

BEFORE THE GEORGIA PUBLIC SERVICE COMMISSION
HARGRAY OF GEORGIA, LLC D/B/A CLEARWAVE FIBER

**AFFIDAVIT AND BASIS FOR THE ASSERTION
THAT CERTAIN INFORMATION
SUBMITTED IS A TRADE SECRET**

This affidavit concerns that certain Notice of Exempted Financial Transaction Pursuant to O.C.G.A. § 46-2-28 (the “Notice”). The Notice contains certain information that constitutes a trade secret of Hargray of Georgia, LLC d/b/a Clearwave Fiber (“Clearwave”) and its affiliates and is therefore protected from public disclosure under Commission Rule 515-3-1-.11.

The information redacted in the Notice (“Redacted Information”) derives economic value from not being generally known to, and not being readily ascertainable by proper means, by other persons who can obtain economic value from its disclosure or use. Specifically, the Redacted Information contains competitively sensitive commercial and financial information related to the debt financing of Clearwave and its upstream affiliates. The Redacted Information includes financial terms, identities of counterparties, and information Clearwave and its affiliates are contractually obligated to keep confidential. Public dissemination of the Redacted Information would allow Clearwave’s competitors to have access to sufficient data to determine rates, terms, and conditions that Clearwave’s upstream affiliates are able to obtain for financing. Competitors would therefore obtain an unfair advantage because they are not required to reveal similar information and could use the Redacted Information to obtain competing financing based on the Redacted Information rather than their own costs and abilities. The end result is that the competitors of Clearwave will obtain an undue financing advantage over Clearwave, and Clearwave may potentially lose business opportunities as a result, ultimately harming customers as well as Clearwave.

Additionally, the Redacted Information is subject to extensive efforts to maintain its secrecy. Only select Clearwave and Clearwave affiliate personnel are granted access to the Report. Those personnel receive access only on a “need to know” basis. Parties outside of Clearwave and its affiliates who have been granted access to the Report, if any, have confidentiality obligations with respect to the Redacted Information.

[Signature and notarization follow]

I, Nevine White, first being duly sworn, depose and state that I have reviewed the Notice and that to the best of my knowledge, the information included in such report is accurate and that the specific information designated as trade secret constitutes trade secrets pursuant to Article 27 of Chapter 1 of Title 10 of the Georgia Code.

Nevine White
Nevine White

Subscribed and sworn to before me this 23 day of March 2023.

Shauna L Liebenow
Notary Public

My Commission expires: July 7, 2026



Alan Gregory Poole
404-885-3754
alan.poole@troutman.com

PUBLIC DISCLOSURE

March 23, 2023

Ms. Sallie Tanner
Executive Secretary
Georgia Public Service Commission
244 Washington Street, SW
Atlanta, GA 30334-5701

Re: Notice of Exempted Financial Transaction Pursuant to O.C.G.A. § 46-2-28

Dear Ms. Tanner:

This letter is submitted on behalf of Hargray of Georgia, LLC, d/b/a Clearwave Fiber ("Clearwave") to inform the Georgia Public Service Commission ("Commission") of a financing arrangement to be entered into by Clearwave Fiber Intermediate II, LLC, a Delaware limited liability company ("Borrower"), of which Clearwave is an indirect wholly owned subsidiary. Clearwave respectfully submits that the financing arrangement meets the requirements set forth by O.C.G.A. § 46-2-28(g) exempting the arrangement from Commission approval.

Clearwave (Certificate Numbers A-0207, L-0291, R-0819, X-1057) is a South Carolina limited liability company with a principal office at 1375 Chatham Parkway, Savannah, GA, 31405, USA. Clearwave is a competitive local exchange carrier ("CLEC") providing local exchange, intrastate interexchange, interconnected voice over internet protocol ("VoIP"), and broadband Internet access services in Georgia. The Commission recently approved a transaction whereby Cable One, Inc., a Delaware corporation ("Cable One"), obtained ultimate control over Clearwave, as well as a financing transaction whereby Clearwave (among other regulated entities) provided guarantees for Cable One's debt financing arrangements, including any such financing arrangements undertaken in the future without seeking specific approval from the Commission for each such financing arrangement. See *Attachment 1*. Cable One subsequently altered the corporate structure of Clearwave and its upstream affiliates which resulted in Borrower becoming a parent company of Clearwave. See *Attachment 2*. Subsequently, Clearwave altered its corporate structure to interpose Borrower as a new intermediate holding company. See *Attachment 3*.

