

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

In the Matter of the Joint Application of)	
)	WC Docket No. _____
CABLE ONE, INC. , Transferor)	
HARGRAY OF FLORIDA, INC. , Licensee)	ITC-T/C-2021 _____
HARGRAY OF GEORGIA, INC. , Licensee)	ITC-T/C-2021 _____
DELTA COMMUNICATIONS, L.L.C. , Licensee)	
)	
and)	
)	
NEWCO , Transferee)	
)	
for Authority to Transfer Control of Licensees to)	
NewCo pursuant to Section 214 of the)	
Communications Act of 1934, as Amended)	
_____)	

JOINT APPLICATION

Cable One, Inc. (“Cable One” or “Transferor”), Hargray of Florida, Inc. (“HF”), Hargray of Georgia, Inc. (“HG”), Delta Communications, L.L.C. d/b/a Clearwave Communications (“Clearwave”) (HF, HG, and Clearwave collectively, the “Licensees”), and NewCo (or “Transferee”)¹ (Cable One, Licensees, and NewCo collectively, the “Applicants”) hereby respectfully request authority from the Federal Communications Commission (the “Commission”) for NewCo to acquire control of the Licensees (the “Transaction”). 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, NewCo, and the Licensees to achieve economies of scale and expand their offerings and services to a broader customer base. By strengthening their combined competitive

¹ NewCo will be formed at a later date as a Delaware limited liability company.

position with the financial, technical, and managerial resources of NewCo, the Licensees will continue to provide high-quality services and compete effectively in the communications 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 effect on competition in the areas served by the Licensees since there is no overlap between the geographic areas currently served by Licensees and the geographic areas to be served by NewCo and its affiliates. Applicants therefore request streamlined treatment for this Transaction.

I. APPLICANTS

A. 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 subsidiaries² provide video, broadband Internet access, telecommunications, and interconnected Voice over Internet Protocol ("VoIP") services in 24 states.³ Cable One is a cable operator, and is registered with the Commission as an interconnected VoIP service provider.⁴

² In addition to the Licensees, these subsidiaries are: Cable One VoIP, LLC; Fidelity Telephone, LLC; Fidelity Cablevision, LLC; CoBridge Communications LLC; CoBridge Broadband, LLC; Valu-Net, LLC; Low Country Carriers, Inc.; Hargray Telephone Company, Inc.; Bluffton Telephone Company, Inc.; Hargray, Inc.; Hargray of Alabama, Inc.; ComSouth Telecommunications, Inc.; ComSouth Telenet, Inc.; and ComSouth Teleservices, Inc.

³ These states are: Alabama, Arizona, Arkansas, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Minnesota, Mississippi, Missouri, Nebraska, New Mexico, North Dakota, Oklahoma, Oregon, South Carolina, South Dakota, Tennessee, Texas, and Washington.

⁴ FCC Filer ID 825949.

- B. Licensee - Hargray of Florida, Inc. (FRN: 0028469450)**
Licensee - Hargray of Georgia, Inc. (FRN: 0005039854)
Licensee – Delta Communications, L.L.C. (FRN: 0007690258)

Hargray of Florida, Inc. (“HF”) is a Georgia corporation with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29928, and is a wholly owned subsidiary of Cable One. HF is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority.⁵ HF is a cable operator and a competitive local exchange carrier (“CLEC”) providing local exchange, intrastate interexchange, interconnected VoIP, video, and broadband Internet access services in Florida.

Hargray of Georgia, Inc. (“HG”) is a South Carolina corporation with a principal office at 870 William Hilton Parkway, Building C, Hilton Head Island, SC 29928, and is a wholly owned subsidiary of Cable One. HG is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority, and holds authority to provide international telecommunications services.⁶ HG is a cable operator and a CLEC providing local exchange, intrastate interexchange, interconnected VoIP, video, and broadband Internet access services in Georgia.

Delta Communications, L.L.C. d/b/a Clearwave Communications (“Clearwave”) is an Illinois limited liability company with a principal office at 2 N. Vine Street, P.O. Box 808, Harrisburg, IL 62946, and 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 to provide international

⁵ FCC Filer ID 833251.

