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READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING (1) LOCKBOX #979091	FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE FORM 159 PAGE NO 1 OF 1	APPROVED BY OMB 3060-059 SPECIAL USE FCC USE ONLY
SECTION A - Payer Information		
(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card) Hargray Communications Group, Inc.		(3) TOTAL AMOUNT PAID (dollars and cents) \$1155.00
(4) STREET ADDRESS LINE NO. 1 856 William Hilton Parkway		
(5) STREET ADDRESS LINE NO. 2 PO Box 5986		
(6) CITY Hilton Head Island	(7) STATE SC	(8) ZIP CODE 29938-5986
(9) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE) 843-6861210		(10) COUNTRY CODE (IF NOT IN U.S.A.) US
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED		
(11) PAYER (FRN) 0004213724	(12) FCC USE ONLY	
IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)		
(13) APPLICANT NAME Hargray Communications Group, Inc.		
(14) STREET ADDRESS LINE NO. 1 856 William Hilton Parkway		
(15) STREET ADDRESS LINE NO. 2 PO Box 5986		
(16) CITY Hilton Head Island	(17) STATE SC	(18) ZIP CODE 29938-5986
(19) DAYTIME TELEPHONE NUMBER (INCLUDING AREA CODE) 843-6861210		(20) COUNTRY CODE (IF NOT IN U.S.A.) US
FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED		
(21) APPLICANT (FRN) 0004213724	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) FCC Call Sign/Other ID	(24A) Payment Type Code(PTC) CDT	(25A) Quantity 1
(26A) Fee Due for (PTC) \$1,155.00	(27A) Total Fee \$1155.00	FCC Use Only
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) FCC Call Sign/Other ID	(24B) Payment Type Code(PTC)	(25B) Quantity
(26B) Fee Due for (PTC)	(27B) Total Fee	FCC Use Only
(28B) FCC CODE 1	(29B) FCC CODE 2	

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
Application of)	
)	
W. Mansfield Jennings Limited)	
Partnership,)	
<i>Transferor</i>)	
)	
and)	WC Docket No. 18-_____
)	
Hargray Communications Group, Inc.,)	
<i>Transferee</i>)	
)	
For Consent to the Transfer of Control of)	
ComSouth Corporation Pursuant to)	
Section 214 of the Communications Act)	
of 1934, as Amended)	

**APPLICATION TO TRANSFER CONTROL OF DOMESTIC SECTION 214
AUTHORITY**

**HARGRAY COMMUNICATIONS GROUP,
INC.**

Rebekah P. Goodheart
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Suite 900
Washington, DC 20001

Counsel for Hargray Communications Group, Inc.

February 22, 2018

**W. MANSFIELD JENNINGS LIMITED
PARTNERSHIP**

Genelle B. Jennings
General Partner
W. MANSFIELD JENNINGS LIMITED PARTNERSHIP
83 Mansfield Drive
Hawkinsville, GA 31036

TABLE OF CONTENTS

APPLICATION TO TRANSFER CONTROL OF DOMESTIC SECTION 214 AUTHORITY	1
APPLICATION TO TRANSFER CONTROL OF DOMESTIC SECTION 214 AUTHORITY	1
I. DESCRIPTION OF THE PARTIES	3
A. Hargray Communications Group, Inc. (Transferee) and its Subsidiaries	3
B. ComSouth Corporation (Company)	5
C. W. Mansfield Jennings Limited Partnership (Transferor)	5
II. DESCRIPTION OF THE TRANSACTION	5
III. THE TRANSACTION WILL PROMOTE THE PUBLIC INTEREST.....	6
IV. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES	8
V. CONCLUSION.....	14

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of 1934, as Amended)	

**APPLICATION TO TRANSFER CONTROL OF DOMESTIC SECTION 214
AUTHORITY**

Hargray Communications Group, Inc. (“Hargray Communications”) and W. Mansfield Jennings Limited Partnership (“Mansfield” and, together with Hargray Communications, the “Applicants”), hereby request authority pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), and Sections 63.03 and 63.04 of the Commission’s rules, for the transfer of control of ComSouth Corporation (“ComSouth” or the “Company”) from Mansfield to Hargray Communications (the “Transaction”).¹

