconnected VoIP services in Kansas. VN holds authority to offer competitive local exchange service in Kansas, and is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority.<sup>26</sup>

## **II. REQUEST FOR STREAMLINED TREATMENT OF APPLICATION**

Under Section 63.04(b) of the Commission’s rules, the Applicants are filing a combined domestic and international application. The Applicants respectfully request streamlined treatment of this Application pursuant to Sections 63.03, 63.10, and 63.12 of the Commission’s Rules.

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<sup>23</sup> FCC 499 Filer ID 827412; IBFS File No. ITC-214-20080718-00325.

<sup>24</sup> FCC 499 Filer ID 828427.

<sup>25</sup> FCC 499 Filer ID 828428 (now consolidated with FCC Filer ID 828427).

<sup>26</sup> FCC 499 Filer ID 829119.

The Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's rules because immediately following the Transaction: (1) Cable One will have a market share in the interstate interexchange market of less than ten percent (10%); (2) Cable One's subsidiaries that provide competitive telephone exchange services will do so exclusively in geographic areas served by dominant local exchange carriers that are not a party to the Transaction; (3) all of the ILECs involved in the Transaction are rural "incumbent independent local exchange carriers" as defined in Rule 64.1902 that have fewer than two percent (2%) of the nation's subscriber lines installed in the aggregate nationwide; (4) the non-dominant carriers involved in the Transaction provide service exclusively outside the geographic areas in which the rural incumbent independent local exchange carriers operate; and (5) no Applicant nor any of their respective affiliates or subsidiaries are regulated as dominant with respect to interstate interexchange service.<sup>27</sup>

This Application also qualifies for streamlined treatment under Sections 63.10 and 63.12 of the Commission's rules because: (1) none of the Applicants nor any of their affiliates are affiliated with a foreign carrier; (2) as a result of the Transaction, none of the Applicants nor any of their affiliates will be affiliated with any foreign carrier; and (3) none of the other scenarios outlined in Section 63.12(c) of the Commission's rules apply.

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<sup>27</sup> Incumbent independent local exchange carriers are classified as non-dominant in the provision of in-region, interstate, domestic, interexchange services. *See, e.g., Regulatory Treatment of LEC Provision of Interexchange Services Originating in the LEC's Local Exchange Area*, 12 FCC Rcd 15756, ¶¶ 143, 171 (1997) ("We, therefore, classify independent LECs as non-dominant in the provision of these services. . . . we conclude that we should not apply dominant carrier regulation to independent ILECs."); *see also Petition of USTelecom for Forbearance under 47 U.S.C. § 160(c) from Enforcement of Certain Legacy Telecommunications Regulations*, 28 FCC Rcd 7627 (2013) (forbearing from application of certain regulations to incumbent independent local exchange carriers); *Petition of USTelecom for Forbearance pursuant to 47 U.S.C. § 160(c) to Accelerate Investment in Broadband and Next-Generation Networks*, 34 FCC Rcd 2590 (2019) (removing additional regulations applicable to incumbent independent local exchange carriers).

### **III. DESCRIPTION OF THE TRANSACTION**

On February 12, 2021, Hargray, Cable One, Lighthouse Merger Sub LLC (“Merger Sub”),<sup>28</sup> and TPO-Hargray, LLC (solely in its capacity as the Hargray equityholders’ representative) entered into an Agreement and Plan of Merger (“Agreement”). Pursuant to the Agreement, Merger Sub will merge with and into Hargray, with Hargray continuing as the surviving entity and becoming a wholly owned subsidiary of Cable One. At this time, Cable One already holds approximately 16% of the ownership interests of Hargray. As a result of the Agreement, Cable One will acquire 100% of the ownership interests of Hargray, as well as control of Hargray and the Licensees.<sup>29</sup> For the Commission’s convenience, pre- and post-Transaction corporate organizational charts depicting the entities involved in the transfer of control are provided as **Exhibit A**. Consummation of the Transaction is contingent upon, among other things, receipt of all necessary regulatory approvals.