Borrower is negotiating a credit facility (the "Transaction") with a syndicate of financial institutions [REDACTED] (the "Lenders"). Lenders are financial institutions authorized to enter into such debt transaction by the relevant state and/or federal

agencies. The proposed Transaction will consist of Borrower obtaining a [REDACTED] credit facility (the "Facility"), including [REDACTED]. Proceeds of the Facility shall be used from time to time to finance a portion of the Transaction (including the payment of fees and expenses required to be paid by the Borrower in connection therewith), to provide for working capital and capital expenditures (including working capital adjustments and/or purchase price adjustments), and for other general corporate purposes (including, without limitation, permitted acquisitions, capital expenditures and transaction costs). The Transaction also includes [REDACTED]. [REDACTED] are serving as Joint Lead Arrangers for the lenders and [REDACTED] will serve as the Administrative Agent. Under this Transaction, Clearwave, like Borrower's other subsidiaries, will provide certain guarantees and a first priority perfected security interest (subject to permitted liens) in substantially all existing and after-acquired real and personal property of Clearwave, including, without limitation, 100% of all outstanding equity interests of Clearwave (the "Collateral"). Lenders require Clearwave to provide the Collateral as a condition of, and inducement to enter into, the Facility. As with the Cable One financing transaction recently approved by the Commission, the "Transaction" also includes any financing transaction undertaken in the future by Clearwave without further notification to the Commission for each such financing transaction. The Transaction is scheduled to close on April 1, 2023.

O.C.G.A. § 46-2-28 requires local exchange companies to obtain Commission approval for any issuance of stocks, bonds, notes, or other evidences of debt, payable more than twelve (12) months after the date of issuance, unless the issuance falls under the exception provided in O.C.G.A. § 46-2-28(g), which provides:

Notwithstanding any other provision of this Code section or any other provision of law, local exchange companies as defined in paragraph (10) of Code Section 46-5-162 under the commission's jurisdiction shall be exempt from the provisions of this Code section if the stocks, bonds, notes, or other evidences of debt are issued as part of a debt transaction that is an interstate transaction, as evidenced by the following:

- (1) The local exchange company is a wholly owned subsidiary of a parent company headquartered or domiciled outside of this state;
- (2) The debt transaction is by and between the parent company, the primary obligor, and a national bank or other lending or financial institution licensed or authorized to enter into such debt transaction by any state or federal agency; and
- (3) The local exchange company is issuing stocks, bonds, notes, or other evidences of debt for the purpose of providing collateral or other security to the

lending or financial institution in order to accommodate the debt transaction of a parent company or other entity.

Clearwave submits that the Transaction qualifies for the exception provided in O.C.G.A. § 46-2-28(g). First, Clearwave is a wholly owned indirect subsidiary of the Borrower parent company. Second, the Transaction is between Borrower and a syndicate of national banks authorized to enter into the Transaction. Third, the Collateral provided under the Transaction is necessary to accommodate the Transaction.

The Transaction will serve the public interest. First, the Transaction will provide Clearwave access to additional capital which will enable Clearwave to continue to provide high quality service to customers and thus enhance their competitive presence for voice and data services. Second, the Transaction will help Clearwave upgrade and expand its innovative service offerings throughout its service areas. Third, the Transaction will be seamless and transparent to customers, resulting in no adverse changes to the rates, terms, conditions, or quality of the services provided by Clearwave in Georgia. The Transaction thus will serve the public interest by ensuring that Clearwave has the resources available to continue delivering high-quality and innovative services to consumers and to business customers in Georgia.

In conclusion, Clearwave emphasizes that Transaction will be seamless and transparent to Clearwave's customers, and in no event will result in the discontinuance, reduction, loss, or impairment of service to any existing customers. If the Commission deems any review of the Transaction necessary, Clearwave respectfully requests that the Commission commence its examination of the proposed Transaction as soon as possible and complete its review so that it will be considered and approved by no later than April 1, 2023.

Thank you for your attention and consideration. If there should be any questions regarding this notice, please do not hesitate to contact me at the email and/or phone number provided above.

Sincerely,

By /s/ Alan G. Poole
Alan Gregory Poole

Enclosures:

Attachment 1: Cable One's Prior Joint Application.
Attachment 2: Hargray of Georgia's Cahill Filing.
Attachment 3: Current Organization Chart.

cc:

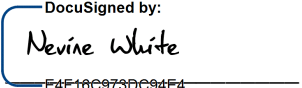
Charles Lawrence
Julie Smith
Nevine White

VERIFICATION ON BEHALF OF HARGRAY OF GEORGIA, LLC

My name is Nevine White. I am the Senior Vice President, Finance and Administration of Hargray of Georgia, LLC d/b/a Clearwave Fiber (“Clearwave”), and I am authorized to verify the Notice of Exempted Financial Transaction Pursuant to O.C.G.A. § 46-2-28 (the “Notice”) on its behalf.

I affirm and declare under penalty of perjury that, to the best of my knowledge, all the statements and representations made in this Notice on behalf of Hargray of Georgia, LLC d/b/a Clearwave Fiber are true and correct.

DATED: March 21, 2023

SIGNED:  DocuSigned by:
Nevine White
E4F16C973DC94E4...