ComSouth is a wholly owned subsidiary of the transferor, Mansfield. ComSouth, through its subsidiaries operating in Georgia, holds blanket domestic Section 214 authority to

¹ 47 U.S.C. § 214; 47 C.F.R. §§ 63.03, 63.04.

provide interstate telecommunications services, and the Company also provides a variety of communications and broadband services, including fiber-optics, local and long-distance telephone, broadband, and digital HDTV. Hargray Communications, the transferee, is a U.S. regional telecommunications company providing broadband, video, and telecommunications services in Georgia and South Carolina, and is indirectly majority-owned by trusts that are held for the benefit of Thomas J. Pritzker and other members of the Pritzker family.

As described below, the Transaction will promote the public interest by providing new capital and ensuring that ComSouth will have the resources necessary to continue to provide high-quality services and to compete effectively in the telecommunications marketplace. The Transaction, which entails only a change in equity ownership at the parent level, will be seamless to consumers and will not result in any discontinuance or impairment of ComSouth's services. Likewise, the Transaction will have no adverse effects on competition in the areas served by ComSouth, as ComSouth will continue to operate and compete vigorously throughout its service areas and the Transaction will not eliminate any existing competitors.

The Applicants hereby respectfully request streamlined treatment for this Application, pursuant to Section 63.03 of the Commission's rules.² This Application qualifies for streamlined processing, because (i) Hargray Communications, the transferee, and its affiliates will provide competitive telephone exchange services and exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction; (ii) Hargray Communications and ComSouth combined will have fewer than 2% of the nation's subscriber lines installed in the aggregate nationwide and no overlapping or adjacent service areas; and (iii) Hargray Communications and ComSouth combined will hold less than a ten

² *Id.* § 63.03.

percent share of the interstate interexchange market. Thus, the Transaction will enhance the public interest and presents no risk of competitive harm in Georgia, or elsewhere.³

I. DESCRIPTION OF THE PARTIES

A. Hargray Communications Group, Inc. (Transferee) and Its Subsidiaries

Hargray Communications Group, Inc. is a privately held telecommunications provider serving southeastern South Carolina and areas in south and northeastern Georgia. Headquartered in Hilton Head Island, South Carolina, Hargray Communications has been in operation since the 1940s and, through its subsidiaries and affiliates, provides residential, commercial, and enterprise customers with voice, data, video, and managed IT services. Voice services provided by Hargray Communications' subsidiaries include local dial tone, long distance, and various calling features such as 911 and call waiting. Cable television services provided by Hargray Communications' subsidiaries in South Carolina and Georgia include basic, digital, and high definition video programming, as well as on demand and parental control features. Data services include broadband internet access at speeds of up to 1 Gbps.

As described further in the attached Post-Transaction Structure chart, Hargray Communications is owned by Hargray Acquisition Holdings, LLC ("Hargray Acquisition"), a Delaware limited liability company formed as a holding company for Hargray Communications. Hargray Acquisition is ultimately owned by the following entities: (i) TPO-Hargray, LLC ("TPO-Hargray"); (ii) Redwood Cable Holdings, LLC ("Redwood Cable"); and (iii) Stephens Hargray Cable LLC ("Stephens Cable").

³ Alternatively, for the reasons set forth above, Applicants request streamlined treatment on a case-by-case basis, and for the Commission to process the Application using similar timeframes for comments and approvals as would be used for an application granted streamlined processing. *See Implementation of Further Streamlining Measures for Domestic 214 Authorizations*, Report and Order, 17 FCC Rcd 5517 ¶ 34 (2002).