The proposed Transaction does not involve the assignment of the Licensees’ telecommunications authorizations or customers. All current customers of the Licensees will continue to be served by the Licensees pursuant to their existing authorizations. The proposed Transaction will be transparent to the Licensees’ customers. Existing customers will continue to receive service under the “Hargray” name, and all billing and correspondence will continue to reflect the “Hargray” name for the immediate future. Accordingly, customer notice is not required under Section 64.1120(e) of the Commission’s rules because there will be no change in service provider from the customer’s perspective.

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<sup>28</sup> Merger Sub is a Delaware limited liability company that was created solely for purposes of the Transaction. Merger Sub is a wholly owned subsidiary of Lighthouse Sub LLC, a Delaware limited liability company that also was created solely for purposes of the Transaction.

<sup>29</sup> Cable One currently holds its 16% ownership interest in Hargray directly. After close of the Transaction, Cable One will hold 100% of its ownership interest in Hargray through Lighthouse Sub LLC.

Either at close or shortly after close of the Transaction, Cable One plans to undertake a corporate reorganization to consolidate the Hargray entities. These changes are *pro forma* in nature and will not change the ultimate post-Transaction ownership and control of the Hargray Licensees. These changes also will not have any effect on the customers of the Hargray Licensees and will streamline recordkeeping and reporting among other benefits. To the extent necessary, additional regulatory filings will be made with the Commission to address these organizational changes in the future.

#### **IV. PUBLIC INTEREST STATEMENT**

The proposed Transaction furthers the public interest, convenience, and necessity. Approval of the Transaction will advance economic efficiency by enabling Cable One, Hargray, and the Licensees to achieve economies of scale and expand their offerings and services to a broader customer base. The Transaction will enable Cable One, Hargray, and the Licensees to strengthen their competitive position to the benefit of consumers and the communications marketplace. The financial, technical, and managerial resources that Cable One will bring to the Licensees are expected to enhance the Licensees' ability to compete in the telecommunications marketplace.

In addition, because the proposed change in ownership will occur at the parent level, the Transaction will be transparent to current customers of the Licensees. The proposed Transaction will have no adverse impact on any customers and will not alter their service or billing. Customers will continue to receive the same services they currently receive. The Transaction will not result in any immediate change of carrier for customers or any assignment of authorizations, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers. Following consummation of the Transaction, the Licensees will

continue to provide high-quality communications services to their customers without interruption.

Further, the Transaction does not implicate the prohibition set forth in 47 U.S.C. § 572, which prohibits a cable operator from acquiring more than a ten percent (10%) interest in an incumbent local exchange carrier providing telephone exchange service within the cable operator's franchise area.<sup>30</sup> There is no overlap between the cable franchise areas currently served by Cable One and its affiliates, and the Licensees' incumbent independent local exchange service territories in Georgia and South Carolina that would trigger 47 U.S.C. § 572(b).

Finally, even as it promises powerful synergies, the proposed Transaction does not present any anticompetitive issues. After consummation of the Transaction, Applicants total share of the interstate interexchange market will be less than ten percent (10%), and there are many other interexchange and international carriers operating on a nationwide basis. The Transaction will not reduce the number of service providers in the applicable geographic area. Further, the Transaction will not result in any overlap of fiber facilities in the markets where Cable One and its subsidiaries and the Licensees operate. Accordingly, the Transaction will not provide the Applicants with any competitive advantage as the result of concentration of fiber assets and will not harm consumers or negatively impact the market for facilities-based service.

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

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<sup>30</sup> *Petition for Declaratory Ruling to Clarify 47 U.S.C. § 572 in the Context of Transactions between Competitive Local Exchange Carriers and Cable Operators*, 27 FCC Rcd 11532 (2012) (determining the statutory provision should be applied to a cable operator's purchase of an incumbent local exchange carrier).

**V. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES**

In support of this Application, the Applicants submit the following information pursuant to Section 63.24(e) of the Commission's rules, which is the information requested in paragraphs (a)-(d) and (o)-(p) of Section 63.18 for all Applicants and the information requested in paragraphs (h)-(n) of Section 63.18 for Cable One.