⁶ FCC Filer ID 822722; IBFS File No. ITC-214-20011022-00534.

telecommunications services.⁷ Clearwave also holds authority to offer competitive local exchange and intrastate interexchange services in the states of Illinois, Indiana, and Missouri. Clearwave has been designated as an eligible telecommunications carrier (“ETC”) in Illinois, and is a recipient of funds under the National Telecommunications and Information Administration (“NTIA”) Broadband Technology Opportunities Program (“BTOP”), and the Commission’s Rural Broadband Experiments (“RBE”) program. Clearwave also was a winning bidder of Rural Digital Opportunity Fund (“RDOF”) support in Auction 904, but has informed the Commission that it will no longer pursue RDOF support for all of the census blocks in which it was a winning bidder.⁸

C. NewCo

NewCo will be a newly-formed Delaware limited liability company. At this time, NewCo’s can be reached at c/o Cable One, Inc., 210 E. Earll Drive, Phoenix, AZ 85012. NewCo will be a joint venture between Cable One, 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 the Licensees 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 the Licensees existing commercial and residential fiber networks in existing and

⁷ FCC Filer ID 819867; IBFS File No. ITC-214-20021022-00509.

⁸ See AU Docket No. 20-34, WC Docket Nos. 19-126, 10-90, Delta Communications, L.L.C. d/b/a Clearwave Communications Amended Petition for Waiver (filed Nov. 2, 2021).

expansion markets. NewCo will not hold any Commission authorizations or licenses, and will not provide any services.

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.

The Application is eligible for streamlined processing pursuant to Section 63.03(b)(1) of the Commission's rules because the Transferee will not be a telecommunications provider. The Application also is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's rules because immediately following the Transaction: (1) NewCo will have a market share in the interstate interexchange market of less than ten percent (10%); (2) NewCo's affiliates 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; and (3) none of the Applicants is dominant with respect to any service. In addition, this Application is eligible for streamlined processing because it does not require the Commission to undertake any additional review concerning the transfer of high-cost universal service support because Clearwave has informed the Commission that it will no longer seek RDOF support in any of the areas in which it was a winning bidder.

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.

III. DESCRIPTION OF THE TRANSACTION

Cable One, GTCR, Stephens, TPO, and the Other Investors intend to enter into definitive agreements creating NewCo as a joint venture among the parties thereto. Cable One will contribute the Licensees to the joint venture, and in exchange, will receive certain common equity units and certain senior fixed-return preferred equity units in NewCo. GTCR, Stephens, TPO, and the Other Investors will commit to collectively purchase a certain amount of newly-issued non-participating convertible preferred equity units in NewCo, which will result in a cash investment in the joint venture.

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 as discussed below. Cable One and GTCR will be the only owners of the joint venture that will hold ten percent (10%) or more of the equity in NewCo. Except in regards to certain major decisions, any action may be taken by an affirmative vote of a majority of the Board of Directors. Certain business decisions deemed to be "major decisions," however, will require an affirmative vote of a majority of directors that includes a certain number of directors designated by either GTCR, Stephens, or TPO.

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. The proposed Transaction will be transparent to the Licensees' customers. Existing customers of HF and HG 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. Existing customers of Clearwave will continue to receive service under the "Clearwave" name, and all billing and correspondence will continue to reflect the "Clearwave" 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.

Shortly before close of the Transaction, HF and HG will be converted from corporations to limited liability companies. These changes are *pro forma* in nature and will not change the ultimate post-Transaction ownership and control of HF and HG. These changes also will not have any effect on the customers of HF and HG. To the extent necessary, additional regulatory filings will be made with the Commission to address these corporate form 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, NewCo, 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, NewCo, and the Licensees to strengthen their competitive position to the benefit of consumers and the communications

marketplace. The financial, technical, and managerial resources that NewCo will bring to the Licensees are expected to enhance the Licensees' ability to compete in the communications 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 effect on any customers and will not alter their service or billing. Customers will continue to receive the same services they currently receive today. The Transaction will not result in any immediate change of carrier 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.

Finally, the proposed Transaction does not present any anticompetitive issues. After consummation of the Transaction, NewCo's 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 areas. Further, the Transaction will not result in any overlap of fiber facilities in the markets where NewCo and its affiliates 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.