Hargray Communications' subsidiaries holding domestic and/or international authorizations under Section 214 of the Act include the following:

- **Hargray, Inc.**, a direct, wholly owned subsidiary of Hargray Communications, is a competitive local exchange carrier ("CLEC") that provides local exchange, interexchange, video, and high-speed data services in southeastern South Carolina.
- **Hargray of Georgia, Inc.**, a direct, wholly owned subsidiary of Hargray Communications, is a CLEC that provides local exchange, interexchange, video, and high-speed data services in areas in south and northeastern Georgia.
- **Hargray Telephone Company, Inc.**, an indirect wholly owned subsidiary of Hargray Communications, is an incumbent local exchange carrier ("ILEC") providing local exchange and high-speed data services to over 23,000 residential and business customers in Hilton Head, Hardeeville, and Jasper, South Carolina.
- **Bluffton Telephone Company, Inc.**, an indirect, wholly owned subsidiary of Hargray Communications, is an ILEC providing local exchange and high-speed data services to over 15,000 residential and business customers in Bluffton, South Carolina.
- **Low Country Carriers, Inc. (d/b/a Hargray Long Distance Co.)** is a direct, wholly owned subsidiary of Hargray Communications that provides interexchange telecommunications services in South Carolina and Georgia exclusively to customers of affiliated carriers.

B. ComSouth Corporation (Company)

ComSouth is an independent telecommunications company serving multiple communities and markets in Georgia. Through its subsidiaries and affiliates, ComSouth serves the cities of Hawkinsville, Perry, Fort Valley, Cochran, Unadilla, Pinehurst, Marshallville, Kathleen, Bonaire, and the counties of Peach and Macon. ComSouth provides a variety of communications services, including fiber-optics, local and long-distance telephone, broadband Internet access and digital HDTV. ComSouth provides domestic interstate and intrastate telecommunications services through its subsidiaries ComSouth Telecommunications, Inc. and ComSouth Telenet, Inc., and provides long-distance telephone service through its subsidiary ComSouth Teleservices, Inc.

C. W. Mansfield Jennings Limited Partnership (Transferor)

Mansfield is a Georgia limited partnership, headquartered in Hawkinsville, Georgia, and is ComSouth's direct parent. Mansfield is controlled by a general partner, Genelle B. Jennings, holding a 1% interest in the partnership. Mansfield also has four limited partners holding a 24.75% interest each: W. Mansfield Jennings, III, Meredith Jennings McDaniel, Jennings Family Trust III, and Jennings Family Trust IV. The latter two trusts are organized for the benefit of W. Mansfield Jennings III and Meredith Jennings McDaniel respectively. Mansfield, through its ComSouth operating subsidiaries, provides communication services and products in Georgia.

II. DESCRIPTION OF THE TRANSACTION

On February 12, 2018, Mansfield, ComSouth, and Hargray Communications entered into a Stock Purchase Agreement, whereby Hargray Communications, subject to customary terms and conditions, agreed to purchase 100% of ComSouth's common stock from Mansfield. Upon the closing of the transaction, ComSouth, and its subsidiary entities, will become wholly owned subsidiaries of Hargray Communications. The closing of the transaction will be the last day of

the month in which conditions precedent to obligations of the seller and buyer have been met. It is anticipated that the closing date will be March 31, 2018, contingent on Commission and Georgia state approvals. The Transaction will result in the transfer of control of Hargray Communications' various subsidiaries that offer domestic interstate and intrastate telecommunications services pursuant to Section 63.01 of the Commission's rules.⁴

Diagrams of the pre- and post-Transaction corporate structure of ComSouth and Hargray Communications are provided hereto as Exhibit A.

III. THE TRANSACTION WILL PROMOTE THE PUBLIC INTEREST

Pursuant to Section 214 of the Act, the Commission will approve a proposed transfer of control of an authorization if it concludes that, after balancing the potential benefits and harms, approval would serve the public interest, convenience, and necessity.⁵ This Application easily satisfies this standard.

First, the Transaction will provide ComSouth with new equity holders and access to additional capital. The Transaction will substitute ComSouth's existing equity investors with new equity investors. These investors' substantial financial resources will enable ComSouth, through its operating subsidiaries, to continue to provide high quality service to customers and thus enhance its competitive presence for voice, data, and video services. Moreover, the additional financial resources of Hargray Communications, Hargray Acquisition, and its owners (collectively, "Hargray") will strengthen ComSouth's ability to enhance and expand its offerings and provide more advanced communications services throughout its service areas, which includes rural areas in Georgia. The Transaction thus will serve the public interest by ensuring

⁴ 47 C.F.R. § 63.01.