**(a) Name, contact address, and telephone number.**

Cable One, Inc.  
210 E. Earll Drive  
Phoenix, Arizona 85012  
602-364-6000 (telephone)

Hargray Acquisition Holdings, LLC  
870 William Hilton Parkway  
Building C  
Hilton Head Island, SC 29938  
843-341-1501 (telephone)<sup>31</sup>

**(b) Citizenship.**

Cable One, Inc. is a Delaware corporation.

Hargray Acquisition Holdings, LLC is a Delaware limited liability company.  
Low Country Carriers, Inc. is a South Carolina corporation.  
Hargray Telephone Company, Inc. is a South Carolina corporation.  
Bluffton Telephone Company, Inc. is a South Carolina corporation.  
Hargray, Inc. is a South Carolina corporation.  
Hargray of Alabama, Inc. is a Georgia corporation.  
Hargray of Florida, Inc. is a Georgia corporation.  
Hargray of Georgia, Inc. is a South Carolina corporation.  
ComSouth Telecommunications, Inc. is a Georgia corporation.  
ComSouth Telenet, Inc. is a Georgia corporation.  
ComSouth Teleservices, Inc. is a Georgia corporation.

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<sup>31</sup> This contact information is shared by the Hargray Licensees: (1) Low Country Carriers, Inc.; (2) Hargray Telephone Company, Inc.; (3) Bluffton Telephone Company, Inc.; (4) Hargray, Inc.; (5) Hargray of Alabama, Inc.; (6) Hargray of Florida, Inc.; (7) Hargray of Georgia, Inc.; (8) ComSouth Telecommunications, Inc.; (9) ComSouth Telenet, Inc.; and (10) ComSouth Teleservices, Inc.

**(c) Correspondence concerning this Application should be sent to (Answer to IBFS Main Form Question 10):**

**For Hargray and the Licensees**

Rebekah P. Goodheart  
David M. Didion  
JENNER & BLOCK LLP  
1099 New York Avenue, NW, Suite 900  
Washington, DC 20001  
202-639-6000 (telephone)  
rgoodheart@jenner.com  
ddidion@jenner.com

**For Cable One**

Chérie R. Kiser  
Angela F. Collins  
CAHILL GORDON & REINDEL LLP  
1990 K Street, NW, Suite 950  
Washington, DC 20006  
202-862-8900 (telephone)  
ckiser@cahill.com  
acollins@cahill.com

**(d) International Section 214 Authorizations (Answer to IBFS Main Form Question 10).**

Cable One's wholly owned subsidiaries Clearwave and FCV hold Section 214 authority to provide international telecommunications services.<sup>32</sup> Hargray's wholly owned subsidiaries Low Country, HI, and HOG hold Section 214 authority to provide international telecommunications services.<sup>33</sup>

**(h) Ten Percent Greater Interest Holders/Interlocking Directorates (Answer to IBFS Main Form Question 11 and Question 12).**

After consummation of the Transaction, the following entities and individuals will hold a ten percent (10%) or greater direct or indirect ownership interest in Hargray (and a corresponding indirect ownership interest in the Licensees):

(1) Lighthouse Sub LLC, a Delaware limited liability company, will hold 100% of the membership interests of Hargray. The address for Lighthouse Sub LLC is 210 E. Earll Drive, Phoenix, Arizona 85012.

(2) Cable One, Inc., a publicly traded Delaware corporation (NYSE: CABO), will hold 100% of the membership interests of Lighthouse Sub LLC. The address for Cable One is 210 E. Earll Drive, Phoenix, Arizona 85012.

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<sup>32</sup> IBFS File No. ITC-214-20021022-00509 (Clearwave); IBFS File No. ITC-214-20080718-00325 (FCV).

<sup>33</sup> IBFS File No. ITC-214-19890109-00003 (Low Country); IBFS File No. ITC-214-20010816-00430 (HI); IBFS File No. ITC-214-20011022-00534 (HOG).