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 NewCo.

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

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

Hargray of Florida, Inc.
Hargray of Georgia, Inc.
870 William Hilton Parkway, Building C
Hilton Head Island, SC 29928
843-341-1501 (telephone)

Delta Communications, L.L.C. d/b/a Clearwave Communications
2 N. Vine Street
P.O. Box 808
Harrisburg, IL 62946
877-552-9283

NewCo
c/o Cable One, Inc.
210 E. Earll Drive
Phoenix, AZ 85012
602-364-6000 (telephone)

(b) Citizenship.

Cable One, Inc. is a Delaware corporation.

Hargray of Florida, Inc. is a Georgia corporation, which will be converted to a Georgia limited liability company before closing of the Transaction.

Hargray of Georgia, Inc. is a South Carolina corporation, which will be converted to a South Carolina limited liability company before closing of the Transaction.

Delta Communications, L.L.C. is an Illinois limited liability company.

Once formed, NewCo will be a Delaware limited liability company.

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

For NewCo, Cable One, and the Licensees:

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

For GTCR:

Matthew S. DelNero
Hannah Lepow
Covington & Burling LLP
850 Tenth Street, NW
Washington, DC 20001
202-662-6000 (telephone)
mdelnero@cov.com
hlepow@cov.com

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

Licensees HG and Clearwave hold international Section 214 authority to provide international telecommunications services.⁹ In addition, Cable One's wholly owned subsidiaries Fidelity Cablevision, LLC, Hargray, Inc., and Low Country Carriers, Inc. hold Section 214

⁹ IBFS File No. ITC-214-20011022-00534 (HG); IBFS File No. ITC-214-20021022-00509 (Clearwave).

authority to provide international telecommunications services.¹⁰ GTCR's affiliate Sunset Fiber, LLC, holds two international Section 214 authorizations.¹¹

(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 NewCo (and a corresponding indirect ownership interest in the Licensees). Other than as set forth in this Application, no other entity or individual will own a ten percent (10%) or greater direct or indirect equity interest in NewCo (or a corresponding indirect ownership interest in the Licensees). No officer or director of NewCo also will be an officer or director of any foreign carrier. NewCo will not have any interlocking directorates with a foreign carrier, and NewCo will not have any such directorates after consummation of the Transaction.

Cable One, Inc.

Cable One, a publicly traded Delaware corporation (NYSE: CABO), will hold approximately 58.28% of the membership interests of NewCo. The address for Cable One is 210 E. Earll Drive, Phoenix, Arizona 85012. Cable One may hold its interest in NewCo through one or more wholly owned subsidiaries, all of which are U.S. entities. As of April 5, 2021, to Cable One's knowledge, the following stockholders beneficially owned a ten percent (10%) or greater share of Cable One's outstanding common stock as reflected in Cable One's most recent Schedule 14A Proxy Statement:

- 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 2021 Proxy Statement of TROW, as of March 11, 2021, no person or entity holds ten percent (10%) or greater interest in TROW. To Cable One's knowledge, T. Rowe Price Associates, Inc. does not hold a ten percent (10%) or greater interest in any telecommunications-related entity. As

¹⁰ IBFS File No. ITC-214-20080718-00325 (Fidelity Cablevision); IBFS File No. ITC-214-19890109-00003 (Low Country); IBFS File No. ITC-214-20010816-00430 (Hargray, Inc.).

¹¹ IBFS File Nos. ITC-214-20020404-00165 and ITC-214-20051026-00434.

set forth on the TROW website,¹² the following individuals are on the Board of Directors of TROW:

- William J. Stromberg (Chief Executive Officer)
- Mark S. Bartlett
- Mary K. Bush
- Dina Dublon
- Dr. Freeman A. Hrabowski, III
- Robert F. MacLellan¹³
- Olympia J. Snowe
- Robert Stevens
- Richard Verma
- Sandra S. Wijnberg
- Alan D. Wilson

Unless otherwise noted above, each of the members of the TROW Board of Directors are U.S. citizens.¹⁴ Aside from normal-course rights as a beneficial holder of Cable One’s common stock, neither T. Rowe nor TROW hold any additional rights to participate in the management or operation of Cable One. Neither T. Rowe nor TROW have the power to individually elect or block the election of any officer or director of Cable One, and do not have any control over or involvement in the day-to-day operations or management of the businesses of Cable One and its subsidiaries.