Attachment 1

Charles F. Palmer
charles.palmer@troutman.com

March 8, 2021

VIA HAND DELIVERY

Mr. Reece McAlister
Executive Secretary
Georgia Public Service Commission
244 Washington Street, SW
Atlanta, GA 30334-5701

Re: Joint Application for Change of Control of Hargray Acquisition Holdings, LLC and Approval of Debt Financing

Dear Mr. McAlister:

This joint application is respectfully submitted to the Georgia Public Service Commission ("Commission") pursuant to O.C.G.A. Sections 46-5-41 and 46-2-28, and Ga Comp. R. & Regs. 515-4-1-.01 et seq., requesting approval, to the extent required, of the change of control of Hargray Acquisition Holdings, LLC ("Hargray") and of proposed debt financing arrangements described below (the change of control and the financing are referred to collectively herein as the "Transaction"). Hargray is a privately held holding company of Hargray Communications Group, Inc. Hargray's subsidiaries are telecommunications providers serving communities in Georgia and in South Carolina, Florida, and Alabama. The Hargray subsidiaries regulated by the Commission (the "Regulated Subsidiaries") are:

- Hargray of Georgia, Inc. ("HOG") (Certificate Numbers A-0207, L-0291, R-0819, X-1057) is a South Carolina corporation with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29938. HOG is a cable operator and a competitive local exchange carrier ("CLEC") providing local exchange, intrastate interexchange, interconnected voice over Internet Protocol ("VoIP"), video, and broadband Internet access services in Georgia.
- ComSouth Telecommunications, Inc. ("ComSouth") (Certificate Number IL-009) is a Georgia corporation with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29938. ComSouth is an incumbent local exchange carrier ("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 designated as an eligible telecommunications carrier ("ETC") in Georgia.
- ComSouth Teleservices, Inc. ("CTS") (Certificate Numbers A-110, R-0012) is a Georgia corporation with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29938. CTS is a CLEC providing local exchange, intrastate interexchange,

interconnected VoIP, broadband Internet access services, and alternate operator services in Georgia.

- ComSouth Telenet, Inc. ("CTN") (Certificate Number L-0226) is a Georgia corporation with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29938. CTN is a CLEC providing local exchange, intrastate interexchange, interconnected VoIP, and broadband Internet access services in Georgia.

Hargray has entered into an agreement to be acquired by Cable One, Inc. ("Cable One"), a publicly traded Delaware corporation. The acquisition will be carried out by merging a newly formed subsidiary of Cable One into Hargray, pursuant to which the existing membership interests of Hargray, other than those already owned by Cable One, will be acquired by Cable One. As a result of the Transaction, Cable One will own 100% of the ownership interests of Hargray, including the Regulated Subsidiaries. Attached hereto are organizational charts showing the ownership structure of Hargray both pre- and post-acquisition.

Cable One and Hargray propose that certain of Hargray's subsidiaries, including the Regulated Subsidiaries, (i) guarantee the obligations under debt financing arrangements entered into from time to time by Cable One and its subsidiaries, and (ii) grant to the lenders providing such financing arrangements security interests in substantially all of their assets. The assets governed by the security interests could include, to the extent permitted by law, the regulated facilities, licenses, certificates, and other assets of the Regulated Subsidiaries located in Georgia. Under these Cable One financing arrangements that could be guaranteed by the Regulated Subsidiaries, Cable One's total Net Leverage Ratio cannot exceed 5.0 to 1.0. and will be approximately 4.5 to 1.0 upon closing of the Transaction. This compares favorably to Hargray's current financing capabilities (as previously approved by the Commission) in which the First Lien Net Leverage Ratio cannot exceed 5.75 to 1.0. Information about Cable One's and Hargray's recent financial results is contained in Cable One's publicly filed documents as well as in the February 2021 Investor Presentation attached to this joint application.

As a publicly traded corporation, Cable One periodically amends its debt financing arrangements or undertakes other types of financing transactions based on favorable terms in the market. The parties respectfully request that the Regulated Subsidiaries be permitted to participate in any such financing transactions undertaken by Cable One in the future without seeking specific approval from the Commission for each such financing transaction.

Founded in 1947, Hargray is a regional telecommunications company providing broadband internet access services, video, and telephone communications services in a growing set of markets in Georgia, South Carolina, Alabama, and Florida. Hargray is committed to delivering the most advanced technology and the best service for its customers and is active in the communities it serves. It supports a wide range of local charities, organizations, projects and events, including through the company's Caring Coins Foundation which raises money from customer bills for community organizations.

Cable One (NYSE: CABO) is a leading broadband communications provider serving more than 950,000 residential and business customers in 21 states¹ through its Sparklight®, Fidelity, 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 provide scalable and cost-effective products for businesses ranging in size from small to mid-market, in addition to enterprise, wholesale, and carrier customers. Information about Cable One, including its audited financial statements, is contained in the Cable One 2020 10-K attached to this application.