(3) As of December 31, 2020, to Cable One's knowledge, 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 12.5% 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 TROW is 100 E. Pratt Street, Baltimore, Maryland 21202. Based on the 2020 Proxy Statement of TROW, as of March 11, 2020, no person or entity holds ten percent (10%) or greater interest in TROW.
  - To Cable One's knowledge, as of December 31, 2020, T. Rowe Price Associates, Inc. did not hold a ten percent (10%) or greater interest in any telecommunications-related entity.
- BlackRock, Inc. ("BlackRock"), a publicly traded Delaware corporation, beneficially owned 10.4% 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 2020 Proxy Statement, The PNC Financial Services Group, Inc. ("PNC"), a publicly traded Pennsylvania corporation, beneficially owned 21.94% of BlackRock's common stock as of March 31, 2020. The address for PNC is The Tower at PNC Plaza, 300 Fifth Avenue, Pittsburgh, PA 15222. As of March 31, 2020 and as reflected in BlackRock's 2020 Proxy Statement, no other person or entity held a ten percent (10%) or greater interest in BlackRock.
  - To Cable One's knowledge, as of December 31, 2020, BlackRock held a ten percent (10%) or greater interest in the following telecommunications-related entities:
    - 8x8, Inc. – 10.93%
    - ATN International, Inc. – 10.40%
    - Cincinnati Bell, Inc. – 13.01%
    - Cogent Communications Holdings, Inc. – 12.82%
    - Consolidated Communications Holdings, Inc. – 13.53%
    - Iridium Communications, Inc. – 12.40%
    - J2 Global, Inc. – 10.09%
    - Shenandoah Telecommunications Company – 14.46%
    - Spok Holdings, Inc. – 14.35%
    - Uniti Group Inc. – 13.30%
    - Vonage Holdings Corp. – 11.91%
- Daniel L. Mosley, a U.S. citizen and Trustee of various trusts, beneficially owned 10.8% of Cable One's outstanding common stock. The address for Mr. Mosely is 825 Eighth Avenue, New York, New York 10019.



Other than as set forth in this Application, to Cable One's knowledge, no other entity or individual will own a ten percent (10%) or greater direct or indirect equity or voting interest in Cable One or the Licensees after consummation of the Transaction.

In addition to the approximately 16% interest in Hargray that Cable One currently holds, Cable One also holds a ten percent (10%) or greater direct or indirect equity or voting interests in the following other telecommunications-related entities:

- Wisper ISP, LLC ("Wisper"). Cable One holds an approximately 40% interest in Wisper, which is a wireless Internet service provider. Wisper is an ETC and is a recipient of funds under the Commission's Connect America Fund Phase II (CAF-II) auction (Auction 903). Wisper also holds CLEC authority in the states of Arkansas, Illinois, Indiana, Kansas, Missouri, and Oklahoma.
- Mega Broadband Investments Holdings, LLC ("MBI"). Cable One holds an approximately 45% interest in MBI. Through its subsidiaries, MBI provides video, broadband Internet access, and interconnected VoIP services in 16 states.<sup>34</sup>

To Cable One's knowledge and other than as set forth in this Application, no other person or entity listed in this Application as having an ownership interest in Cable One currently owns or controls ten percent (10%) or more of any other telecommunications-related entity.

No officer or director of Cable One is also an officer or director of any foreign carrier. Cable One does not have any interlocking directorates with a foreign carrier, and Cable One will not have any such directorates after consummation of the Transaction.

**(i) Foreign Carrier Affiliation Certification (Answer to IBFS Main Form Questions 14-17).**

Cable One certifies that it is not a foreign carrier, it is not affiliated with a foreign carrier, and it will not become affiliated with a foreign carrier as a result of this Transaction.

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<sup>34</sup> The states in which MBI operates are: (1) Alabama; (2) Arkansas; (3) California; (4) Colorado; (5) Georgia; (6) Idaho; (7) Kansas; (8) Louisiana; (9) Nebraska; (10) North Carolina; (11) Oklahoma; (12) South Carolina; (13) Tennessee; (14) Texas; (15) Washington; and (16) Wyoming.

