

February 28, 2018

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VIA ECFS

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

Re: *In the Matter of W. Mansfield Jennings Limited Partnership, and Hargray Communications Group, Inc.*, WC Docket No. 18-52

Dear Ms. Dortch:

Hargray Communications Group, Inc. (“Hargray Communications”) and W. Mansfield Jennings Limited Partnership (together with Hargray Communications, the “Applicants”) submit this supplement to update the ownership percentages of Hargray Communications’ parent companies.<sup>1</sup> Section IV(4) of the Application is revised as follows:<sup>2</sup>

1. TPO-Hargray, LLC, a Delaware limited liability company, holds approximately 49.88% 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. TPO Venture Partners owns 100% of the voting, and over 80% of the equity, interests in TPO-Hargray.
  - TPO Venture Partners is owned directly and indirectly by trusts, each formed in the United States, of which Maroon Private Trust Company, 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

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<sup>1</sup> See *Application to Transfer Control of Domestic 214 Authority*, WC Docket 18-52 (filed Feb. 22, 2018) (“Application”).

<sup>2</sup> These ownership changes are reflected in several *pro forma* notifications filed on February 23, 2018. See *Pro Forma Transfer of Control Transaction*, ULS File No. 0008103016 and IBFS File Nos. ITC-T/C-20180223-00036, ITC-T/C-20180223-00037, ITC-T/C-20180223-00038, ITC-T/C-20180223-00039 (filed Feb. 23, 2018).

Pritzker family, all of whom are U.S. citizens.

- Maroon Trust, a trust formed under Illinois law, owns 100 percent of the membership interest in Maroon Private Trust Company, LLC. Thomas J. Pritzker is the trustee of Maroon Trust.
  - The address of TPO-Hargray and TPO Venture Partners is 350 S. Main Ave., Suite 401, Sioux Falls, SD 57104.
  - The address of Maroon Private Trust Company, LLC is 350 S. Main Ave., Suite 401, Sioux Falls, SD 57104.
  - The address of Maroon Trust is 150 N. Riverside Plaza, Suite 3300, Chicago, IL 60606.
  - The address of Thomas J. Pritzker is 150 N. Riverside Plaza, Suite 3200, Chicago, IL 60606.
2. Redwood Cable Holdings, LLC, a Delaware limited liability company, holds approximately 21.38% 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, holds approximately 18.68% 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 1600, Little Rock, AR 72201.

No new entities were added to the ownership chain. The revisions above merely reflect non-substantial changes of ownership within the existing corporate structure. The Applicants are also attaching an updated post-transaction organization chart.

Please contact me if you have any questions regarding these matters.

Sincerely,

*/s/ Rebekah P. Goodheart*

Rebekah P. Goodheart  
*Counsel to Hargray Communications Group, Inc.*

Attachment

## Post-Transaction Structure