⁵ 47 U.S.C. § 214.

that ComSouth has the resources available not only to continue delivering high-quality and innovative services to residential and business customers, but also to enhance and improve the services available to those customers. Many of these customers are in rural areas and, thus, the Transaction ensures that ComSouth has the resources to improve and expand advanced services to rural consumers.

Second, as a result of this Transaction, ComSouth will be managed by Hargray Communications' well-established, experienced, and successful management team. The public interest will be served by the provision of the managerial capabilities and resources of Hargray.

Third, while the transaction will maintain and enhance ComSouth's capabilities, it will not cause any diminution in competition. The Transaction will enhance the public interest and will not eliminate any service provider in any geographic area. Moreover, Hargray does not provide any competing service or hold an attributable interest in any communications service provider in these areas. Therefore, the Transaction does not pose any anticompetitive threat in connection with any communications service. To the contrary, by enabling ComSouth to continue delivering its high-quality services and to enhance competition with other providers, the Transaction will enhance competition.

Fourth, the Transaction will be entirely seamless to consumers. ComSouth will continue to provide high-quality communications services to customers without interruption, and Hargray Communications and Hargray Acquisition have 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 ComSouth'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 transfer of control.

IV. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES

In accordance with 47 C.F.R. § 63.04(a), the Applicants submit the following information requested in 47 C.F.R. §§ 63.04(a)(1) through (a)(12).

(1) Name, address, and telephone number of each Applicant:

Transferee:

Hargray Communications Group, Inc.
870 William Hilton Parkway
Building C (29928)
P.O. Box 5986
Hilton Head Island, SC 29938
Tel: 843-686-1246

Transferor and Company:

W. Mansfield Jennings Limited Partnership
99 Broad Street
Hawkinsville, GA 31036
Tel: 478-396-2344

ComSouth Corporation
99 Broad Street
Hawkinsville, GA 31036
Tel: 478-783-4001

(2) Jurisdiction under which Applicants are organized:

Hargray Communications Group, Inc. is a corporation organized under the laws of South Carolina.

W. Mansfield Jennings Limited Partnership is a limited partnership organized under the laws of Georgia.

ComSouth Corporation is a corporation organized under the laws of Georgia.

(3) Correspondence concerning this Application should be addressed to:

Transferee:

Andrew Rein
Chief Financial Officer
Hargray Communications Group, Inc.
870 William Hilton Parkway
Building C (29928)
P.O. Box 5986
Hilton Head Island, SC 29938
Tel: 843-686-1246

with a copy to:

Rebekah P. Goodheart
David M. Didion
Jenner & Block LLP
1099 New York Avenue, NW
Suite 900
Washington, DC 20001
Tel: 202-639-6000

Transferor:

Genelle B. Jennings
General Partner
W. Mansfield Jennings Limited Partnership
99 Broad Street
Hawkinsville, GA 31036
Tel: 478-396-2344

with a copy to:

Rob Brooks
President and CEO
ComSouth Corporation
99 Broad Street
Hawkinsville, GA 31036
Tel: 478-783-4001

(4) Name, address, citizenship, and principal business of owners with 10% or greater direct or indirect ownership interest:

Upon consummation of the Transaction, ComSouth will be a wholly owned subsidiary of Hargray Communications. Hargray Communications is a South Carolina corporation located at the address provided in Section IV(1) above. Hargray Communications is wholly owned by Hargray Acquisition through a number of holding companies, each of which will be formed under Delaware law. Hargray Acquisition is a Delaware holding company. Hargray Acquisition, in turn, is a direct, wholly owned subsidiary of three entities:

1. TPO-Hargray, LLC, a Delaware limited liability company, is expected to hold approximately 51.8% of the common equity interest of Hargray Acquisition. TPO-Hargray will be a holding company for the investment in Hargray Acquisition.
 - 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. Upon closing, TPO Venture Partners will own 100% of the voting, and over 90% 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, LLC, 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 101 S. Reid Street, Suite 307 (Office 316), Sioux Falls, SD 57103.
 - The address of Maroon Private Trust Company, LLC is 101 S. Reid Street, Suite 307 (Office 315-Maroon), Sioux Falls, SD 57103.
 - The address of Maroon Trust and Thomas J. Pritzker is 71 South Wacker Drive, Suite 4700, Chicago, IL 60606.