**(j) Foreign Carrier and Destination Countries (Answer to IBFS Main Form Questions 14-17).**

Cable One certifies that, upon consummation of the Transaction, Cable One, its subsidiaries, or the Licensees will not provide international telecommunications services to any destination country in which: (1) they are foreign carriers in the destination market; (2) they control a foreign carrier in the destination market; (3) any entity that owns more than 25% of Cable One, or that controls Cable One, controls a foreign carrier in that country; and (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25% of Cable One and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States.

**(k) WTO Membership of Destination Countries (Answer to IBFS Main Form Questions 14-17).**

Not applicable.

**(l) International Telecommunications Services (Answer to IBFS Main Form Questions 14-17).**

Cable One, its affiliates, and the Licensees will not resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where they are foreign carriers or are affiliated with a foreign carrier.

**(m) Non-dominant Regulatory Classification (Answer to IBFS Main Form Questions 14-17).**

Not applicable.

**(n) Special Concessions Certification (Answer to IBFS Main Form Question 21).**

The Applicants have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to adversely affect competition in the U.S. market, and will not enter into such agreements in the future.

**(o) Federal Benefits/Anti-Drug Act of 1988 Certification (Answer to IBFS Main Form Question 25).**

The 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, 21 U.S.C. § 862.

**(p) Eligibility for Streamlined Processing (Answer to IBFS Main Form Question 20).**

The Applicants request streamlined processing of this Application pursuant to Sections 63.03 and 63.12 of the Commission's rules for the reasons set forth in Section II above.

**VI. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE COMMISSION'S RULES FOR TRANSFER OF CONTROL**

Pursuant to Commission Rule 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority to transfer indirect control of the Licenses to Cable One in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

**(a)(6)** A description of the proposed Transaction is set forth in Section III above.

**(a)(7) (i)** See Section I. above. Collectively, the Licensees provide telecommunications services pursuant to authorizations to provide incumbent local exchange, competitive local exchange, and/or interexchange telecommunications services in Alabama, Florida, Georgia, and South Carolina.

(ii) See Section I. above. Cable One does not provide telecommunications services itself. Cable One's subsidiary FT is an ILEC in the state of Missouri, and the following subsidiaries of Cable One hold authority to provide telecommunications services as competitive local exchange carriers: (1) Clearwave in the states of Illinois, Indiana, and Missouri; (2) FCV in the states of Missouri and Oklahoma; (3) CC in the states of Arkansas and Texas; and (4) VN in the state of Kansas.

**(a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing for the reasons set forth in Section II of the Application.

**(a)(9)** Applicants also will be filing separate applications and/or notices with the Commission for the transfer of control of the earth station registrations, wireless authorizations, antenna structure registrations, and community unit identification ("CUID") registrations held by the Licensees and other subsidiaries of Hargray that are not the subject of this Application.

**(a)(10)** No party is requesting special consideration because it is facing imminent business failure.

**(a)(11)** Not applicable; no waiver requests are being sought in conjunction with the Transaction.

**(a)(12)** The Transaction is in the public interest for the reasons set forth in Section IV of the Application.

**VII. CONCLUSION**

For the foregoing reasons, the Applicants respectfully request that the Commission act expeditiously to approve the Transaction.

**HARGRAY ACQUISITION HOLDINGS,  
LLC AND ITS SUBSIDIARIES**

*/s/ Andrew J. Rein*

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Andrew J. Rein  
Chief Financial Officer  
870 William Hilton Parkway  
Building C  
Hilton Head Island, SC 29938

Rebekah P. Goodheart  
David M. Didion  
JENNER & BLOCK LLP  
1099 New York Avenue, NW, Suite 900  
Washington, DC 20001  
202-639-6000 (telephone)  
rgoodheart@jenner.com  
ddidion@jenner.com