Following the completion of the Transaction, Hargray will continue to provide high-quality communications services in Georgia, while gaining access to the additional resources provided by Cable One. The Transaction will be conducted in a manner that will be transparent to Hargray's current customers. All of the Regulated Subsidiaries operate under the "Hargray" name, and customers will continue to receive service from "Hargray" after consummation of the Transaction. The customers of the Regulated Subsidiaries will continue to receive the same services that they receive today without changes to their service offerings or rates as result of the Transaction. In this regard, the Transaction will not result in a change of carrier for existing Hargray customers or any transfer of authorizations.

The Transaction will serve the public interest. First, the Transaction will provide Hargray with access to additional capital by substituting Hargray's existing equity investors with a substantial new owner, Cable One. Cable One's considerable financial resources will enable Hargray's operating subsidiaries, including the Regulated Subsidiaries, to continue to provide high quality service to customers and thus enhance their competitive presence for voice, data, and video services. Moreover, the strong financial position of Cable One will enhance Hargray's ability to upgrade and expand its innovative service offerings throughout its service areas. The Transaction thus will serve the public interest by ensuring that Hargray has the resources available to continue delivering high-quality and innovative services to consumers and to business customers in Georgia.

Second, the Transaction will not result in changes to Hargray's commitment to a well-established, experienced, and successful management team. The public interest will be served by the continuity in Hargray management and operations, which will be further enhanced by access to Cable One's experience, management, and financial and operational resources.

Third, while the Transaction will maintain and enhance Hargray's capabilities, it will not cause any diminution in competition. The Transaction will not eliminate any service provider in any geographic areas. Moreover, Cable One does not provide any competing service in Georgia. Therefore, the Transaction does not pose any anticompetitive threat in connection with any communications service. To the contrary, by enabling Hargray to continue delivering its high-quality services and to enhance competition with other providers, the Transaction will be strongly pro-competitive.

¹ The 21 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.

Fourth, because the proposed change in ownership will occur at the holding company level, the Transaction will be entirely seamless to consumers. Hargray will continue to provide high-quality communications services to customers without interruption, and Hargray 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 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 therefore should approve the proposed Transaction.

In conclusion, Hargray emphasizes that the proposed change of control and financial transaction will be seamless and transparent to Hargray's customers, and in no event will result in the discontinuance, reduction, loss, or impairment of service to any existing customers. Accordingly, it is respectfully requested that the Commission commence its examination of the proposed Transaction as soon as possible and complete its review so that it will be considered and approved by no later than April 30, 2021.

Thank you for your consideration of the application. If there should be any questions regarding this joint application, please do not hesitate to contact me.

Sincerely,


Charles F. Palmer

CFP

Enclosures

Verifications

Pre- and Post-Transaction Ownership Structure

Cable One February 2021 Investor Presentation

Cable One 2020 10-K

cc:

Mr. Leon Bowles

Chérie R. Kiser, Counsel to Cable One, Inc.

**VERIFICATION ON BEHALF OF HARGRAY ACQUISITION HOLDINGS, LLC
AND THE REGULATED SUBSIDIARIES**

My name is David H. Armistead. I am the Senior Vice President of Hargray Acquisition Holdings, LLC and the Regulated Subsidiaries, and I am authorized to verify the Joint Application in their behalf.

I affirm and declare under penalty of perjury that, to the best of my knowledge, all the statements and representations made in this Joint Application on behalf of Hargray Acquisition Holdings, LLC and the Regulated Subsidiaries are true and correct.

DATED: March 8, 2021

SIGNED:

A handwritten signature in blue ink, appearing to read "D. H. Armistead". The signature is written in a cursive style with a large initial "D" and "H".

VERIFICATION ON BEHALF OF CABLE ONE, INC.

My name is Peter N. Witty. I am the Senior Vice President, General Counsel and Secretary of Cable One, Inc. ("Cable One") and I am authorized to verify the Joint Application in its behalf.

I affirm and declare under penalty of perjury that all of the statements and representations made in this Joint Application on behalf of Cable One are true and correct to the best of my knowledge, information, and belief.

