

CAHILL GORDON & REINDEL LLP  
32 OLD SLIP  
NEW YORK, NY 10005

HELENE R. BANKS  
ANIRUDH BANSAL  
DAVID L. BARASH  
LANDIS C. BEST  
BRADLEY J. BONDI  
BROCKTON B. BOSSON  
JONATHAN BROWNSON\*  
JOYDEEP CHOUDHURI\*  
JAMES J. CLARK  
CHRISTOPHER W. CLEMENT  
LISA COLLIER  
AYANO K. CREED  
PRUE CRIDDLE ±  
SEAN M. DAVIS  
STUART G. DOWNING  
ADAM M. DWORKIN  
ANASTASIA EFIMOVA  
JENNIFER B. EZRING  
HELENA S. FRANCESCHI  
JOAN MURTAGH FRANKEL  
JONATHAN J. FRANKEL

ARIEL GOLDMAN  
PATRICK GORDON  
JASON M. HALL  
STEPHEN HARPER  
WILLIAM M. HARTNETT  
NOLA B. HELLER  
CRAIG M. HOROWITZ  
DOUGLAS S. HOROWITZ  
TIMOTHY B. HOWELL  
DAVID G. JANUSZEWSKI  
ELAI KATZ  
JAKE KEAVENY  
BRIAN S. KELLEHER  
RICHARD KELLY  
CHÉRIE R. KISER †  
JOEL KURTZBERG  
TED B. LACEY  
MARC R. LASHBROOK  
ALIZA R. LEVINE  
JOEL H. LEVITIN  
GEOFFREY E. LIEBMANN

TELEPHONE: (212) 701-3000  
WWW.CAHILL.COM

1990 K STREET, N.W.  
WASHINGTON, DC 20006-1181  
(202) 862-8900

CAHILL GORDON & REINDEL (UK) LLP  
24 MONUMENT STREET  
LONDON EC3R 8AJ  
+44 (0) 20 7920 9800

WRITER'S DIRECT NUMBER

202-862-8950  
ckiser@cahill.com

BRIAN T. MARKLEY  
MEGHAN N. McDERMOTT  
WILLIAM J. MILLER  
NOAH B. NEWITZ  
WARREN NEWTON §  
DAVID R. OWEN  
JOHN PAPACHRISTOS  
LUIS R. PENALVER  
KIMBERLY PETILLO-DÉCOSSARD  
SHEILA C. RAMESH  
MICHAEL W. REDDY  
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DARREN SILVER  
JOSIAH M. SLOTNICK  
RICHARD A. STIEGLITZ JR.  
ROSS E. STURMAN  
SUSANNA M. SUH  
ANTHONY K. TAMA

JONATHAN D. THIER  
SEAN P. TONOLLI  
JOHN A. TRIPODORO  
GLENN J. WALDRIP, JR.  
HERBERT S. WASHER  
MICHAEL B. WEISS  
DAVID WISHENGRAD  
COREY WRIGHT  
JOSHUA M. ZELIG  
DANIEL J. ZUBKOFF

\* ADMITTED AS A SOLICITOR IN  
ENGLAND AND WALES ONLY  
± ADMITTED AS A SOLICITOR IN  
WESTERN AUSTRALIA ONLY  
† ADMITTED IN DC ONLY  
§ ADMITTED AS AN ATTORNEY  
IN THE REPUBLIC OF SOUTH AFRICA  
ONLY

May 17, 2021

**Via Electronic Filing**

Adam Teitzman  
Commission Clerk  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399

**Re: Notification of Indirect Transfer of Control of Hargray of Florida, Inc.**

Dear Mr. Teitzman:

Hargray Acquisition Holdings, LLC (“Holdings” or “Transferor”), Hargray of Florida, Inc. (“Hargray”), and Cable One, Inc. (“Cable One” or “Transferee”) (Holdings, Hargray, and Cable One collectively, the “Parties”) respectfully notify the Florida Public Service Commission (the “Commission”) of a transaction pursuant to which Holdings transferred indirect control of Hargray to Cable One effective May 3, 2021 (the “Transaction”). It is the Parties’ understanding that no prior Commission approval is required to consummate the Transaction described herein. The Parties therefore submit this notice for the Commission’s information.

**DESCRIPTION OF THE PARTIES**

**A. Hargray of Florida, Inc. (TY162) and Hargray Acquisition Holdings, LLC**

Hargray is a Georgia corporation with a principal office located at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29938. In Florida, Hargray is authorized to provide telecommunications service pursuant to Certificate of Authority No. 8927, which was approved in Docket No. 20190032-TX. Hargray is a cable operator and a competitive local exchange carrier providing local exchange, intrastate interexchange, interconnected Voice over Internet Protocol (VoIP), video, and broadband Internet access services in Florida. Hargray also holds authority

from the Federal Communications Commission (“FCC”) to provide domestic interstate telecommunications services.

Hargray is a wholly owned, indirect subsidiary of Holdings, a Delaware limited liability company. Through its subsidiaries, Holdings provides cable/video, broadband Internet access, telecommunications, and interconnected VoIP services in Alabama, Florida, Georgia, and South Carolina. Holdings does not provide any services or hold any Commission authorizations.