- 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 2021 Proxy Statement, as of March 31, 2021, no person or entity held a ten percent (10%) or greater interest in BlackRock. As set forth on the BlackRock website,¹⁵ the following individuals are on the Board of Directors of BlackRock:

- Laurence D. Fink (Chairman and Chief Executive Officer)
- Bader M. Alsaad¹⁶

¹² <https://www.troweprice.com/corporate/us/en/what-we-do/leadership.html> (last visited November 2, 2021).

¹³ Mr. MacLellan is a citizen of Canada.

¹⁴ Information regarding the citizenship of the TROW Board members was not available in a single, consolidated location. With four exceptions, Cable One confirmed the citizenship of each TROW Board member using Securities and Exchange Commission filings made by the other publicly-traded companies in which the Board member is or was involved. Cable One confirmed Ms. Snowe’s citizenship via the Biographical Directory of the United States Congress. Cable One confirmed Mr. Stevens’ citizenship via the Naval Order of the United States website. Cable One confirmed the citizenship of Mr. Bartlett and Mr. Verma through discussions with TROW counsel.

¹⁵ <https://ir.blackrock.com/governance/board-of-directors/default.aspx> (last visited November 2, 2021).

¹⁶ Mr. Alsaad is a citizen of Kuwait.

- Pamela Daley
- Jessica P. Einhorn
- Beth Ford¹⁷
- William E. Ford
- Fabrizio Freda¹⁸
- Murry S. Gerber
- Margaret “Peggy” L. Johnson
- Robert S. Kapito
- Cheryl D. Mills
- Gordon M. Nixon¹⁹
- Kristin Peck²⁰
- Charles H. Robbins
- Marco Antonio Slim Domit²¹
- Hans E. Vestberg²²
- Susan L. Wagner
- Mark Wilson²³

Unless otherwise noted above, each of the members of the BlackRock Board of Directors are U.S. citizens.²⁴ Aside from normal-course rights as a beneficial holder of Cable One’s common stock, BlackRock does not hold any additional rights to participate in the management or operation of Cable One. BlackRock does not have the power to individually elect or block the election of any officer or director of Cable One, and does not have any control over or involvement in the day-to-day operations or management of the businesses of Cable One and its subsidiaries.

To Cable One’s knowledge, as of March 1, 2021, BlackRock held a ten percent (10%) or greater interest in the telecommunications-related entities set forth in Exhibit B hereto. Cable One is unable to determine with specificity the domestic telecommunications service providers (other than Cable One’s subsidiaries) in which BlackRock may have a ten percent (10%) or greater

¹⁷ Ms. Ford is a native of Sioux City, Iowa. *See* <https://www.landolakesinc.com/Leadership/Beth-Ford>.

¹⁸ Mr. Freda is a dual citizen of the U.S. and Italy.

¹⁹ Mr. Nixon is a citizen of Canada.

²⁰ To Cable One’s knowledge, Ms. Peck is a U.S. citizen. *See* <https://www.zoetis.com/about-us/executive-team/kristin-peck.aspx>.

²¹ Mr. Slim is a citizen of Mexico.

²² Mr. Vestberg is a citizen of Sweden.

²³ Mr. Wilson is a citizen of New Zealand.

²⁴ With the exception of Ms. Ford and Ms. Peck, the citizenship information for the BlackRock Board of Directors can be found at: https://www.sec.gov/Archives/edgar/data/0001364742/000089534521000650/ff343489-sc13da_euroseas.htm (filed June 25, 2021).

ownership interest. To develop the list of BlackRock entities set forth in Exhibit B, Cable One used third-party software (Ipreo now known as IHS Markit) to analyze the SEC Form 13F filed by BlackRock for the period ending December 31, 2020. Cable One also reviewed the FCC Forms 602 and/or FCC Forms 175 on file in the Commission's Universal Licensing System ("ULS") that list BlackRock as a disclosable interest holder.