DATED: March 8, 2021

SIGNED: _____

Peter N Witty

Attachment 2

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
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LUIS R. PENALVER
KIMBERLY PETILLO-DÉCOSSARD
SHEILA C. RAMESH
MICHAEL W. REDDY
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THORN ROSENTHAL
TAMMY L. ROY
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HERBERT S. WASHER
MICHAEL B. WEISS
DAVID WISHENGRAD
C. ANTHONY WOLFE
COREY WRIGHT
ELIZABETH M. YAHL
JOSHUA M. ZELIG

* 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

November 19, 2021

Via E-File and Federal Express

Reece McAlister
Executive Secretary
Georgia Public Service Commission
244 Washington Street, SW
Atlanta, GA 30334-9052

**Re: Docket Nos. 14478, 14865, 16223 (Hargray of Georgia, Inc.)
Docket No. 11636 (ComSouth Telenet, Inc. d/b/a Hargray)
Docket No. 5929 (ComSouth Teleservices, Inc. d/b/a Hargray)
Notice of Pending Transactions**

Dear Secretary McAlister:

Hargray of Georgia, Inc. (“Hargray”) and its affiliates ComSouth Telenet, Inc. d/b/a Hargray (“CTN”) and ComSouth Teleservices, Inc. d/b/a Hargray (“CTS”) (Hargray, CTN, and CTS collectively, the “Parties”) respectfully notify the Georgia Public Service Commission (the “Commission”) of four pending transactions involving the Parties (the “Transactions”). The Transactions do not involve the issuance of stocks, bonds, notes, or other evidence of debt payable more than 12 months after the date of issuance, and thus do not require prior approval from the Commission pursuant to O.C.G.A. § 46-2-28. The Parties therefore submit this notice pursuant to the Commission’s requirements and procedures for transactions that do not require approval under O.C.G.A. § 46-2-28.¹ The Parties plan to consummate the Transactions by the end of 2021 assuming the receipt of all necessary regulatory approvals.

¹ Georgia Public Service Commission Telecommunications Unit Financing Authority Requirements and Procedures (revised July 28, 2021).

DESCRIPTION OF THE PARTIES

A. Hargray of Georgia, Inc.

Hargray is a South Carolina corporation with a principal office located at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29928. Hargray holds Certificate Nos. A-0207, L-0291, R-0819, X-1057 in Georgia. Hargray is a cable operator and a competitive local exchange carrier (“CLEC”) providing local exchange, intrastate interexchange, interconnected voice over Internet Protocol (“VoIP”), video, and broadband Internet access services in Georgia. Hargray also holds authority from the Federal Communications Commission (“FCC”) to provide domestic interstate and international telecommunications services.

Hargray is a wholly owned, indirect subsidiary of Cable One, Inc. (“Cable One”), 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 24 states.

B. ComSouth Telenet, Inc. d/b/a Hargray

CTN is a Georgia corporation with a principal office located at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29928. CTN holds Certificate No. L-0226 in Georgia. CTN is a cable operator and a CLEC providing local exchange, interconnected VoIP, video, and broadband Internet access services in Georgia. CTN holds authority from the FCC to provide domestic interstate telecommunications services. CTN also is a wholly owned, indirect subsidiary of Cable One. CTN operates under the “Hargray” name in Georgia.

C. ComSouth Teleservices, Inc. d/b/a Hargray

CTS is a Georgia corporation with a principal office located at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29928. CTS holds Certificate Nos. A-110 and R-0012 in Georgia. CTS provides intrastate interexchange and alternate operator services in Georgia. CTS holds authority from the FCC to provide domestic interstate telecommunications services. CTS also is a wholly owned, indirect subsidiary of Cable One. CTS operates under the “Hargray” name in Georgia.

DESCRIPTION OF THE TRANSACTIONS

The Parties will undertake the following steps to complete the contemplated Transactions:

First, Hargray and CTN will undergo an internal corporate reorganization pursuant to which certain of Hargray’s customers and assets will be transferred to CTN. After completion of the reorganization, both Hargray and CTN will continue to serve customers in Georgia pursuant to their existing authorizations.

Second, CTN and CTS will undergo an internal corporate reorganization pursuant to which CTS will transfer its existing Commission authorizations and customers to CTN. Following

completion of the reorganization, CTN will provide local exchange service, intrastate interexchange, and alternate operator services pursuant to its existing authorizations and those authorizations transferred from CTS. CTS will no longer operate in Georgia following completion of the reorganization transaction.

Third, Hargray will convert from a South Carolina corporation to a South Carolina limited liability company. All of the Georgia certificates of authority held by Hargray should be updated to reflect Hargray's name as Hargray of Georgia, LLC. Hargray will update its tariffs to reflect its new name under separate cover. CTN also may convert from a Georgia corporation to a Georgia limited liability company, and CTN will notify the Commission and update its tariffs under separate cover if this change in corporate form occurs.

Fourth, control of Hargray will be transferred from Cable One to NewCo, a Delaware limited liability company to be formed at a later date. NewCo will be a joint venture between Cable One (the current parent of Hargray), GTCR Strategic Growth Investment I LLC ("GTCR"), an affiliate of Stephens Capital Partners LLC ("Stephens"), an affiliate of The Pritzker Organization, L.L.C. ("TPO"), and a limited number of other accredited investors organized by Michael Gottdenker (the "Other Investors"), who formerly was the Chief Executive Officer of Hargray Communications Group, LLC prior to its acquisition by Cable One in May 2021. Cable One will contribute Hargray to the joint venture and GTCR, Stephens, TPO, and the Other Investors will contribute cash to the joint venture. The goal of the joint venture is to expand Hargray's existing commercial and residential fiber networks in existing and expansion markets. NewCo will not hold any Commission authorizations or licenses, and will not provide any services. Cable One will hold approximately 58.28% of the membership interests of NewCo, and GTCR will hold approximately 21.19% of the membership interests of NewCo.² The remaining membership interests will be held by Stephens, TPO, and the Other Investors (each having a less than 10% interest).³ For the Commission's convenience, pre- and post-transaction corporate organizational charts depicting the entities involved in the transfer of control are included herein.