Its Attorneys

Respectfully submitted,

**CABLE ONE, INC.**

*/s/ Steven S. Cochran*

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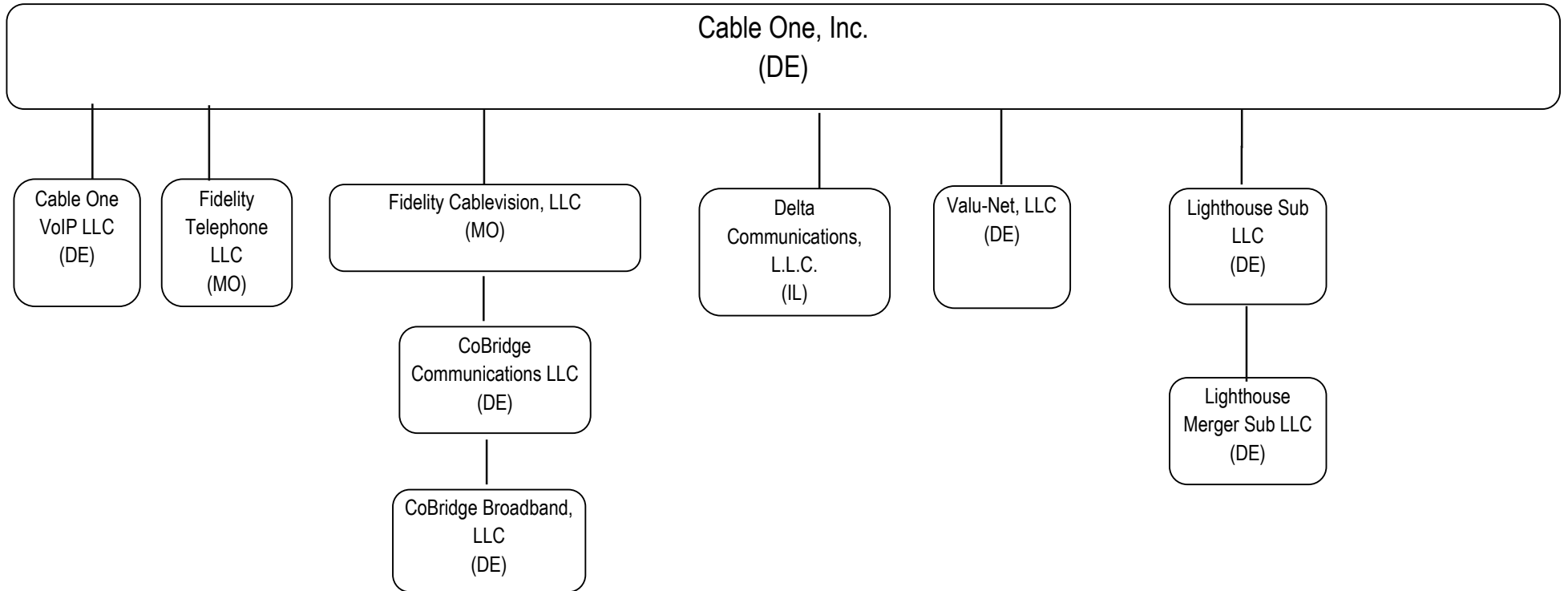
Steven S. Cochran  
Senior Vice President and Chief Financial  
Officer  
Cable One, Inc.  
210 E. Earll Drive  
Phoenix, Arizona 85012

Chérie R. Kiser  
Angela F. Collins  
Cahill Gordon & Reindel LLP  
1990 K Street, N.W., Suite 950  
Washington, D.C. 20006  
202-862-8900 (telephone)  
ckiser@cahill.com  
acollins@cahill.com