Neither BlackRock nor any of the telecommunications-related entities in which BlackRock may hold an interest (including any incumbent local exchange carrier in which BlackRock may hold an interest) has, or will have after consummation of the Transaction, the power to individually elect or block the election of any officer or director of Cable One or NewCo, or to exercise any control over or have any involvement in the day-to-day operations or management of the businesses of Cable One or NewCo.

Cable One and NewCo will not, and will not after consummation of the Transaction, exercise any control or participate in the management or day-to-day operation of BlackRock or any of the telecommunications-related entities in which BlackRock may hold an interest (including any incumbent local exchange carrier in which BlackRock may hold an interest). Cable One and NewCo will not, and will not after consummation of the Transaction, oversee any cost, business, or management decisions relating to BlackRock or any of the telecommunications-related entities in which BlackRock may hold an interest (including any incumbent local exchange carrier in which BlackRock may hold an interest).

Cable One and NewCo will maintain, and will continue to maintain after consummation of the Transaction, separate financial accounting from each other, and from BlackRock and the telecommunications-related entities in which BlackRock may hold an interest (including any incumbent local exchange carrier in which BlackRock may hold an interest). Cable One and NewCo will not, and will not after consummation of the Transaction, include any financial information relating to each other or BlackRock or any of the telecommunications-related entities in which BlackRock may hold an interest (including any incumbent local exchange carrier in which BlackRock holds an interest) in Cable One's or NewCo's financial statements.

Accordingly, there is not now, and there will not be after consummation of the Transaction, any relationship between Cable One, NewCo, and BlackRock or any of the telecommunications-related entities in which BlackRock may hold an interest (including any incumbent local exchange carrier in which BlackRock may hold an interest) that could raise any cost-shifting or cost allocation concerns between the incumbent local exchange carriers held by Cable One and any incumbent local exchange carrier in which BlackRock may hold an interest.

- Daniel L. Mosley, a U.S. citizen and Trustee of various trusts, beneficially owned 10.0% 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 owns a ten percent (10%) or greater direct or indirect equity or voting interest in Cable One.

In addition to the wholly owned subsidiaries discussed herein, 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), and has a pending application on file in connection with the Rural Digital Opportunity Fund (“RDOF”) (Auction 904). Wisper also holds competitive local exchange carrier 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.²⁵

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.

GTCR Strategic Growth Investment I LLC

GTCR, a Delaware limited liability company, indirectly will hold approximately 21.19% of the membership interests of NewCo.²⁶ The address for GTCR is 300 N. LaSalle Street, Suite 5600, Chicago, IL 60654. A list of entities owned or controlled by GTCR that will hold, directly or indirectly, a ten percent (10%) or greater interest in NewCo as calculated pursuant to the Commission’s ownership attribution rules for wireline and international telecommunications carriers is as follows:

- GTCR Strategic Growth Fund I/B LP (“Fund I/B”), a Delaware limited partnership, is expected to hold a direct interest in NewCo.²⁷ Its principal office is located at 300 N. LaSalle

²⁵ 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.

²⁶ GTCR will only acquire one-third of its equity interests in NewCo at the initial closing of the Transaction, and will acquire the remaining interests at a subsequent date.

²⁷ It is possible that GTCR will add one or more wholly owned holding companies below Fund I/B to hold the direct interests in NewCo. The addition of such a holding company or companies in the intermediate structure would be entirely *pro forma* in nature, and NewCo or GTCR, as appropriate, would make applicable updates to the pending application, or, if after closing of the Transaction, notifications pursuant to the Commission’s rules for *pro forma* changes in the ownership of a holder of an international section 214 authorization.

Street, Suite 5600, Chicago, IL 60654. Its principal business is investment holdings.