CUSTOMER NOTICE CONSIDERATIONS

The Transactions will be transparent to the Parties' customers. After completion of the Transactions, customers will continue to receive service under the "Hargray" name as they do today, and all billing and correspondence will continue to reflect the "Hargray" name for the immediate future. Accordingly, customer notice is not required under Georgia or FCC customer notice rules because there will be no change in service provider from the customer's perspective.

² Cable One and GTCR may hold their interests in NewCo through one or more wholly owned subsidiaries.

³ NewCo will be governed by a Board of Directors, and each of Cable One, GTCR, Stephens, and TPO will have the right to designate a certain number of directors. Additionally, the Executive Chairman of NewCo will serve as a director. NewCo's business affairs, development of NewCo's business, and all other business activities of the joint venture will be carried out by a management team that will be designated by the Board of Directors, subject to certain veto rights to be granted to GTCR, Stephens, and TPO.

PUBLIC INTEREST CONSIDERATIONS

The Transactions further the public interest, convenience, and necessity. The Transactions advance economic efficiency by enabling the Parties to achieve economies of scale and expand their offerings and services to a broader customer base. The Transactions also will enable the Parties to strengthen their competitive position to the benefit of consumers and the communications marketplace.

In addition, the Transactions will be transparent to current customers of the Parties. The Transactions 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 at the same rates, terms, and conditions for the immediate future. The Transactions will not result in the discontinuance, reduction, loss, or impairment of service to any customer. After completion of the Transactions, Hargray and CTN will continue to provide high-quality communications services to Georgia customers without interruption.

The Transactions also will not adversely affect competition because there will be no reduction of competitors and customers will continue to have access to the same competitive alternatives they have today. The Transactions do not harm consumers or negatively impact the telecommunications market in Georgia. In short, the Transactions serve the public interest by enhancing the Parties' strengths without posing any threat of anticompetitive effects or other public interest harms.

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

Respectfully submitted,

/s/ Chérie R. Kiser

Chérie R. Kiser
Angela F. Collins

Counsel for
Hargray of Georgia, Inc.,
ComSouth Telenet, Inc. d/b/a Hargray, and
ComSouth Teleservices, Inc. d/b/a Hargray