2. Redwood Cable Holdings, LLC, a Delaware limited liability company, is expected to hold approximately 22.2% of the common equity interest of Hargray Acquisition. Redwood Cable will be a holding company for the investment in Hargray Acquisition.
 - 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.
3. Stephens Hargray Cable LLC, an Arkansas limited liability company, is expected to hold approximately 19.2% of the common equity interest of Hargray Acquisition. Stephens Cable will be a holding company for the investment in Hargray Acquisition.
 - 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 2500, Little Rock, AR 72201.

No other person or entity, directly or indirectly, will control or own a ten percent or greater direct equity interest in ComSouth upon the closing of the Transaction. The owners and ownership interests held in the transferor, Mansfield, are described in Section I.C above and the attached Post-Transaction Structure chart. The contact address for all these partners appears

under Transferor in Section IV(3). W. Mansfield Jennings, III and Meredith Jennings McDaniel are U.S. citizens whose principal business is investments. Jennings Family Trust III and Jennings Family Trust IV are Georgia-organized trusts. Jennings Family Trust III's trustee is Meredith Jennings McDaniel and its beneficiary is W. Mansfield Jennings, III. Jennings Family Trust IV's trustee is W. Mansfield Jennings, III and its beneficiary is Meredith Jennings McDaniel.

(5) Certification regarding Section 5301 of Anti-Drug Abuse Act of 1988:

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.

(6) Description of the Transaction:

The Transaction is described in Section II above.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Hargray Communications', and its subsidiaries', domestic telecommunications service offerings and operating areas are as described in Section I.A above. ComSouth's, and its subsidiaries', domestic telecommunications service offerings and operating areas are as described in Section I.B above.

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment:

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's rules.⁶ With respect to domestic authority, this

⁶ *Id.* § 63.03.

Application is eligible for streamlined processing because, immediately following the Transaction:

- Hargray Communications (and its affiliates) will have less than ten percent market share in the interstate, interexchange market; Hargray Communications and its affiliates will provide competitive local exchange service only in areas served by dominant local exchange carriers that are not a party to the Transaction; neither Hargray Communications nor its affiliates provide telecommunications service in the geographic areas where ComSouth, through its subsidiaries, provides dominant ILEC services; and Hargray Communications and ComSouth have, in combination, fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas.⁷

(9) Other Commission applications related to the Transaction:

No other Commission applications have been filed in relation to this Transaction.

(10) Imminent business failure considerations:

No party is requesting special consideration because it is facing imminent business failure.

(11) Waiver requests sought in connection with the Transaction:

Not applicable.

(12) Public interest statement:

Consummation of the Transaction will serve the public interest, convenience, and necessity for the reasons detailed in Section III above.

⁷ *Id.* § 63.03(b)(2).

V. CONCLUSION

For the foregoing reasons, Commission approval of this Section 214 Application will serve the public interest, convenience, and necessity. Accordingly, Applicants respectfully request that the Commission grant the Application as expeditiously as possible pursuant to its streamlined processing procedures.

Respectfully submitted,

**HARGRAY COMMUNICATIONS GROUP,
INC.**



Rebekah P. Goodheart
David M. Didion
JENNER & BLOCK LLP
1099 New York Avenue, NW
Suite 900
Washington, DC 20001

Counsel for Hargray Communications Group, Inc.