- The General Partner of Fund I/B is GTCR Strategic Growth Partners I/B LP (“Partners I/B”), a Delaware limited partnership. Its principal office is located at 300 N. LaSalle Street, Suite 5600, Chicago, IL 60654. Its principal business is investment holdings.
- The General Partner of Partners I/B is GTCR.
- A newly-formed partnership entity, which will be named prior to its formation (“GTCR Splitter”), a Delaware limited partnership, will hold a direct interest in NewCo.²⁸ Its principal office will be located at 300 N. LaSalle Street, Suite 5600, Chicago, IL 60654. Its principal business will be investment holdings.
 - The Limited Partner of GTCR Splitter will be a newly-formed blocker corporation that will be named prior to its formation (“GTCR Blocker”), a Delaware corporation. Its principal office will be located at 300 N. LaSalle Street, Suite 5600, Chicago, IL 60654. Its principal business will be investment holdings.
 - The General Partner of GTCR Splitter will be Partners I/B.
 - The 100% owner of GTCR Blocker will be GTCR Strategic Growth Fund I/C LP (“Fund I/C”), a Delaware LP. Its principal office is located at 300 N. LaSalle Street, Suite 5600, Chicago, IL 60654. Its principal business is investment holdings.
 - The General Partner of Fund I/C is GTCR Strategic Growth Partners I/A&C LP (“Partners I/A&C”), a Delaware LP. Its principal office is located at 300 N. LaSalle Street, Suite 5600, Chicago, IL 60654. Its principal business is investment holdings.
 - The General Partner of Partners I/A&C is GTCR.

Control of GTCR is held by the following managing directors of GTCR LLC: Mark M. Anderson, Craig A. Bondy, Aaron D. Cohen, Sean L. Cunningham, Benjamin J. Daverman, David A. Donnini, Dean S. Mihas, and Collin E. Roche. All of the Managing Directors are United States citizens and can be reached through GTCR.

Other than as set forth in this Application, to GTCR’s knowledge, no other entity or individual affiliated with GTCR will own a ten percent (10%) or greater direct or indirect equity interest in NewCo.

Certain entities affiliated with GTCR LLC also hold a ten percent (10%) or greater direct or indirect equity interests in the following other telecommunications-related entities:

²⁸ GTCR Splitter will be introduced into the ownership chain shortly after closing. As with Fund I/B, it is possible that GTCR Splitter will hold its interest in NewCo indirectly through one or more holding companies.

- Point Broadband Fiber Holding, LLC, Point Broadband of Opelika, LLC, Sunset Digital Communications, LLC, and Sunset Fiber, LLC (collectively, “Point”). One or more of the Point entities offer telecommunications services pursuant to Section 214 authorizations in Tennessee and Virginia, and also provide VoIP service in certain other states.²⁹
- Consumer Cellular, Inc., which provides resold CMRS service, including between the U.S. and points abroad pursuant to an international Section 214 authorization.
- Mega Broadband Investments Holdings, LLC (“MBI”). Through its subsidiaries, MBI provides video, broadband Internet access, and interconnected VoIP services in 16 states.
- Gogo, Inc., which provides broadband and other connectivity solutions to the business aviation market. Affiliates of GTCR hold a minority interest in Gogo, Inc.
- Onvoy Holdings Inc., which is the indirect parent of Onvoy, LLC; Minnesota Independent Equal Access Corporation (“MIEAC”); Voyant Communications, LLC; Broadvox-CLEC, LLC; ANPI, LLC; ANPI Business, LLC; Inteliquent, Inc.; and Layered Communications, LLC. These FCC authority holders and their affiliates operate a Tier 1 carrier network, providing wholesale voice, messaging, and switched access services to enterprise and carrier customers in all 50 states, the District of Columbia, Puerto Rico, and the U.S. Virgin Islands. Each of the authority holders holds blanket domestic inter-state telecommunications services authority pursuant to operation of law. All of the authority holders except MIEAC hold international Section 214 authority. However, on April 1, 2021, applications were filed seeking approval to transfer control of these entities to Sinch US Holding Inc.³⁰ Thus, after closing of that transaction, entities associated with GTCR will no longer have any interest in any of these entities.

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

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

²⁹ See generally WC Docket No. 21-236.

³⁰ See generally WC Docket No. 21-131.

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

Cable One and GTCR certify that NewCo will not be a foreign carrier, will not be affiliated with a foreign carrier, and will not become affiliated with a foreign carrier as a result of this Transaction.