## **B. Cable One, Inc.**

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>1</sup> through its Sparklight®, Fidelity Communications, Valu-Net, and Clearwave® brands. Cable One provides consumers with a wide array of connectivity and entertainment services, including high-speed Internet and advanced Wi-Fi solutions, cable television, and voice service. Cable One and its family of brands also provide scalable and cost-effective products for businesses ranging in size from small to mid-market, in addition to enterprise, wholesale, and carrier customers. Cable One is well qualified and has the managerial, technical, and financial ability to indirectly own Hargray.

### **DESCRIPTION OF THE TRANSACTION**

On February 12, 2021, Holdings, Cable One, Lighthouse Merger Sub LLC (“Merger Sub”),<sup>2</sup> and TPO-Hargray, LLC (solely in its capacity as the Holdings equityholders’ representative) entered into an Agreement and Plan of Merger (“Agreement”). Pursuant to the Agreement, Merger Sub merged with and into Holdings, with Holdings continuing as the surviving entity and becoming a wholly owned subsidiary of Cable One. As a result of the Agreement, Cable One acquired 100% of the ownership interests of Holdings, as well as indirect control of Hargray. The Transaction was consummated on May 3, 2021.

The Transaction did not involve the assignment of Hargray’s telecommunications authorizations or customers. All current customers of Hargray continue to be served by Hargray pursuant to its existing authorization. The Transaction was transparent to Hargray’s 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 state or FCC customer notice rules because there was no change in service provider from the customer’s perspective. 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**.

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<sup>1</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>2</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.

**PUBLIC INTEREST CONSIDERATIONS**

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

In addition, because the proposed change in ownership occurred at the parent level, the Transaction was transparent to current customers of Hargray. The Transaction had no adverse impact on any customers and did not alter their service or billing. Customers will continue to receive the same services they currently receive. The Transaction did not result in any change of carrier for customers or any assignment of authorizations, and did not result in the discontinuance, reduction, loss, or impairment of service to customers. Hargray will continue to provide high-quality communications services to its customers without interruption.

The Transaction did not adversely affect competition because it did not result in a reduction of competitors and customers will continue to have access to the same competitive alternatives they have today. The Transaction does not harm consumers or negatively impact the telecommunications market in Florida. In short, the Transaction serves the public interest by enhancing Hargray's strengths without posing any threat of anticompetitive effects or other public interest harms.

If you have any questions concerning this matter, please contact the undersigned.

Respectfully submitted,

*/s/ Chérie R. Kiser*

Chérie R. Kiser  
Angela F. Collins

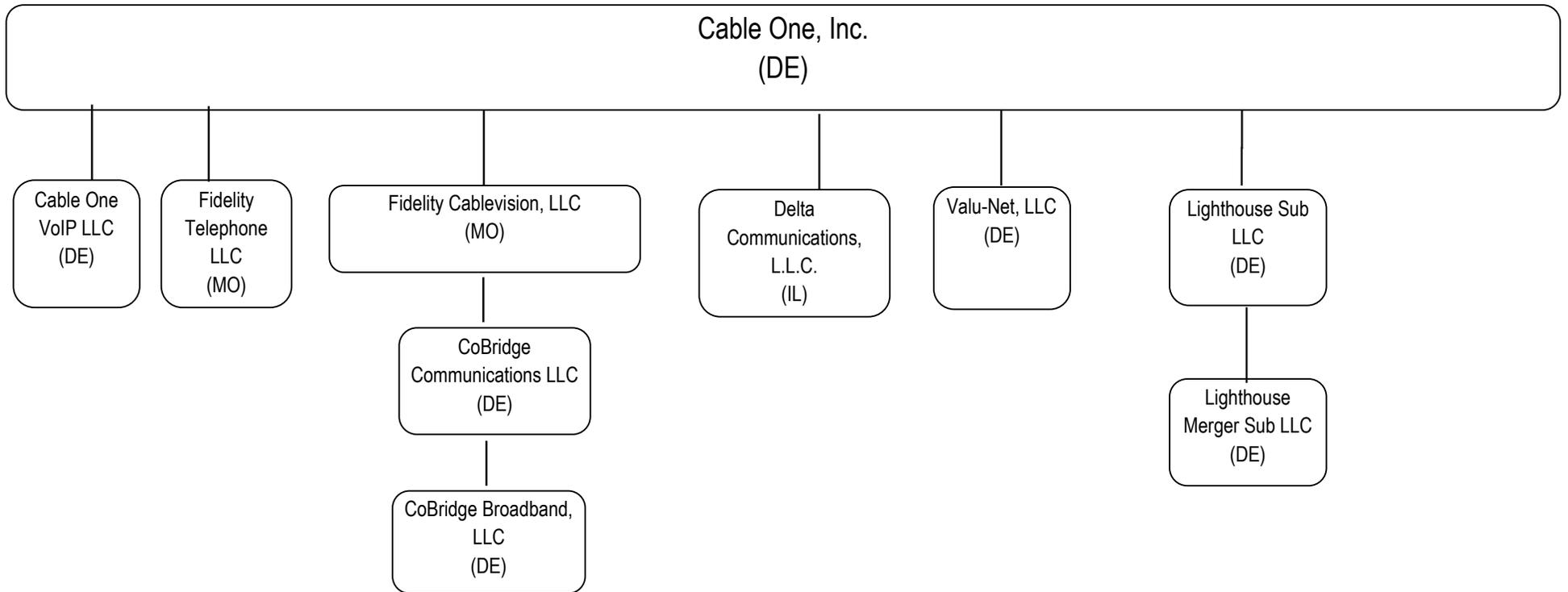
Counsel for Cable One, Inc.