February 22, 2018

**W. MANSFIELD JENNINGS LIMITED
PARTNERSHIP**

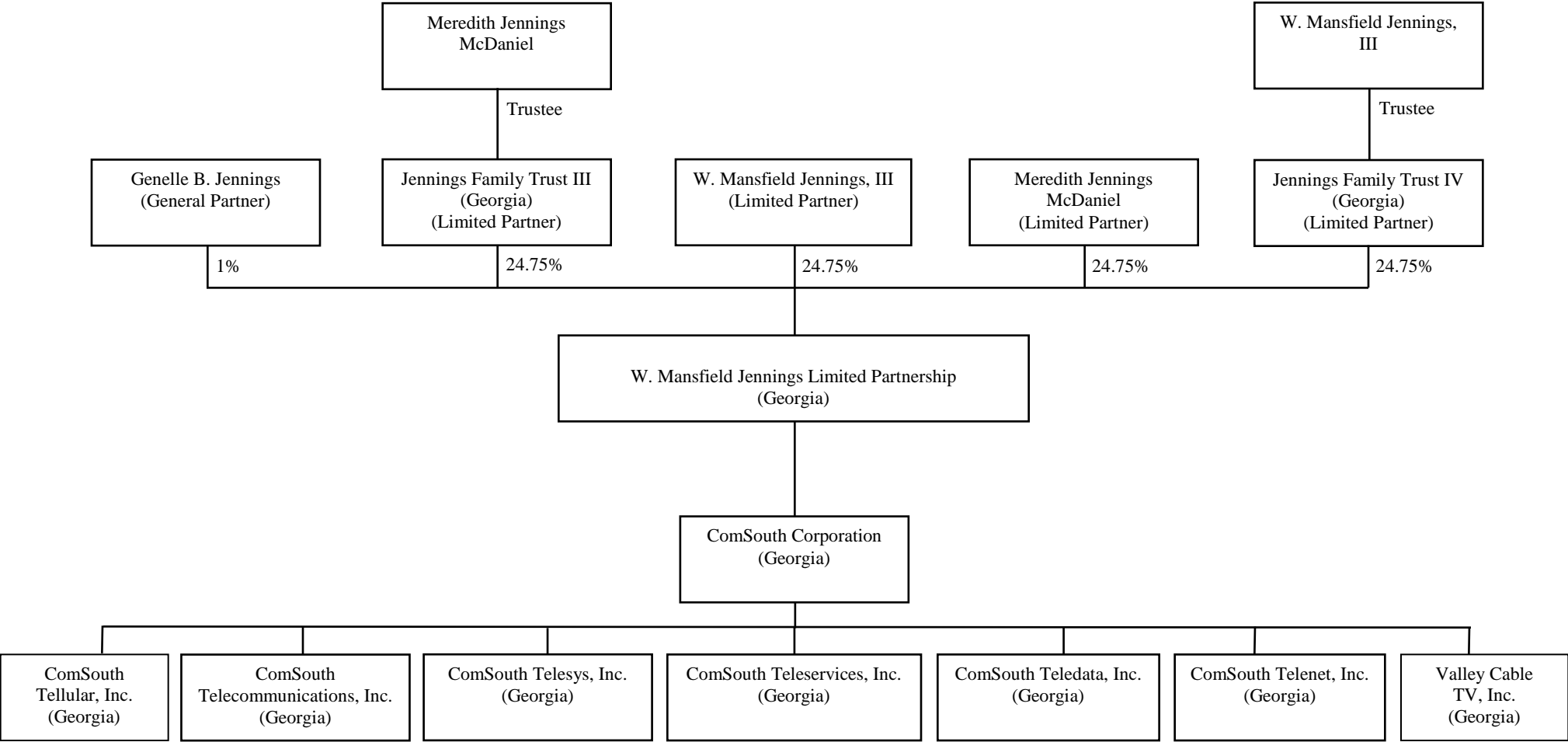


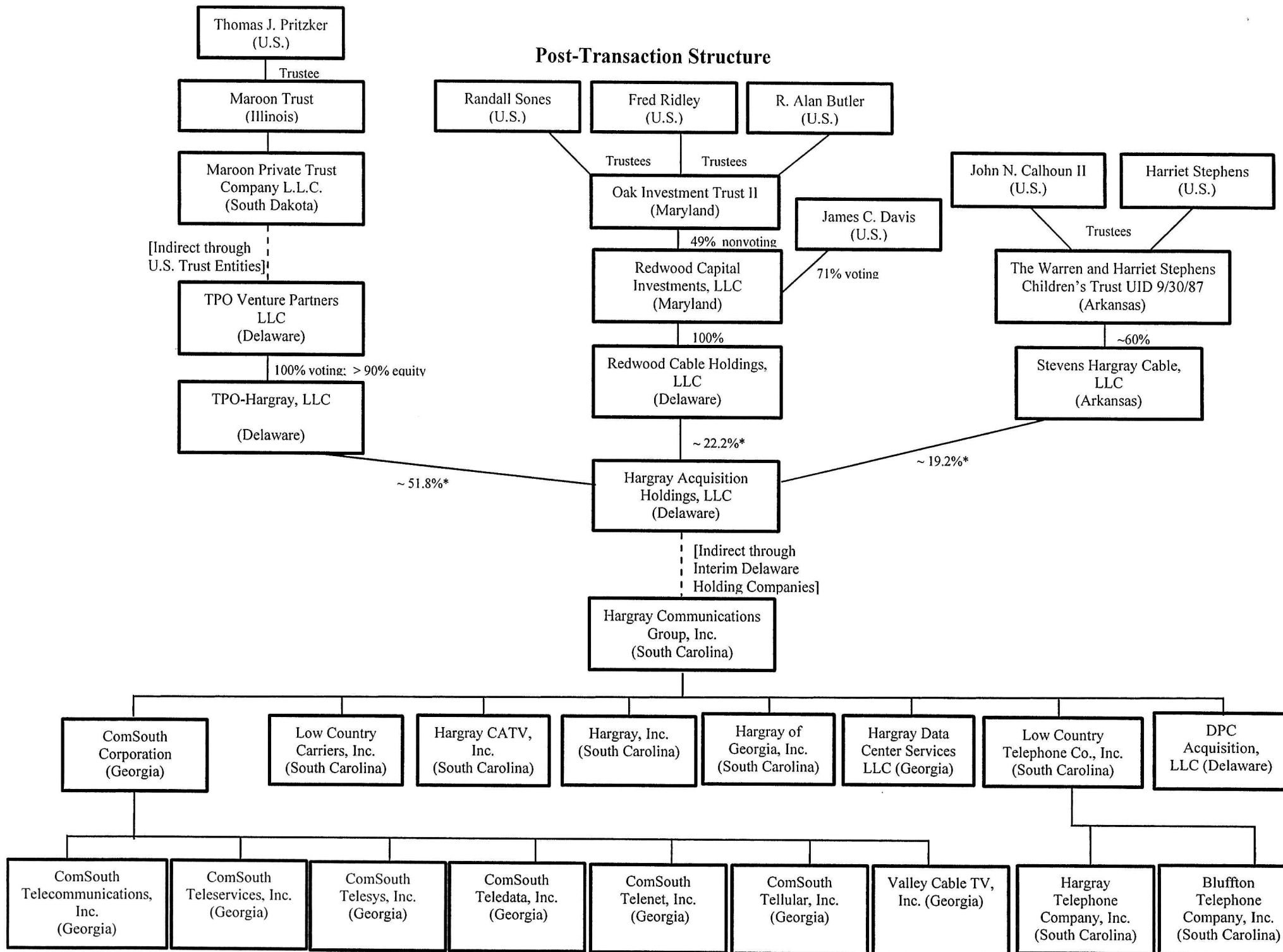
Genelle B. Jennings
General Partner
W. MANSFIELD JENNINGS LIMITED PARTNERSHIP
83 Mansfield Drive
Hawkinsville, GA 31036

EXHIBIT A

Pre- and Post-Transaction Organizational Charts

Pre-Transaction Structure





VERIFICATION

I, Andrew Rein, state that I am Chief Financial Officer of Hargray Communications Group, Inc.; that I am authorized to make this Verification on behalf of Hargray Communications Group, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein, regarding Hargray Communications Group, Inc., are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 22 day of February, 2018.



Name: Andrew Rein
Title: Chief Financial Officer
Hargray Communications Group, Inc.

VERIFICATION

I Robert Brooks, state that I am Chief Executive Officer of ComSouth Corporation; that I am authorized to make this Verification on behalf of ComSouth Corporation and W. Mansfield Jennings Limited Partnership; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein, regarding ComSouth Corporation and W. Mansfield Jennings Limited Partnership, are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 22nd day of February, 2018.

A handwritten signature in black ink, appearing to read 'Robert Brooks', is written over a horizontal line.

Name: Robert Brooks
Title: Chief Executive Officer
ComSouth Corporation