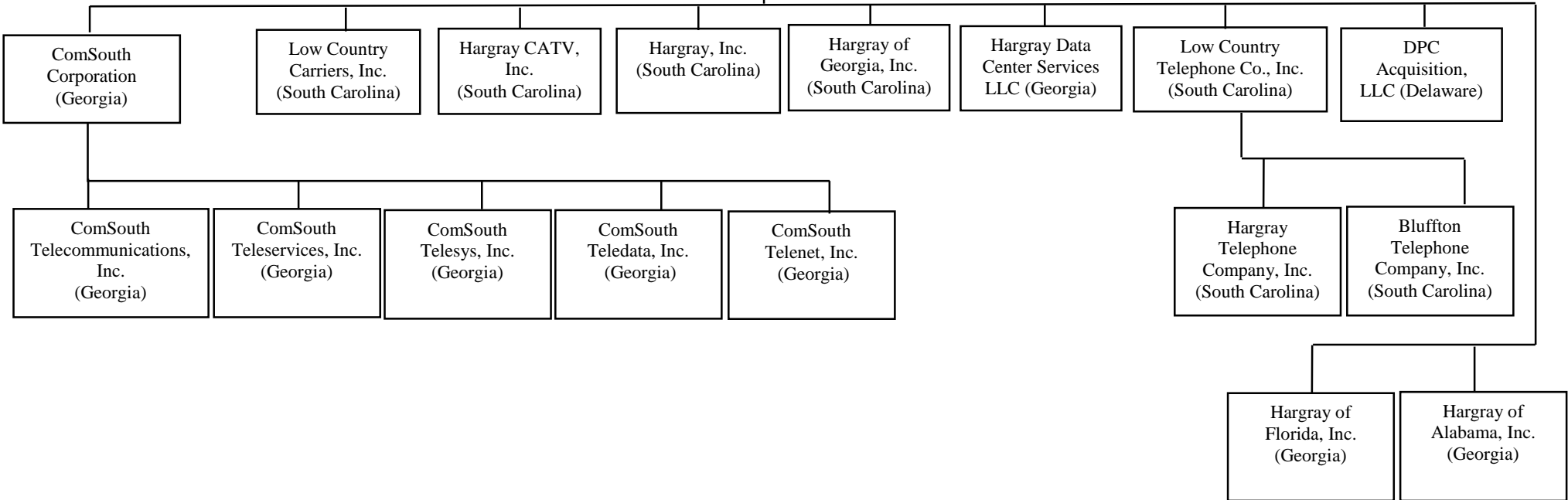
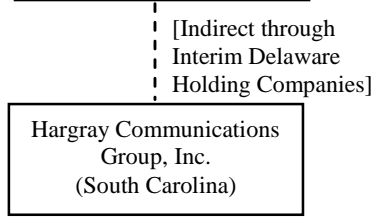
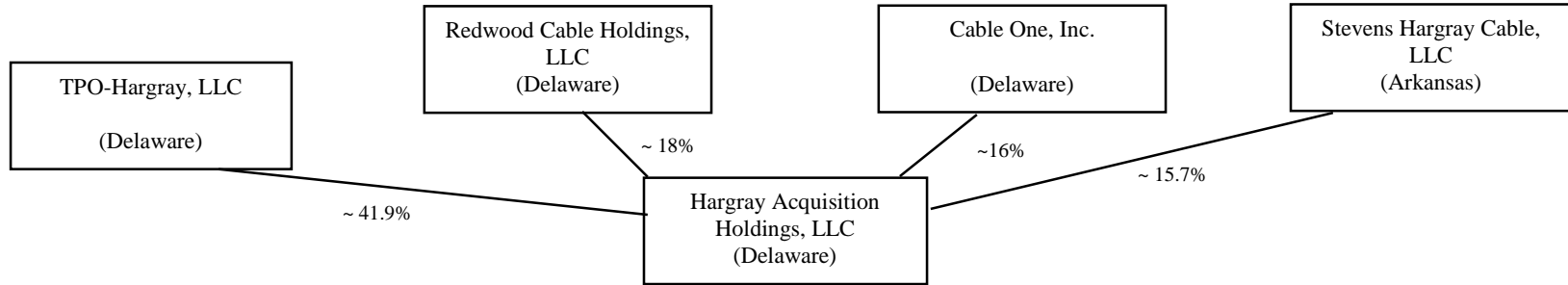
Its Attorneys