Attachment

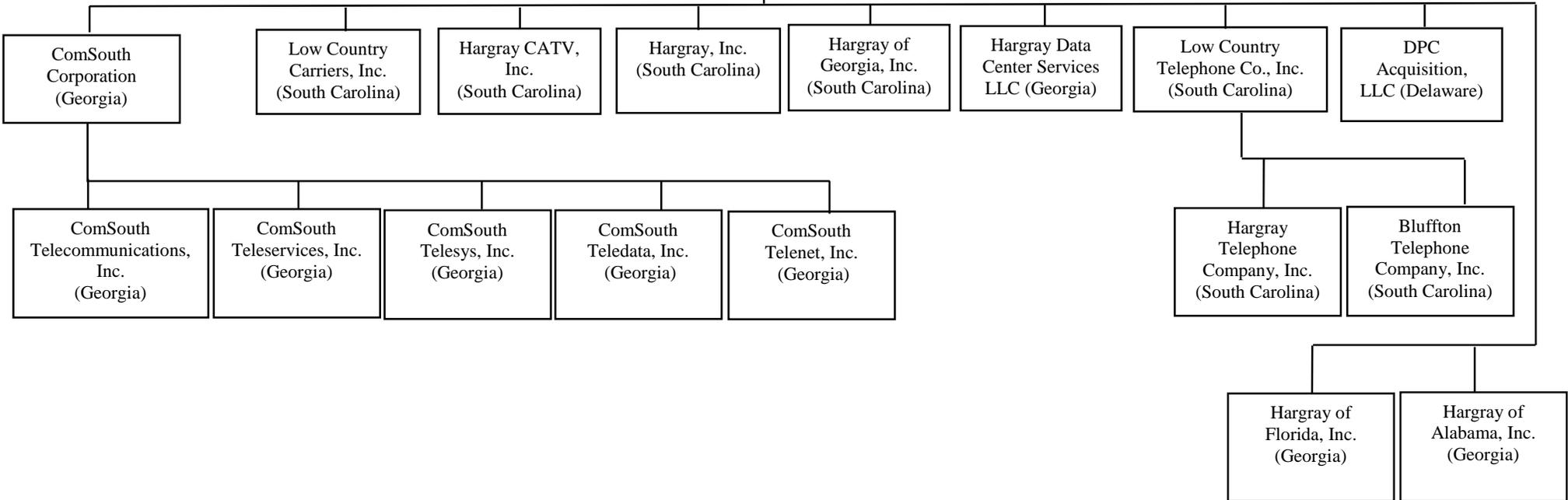
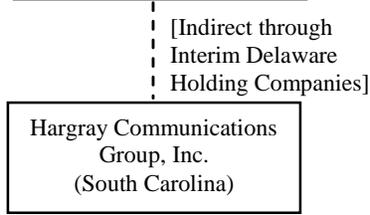
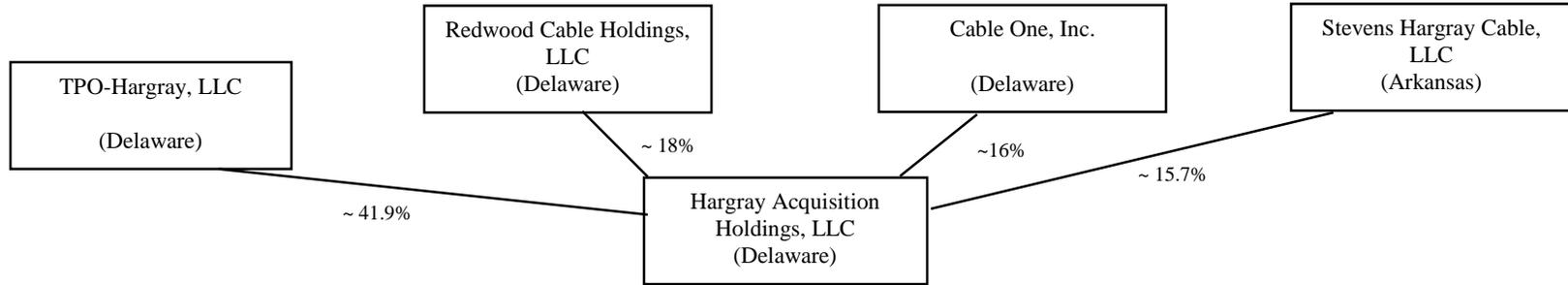
**EXHIBIT A**

**Organizational Charts**

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



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



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