Attachment

Exhibit A-1
PRE-TRANSACTION

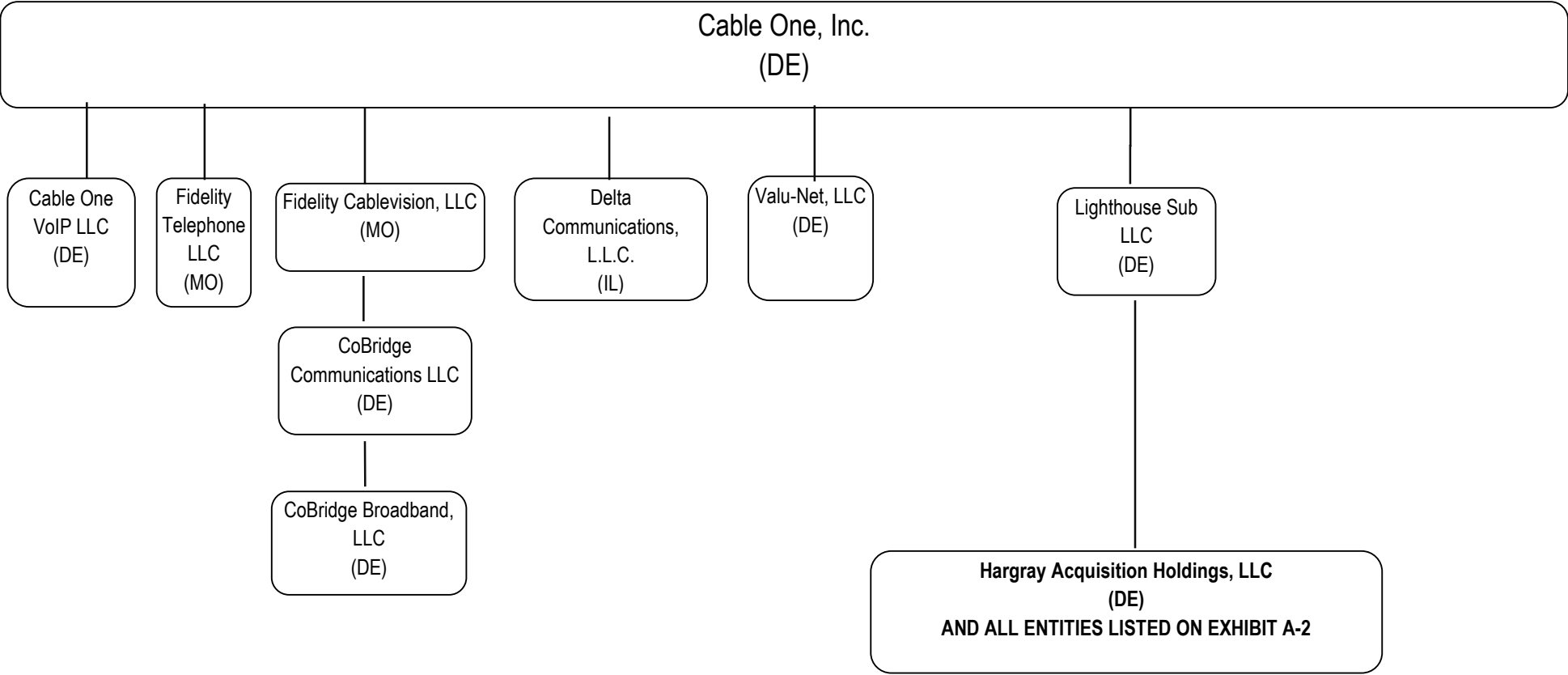


Exhibit A-2

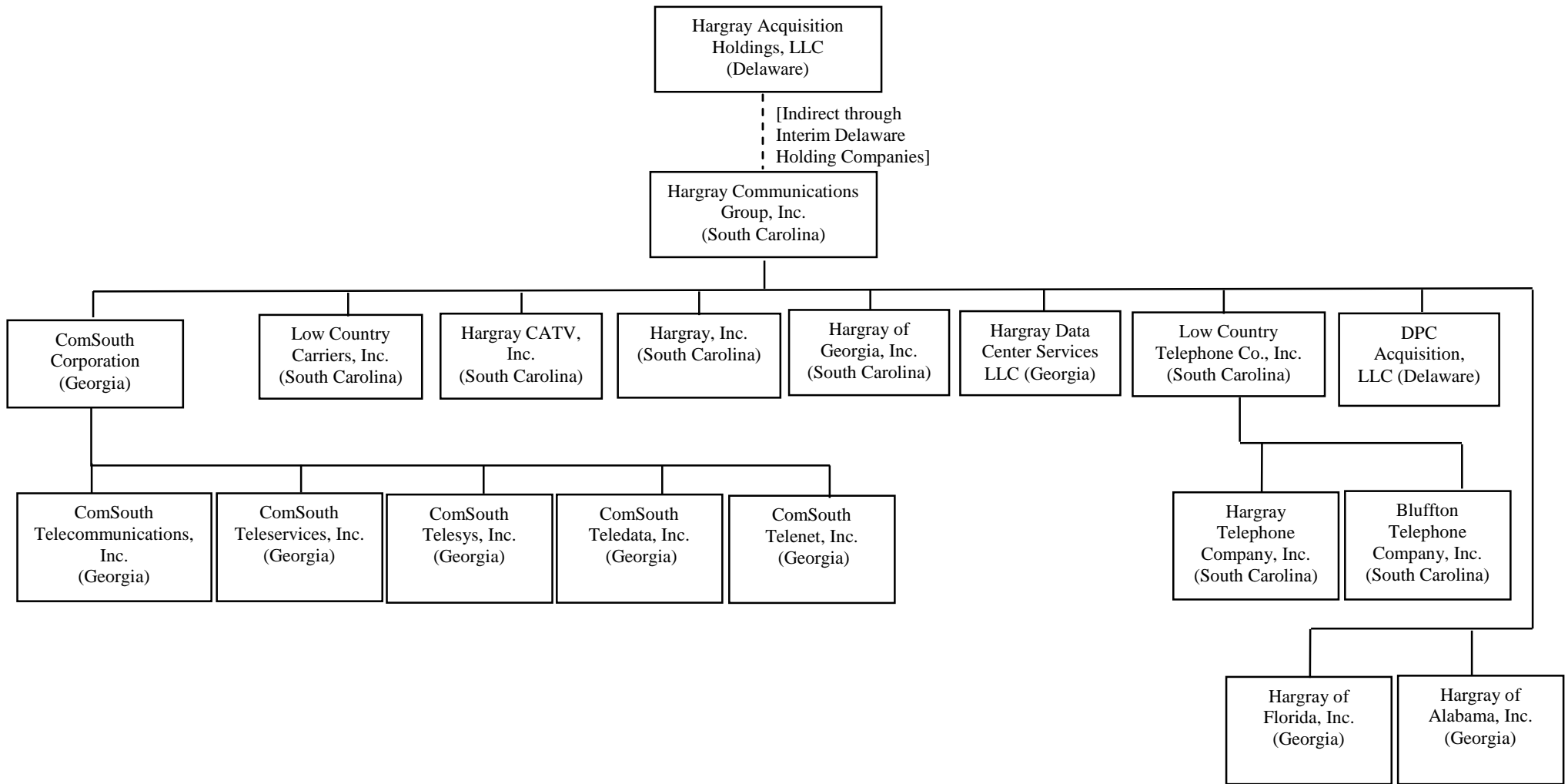
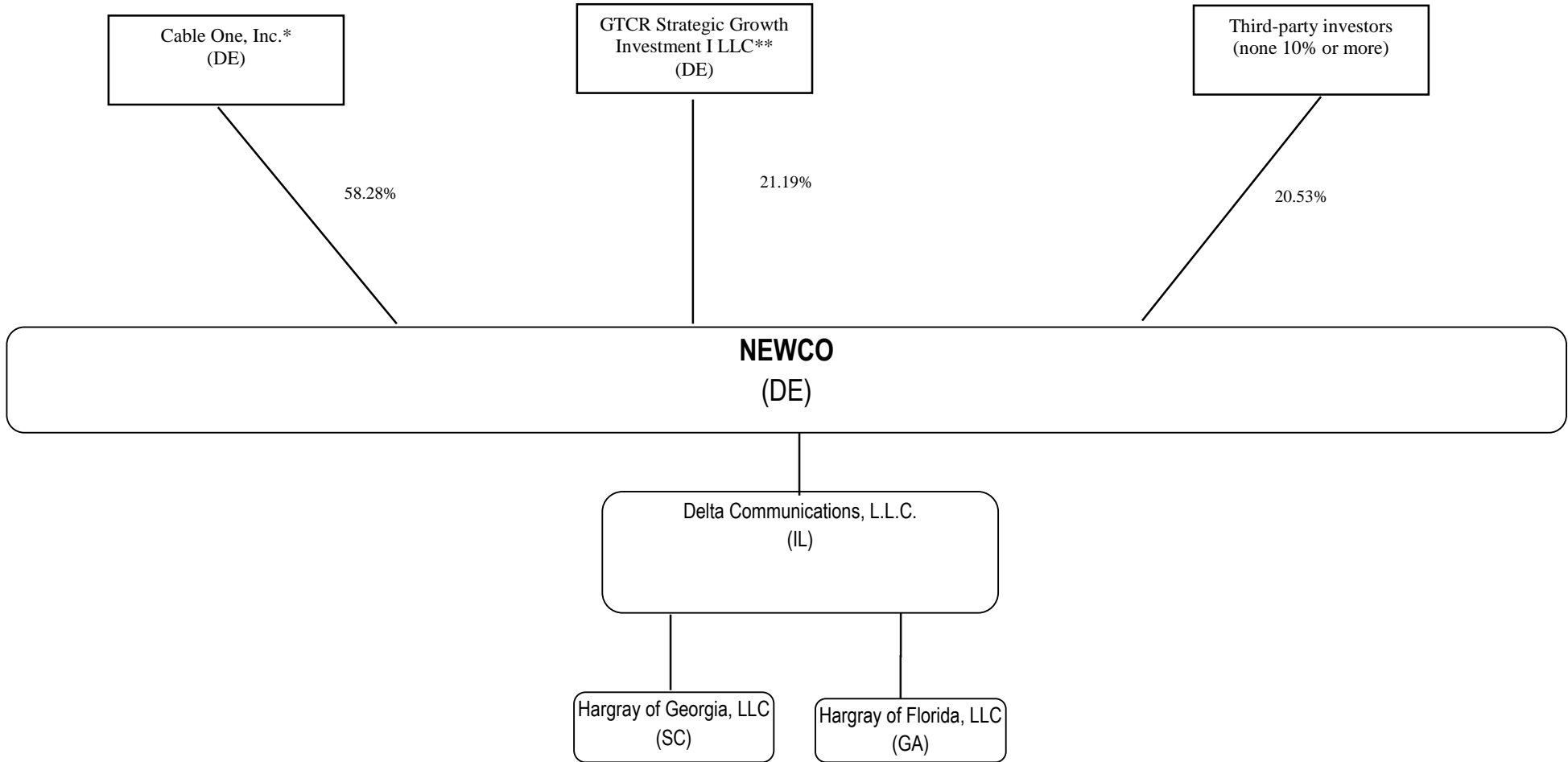


Exhibit A-3
POST-TRANSACTION



* Cable One, Inc. may hold its interest in NewCo through one or more wholly owned or controlled entities.

** GTCR Strategic Growth Investment I LLC will hold its interest in NewCo through one or more wholly owned or controlled entities.

Attachment 3