Dated: February 26, 2021

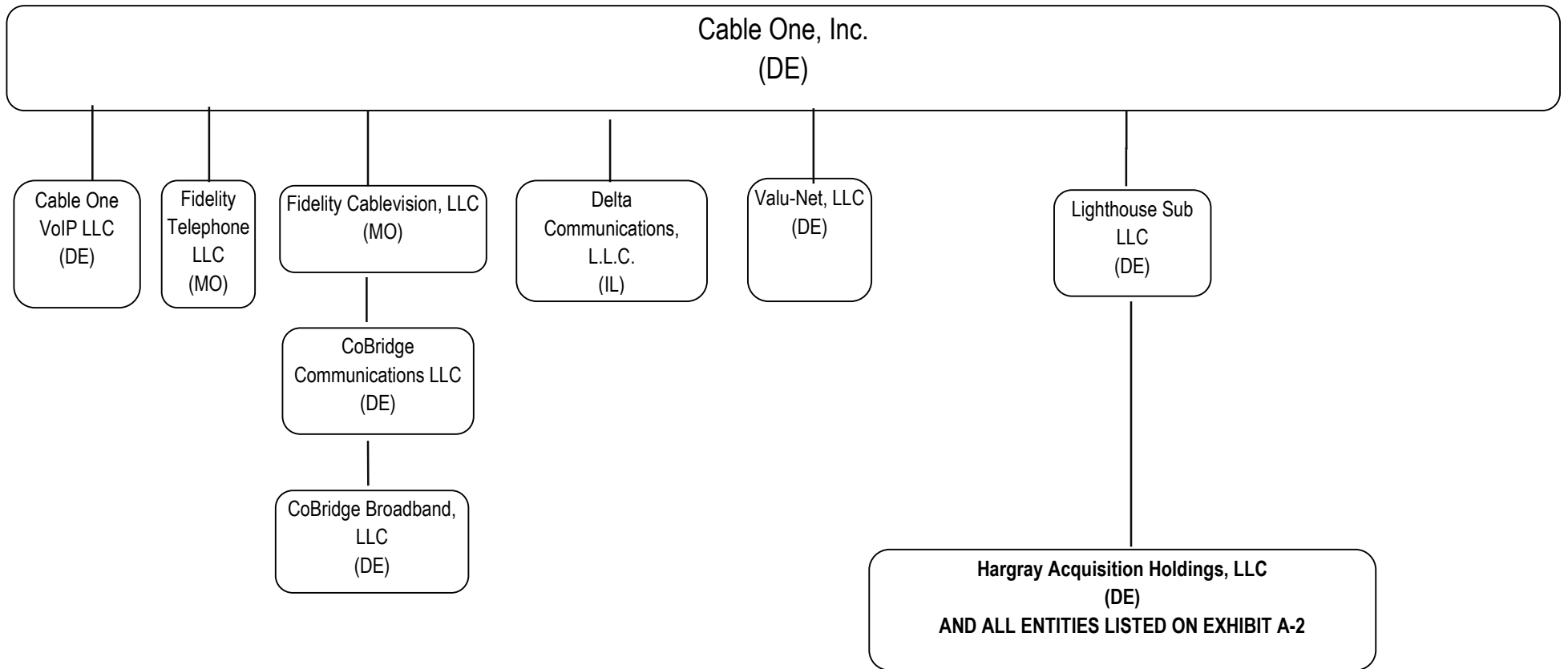
**Exhibit A-1**  
**CABLE ONE, INC. PRE-TRANSACTION**



**Exhibit A-2**  
**HARGRAY ACQUISITION HOLDINGS, LLC PRE-TRANSACTION**




**Exhibit A-3**  
**POST-TRANSACTION**





## VERIFICATION

I, Steven S. Cochran, state that I am the Senior Vice President and Chief Financial Officer of Cable One, Inc. and a Vice President of its subsidiaries (collectively, the "Company"); that I am authorized to make this Verification on behalf of the Company; that I have read the foregoing document; and that any statements in the foregoing document with respect to the Company, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information, and belief.



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Steven S. Cochran  
Senior Vice President and Chief Financial Officer  
Cable One, Inc.

## VERIFICATION

I, Andrew J. Rein, state that I am the Chief Financial Officer of Hargray Acquisition Holdings, LLC and its subsidiaries (collectively, the “Company”); that I am authorized to make this Verification on behalf of the Company; that I have read the foregoing document; and that any statements in the foregoing document with respect to the Company, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information, and belief.



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Andrew J. Rein  
Chief Financial Officer  
Hargray Acquisition Holdings, LLC