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

Cable One and GTCR certify that, upon consummation of the Transaction, NewCo and 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 NewCo, or that controls NewCo, 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 NewCo 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 and GTCR certify that NewCo 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 NewCo 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. The Licensees provide telecommunications services pursuant to authorizations to provide competitive local exchange and/or interexchange telecommunications services in Florida, Georgia, and Illinois.

(ii) See Section I. above. NewCo will not provide telecommunications services itself.

(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 post-closing notices with the Commission for the transfer of control of the earth station registrations and antenna structure registrations held by the Licensees.

(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.

**GTCR STRATEGIC GROWTH
INVESTMENT I LLC**

/s/ Mark Anderson

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Managing Director of GTCR LLC,
Initial Member of GTCR Strategic
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Its Attorneys

Dated: November 2, 2021

Respectfully submitted,

CABLE ONE, INC.

/s/ Steven S. Cochran

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Its Attorneys

Exhibit A-1
PRE-TRANSACTION

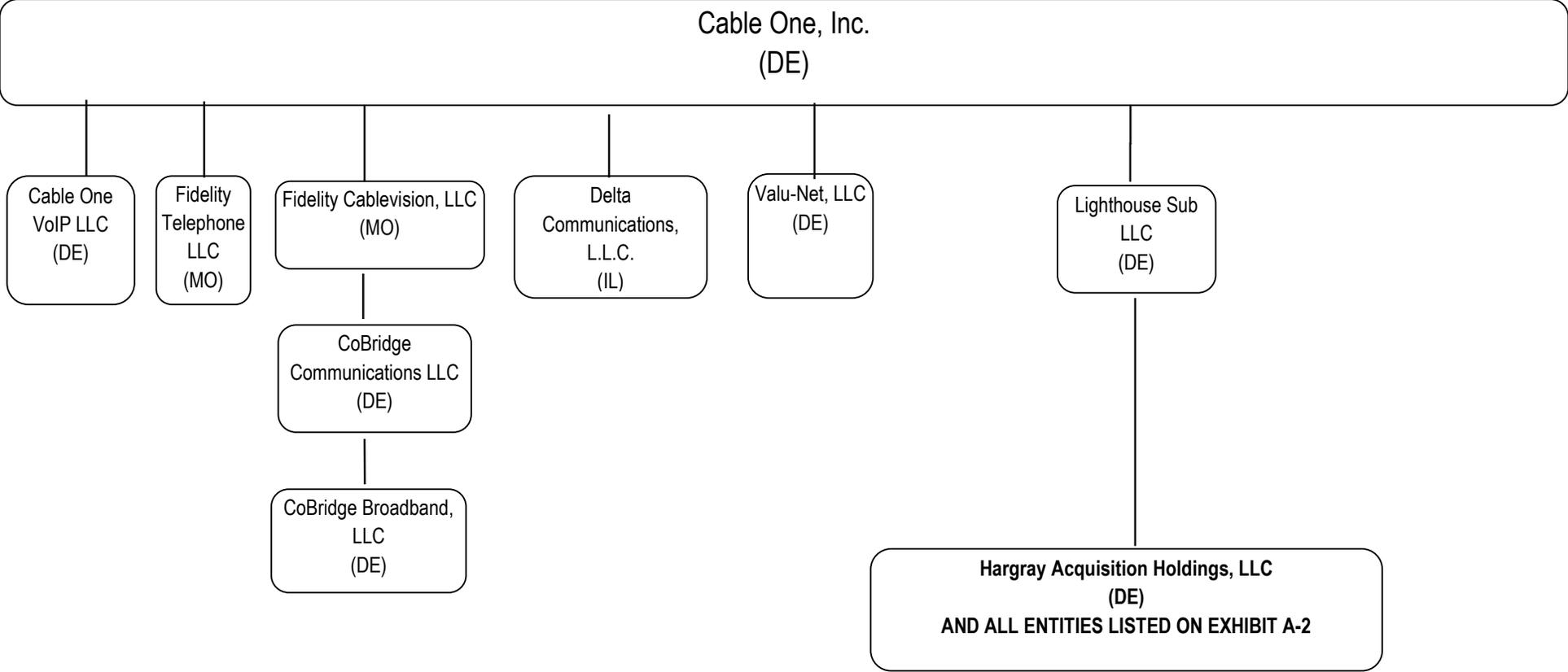


Exhibit A-2

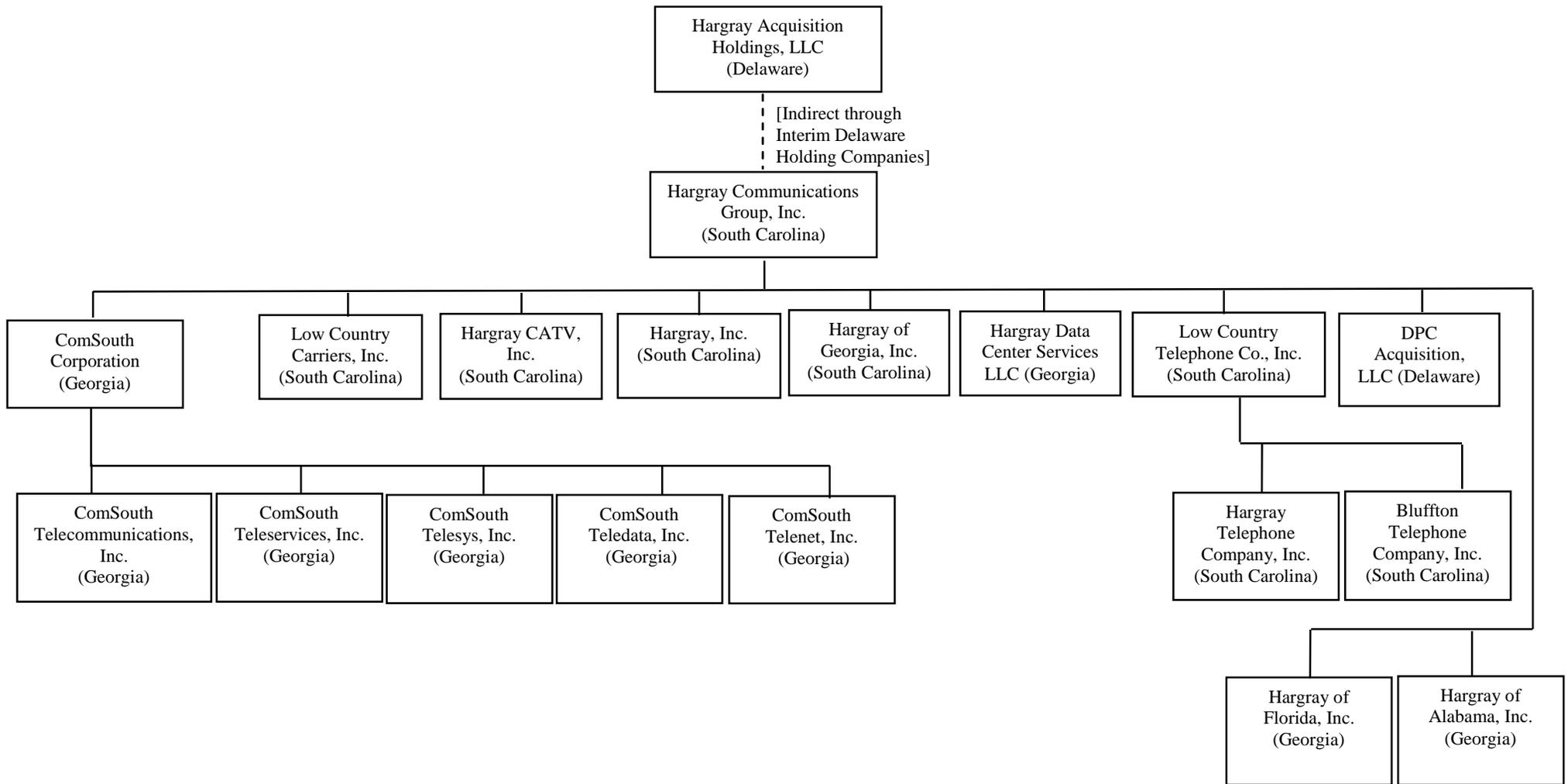
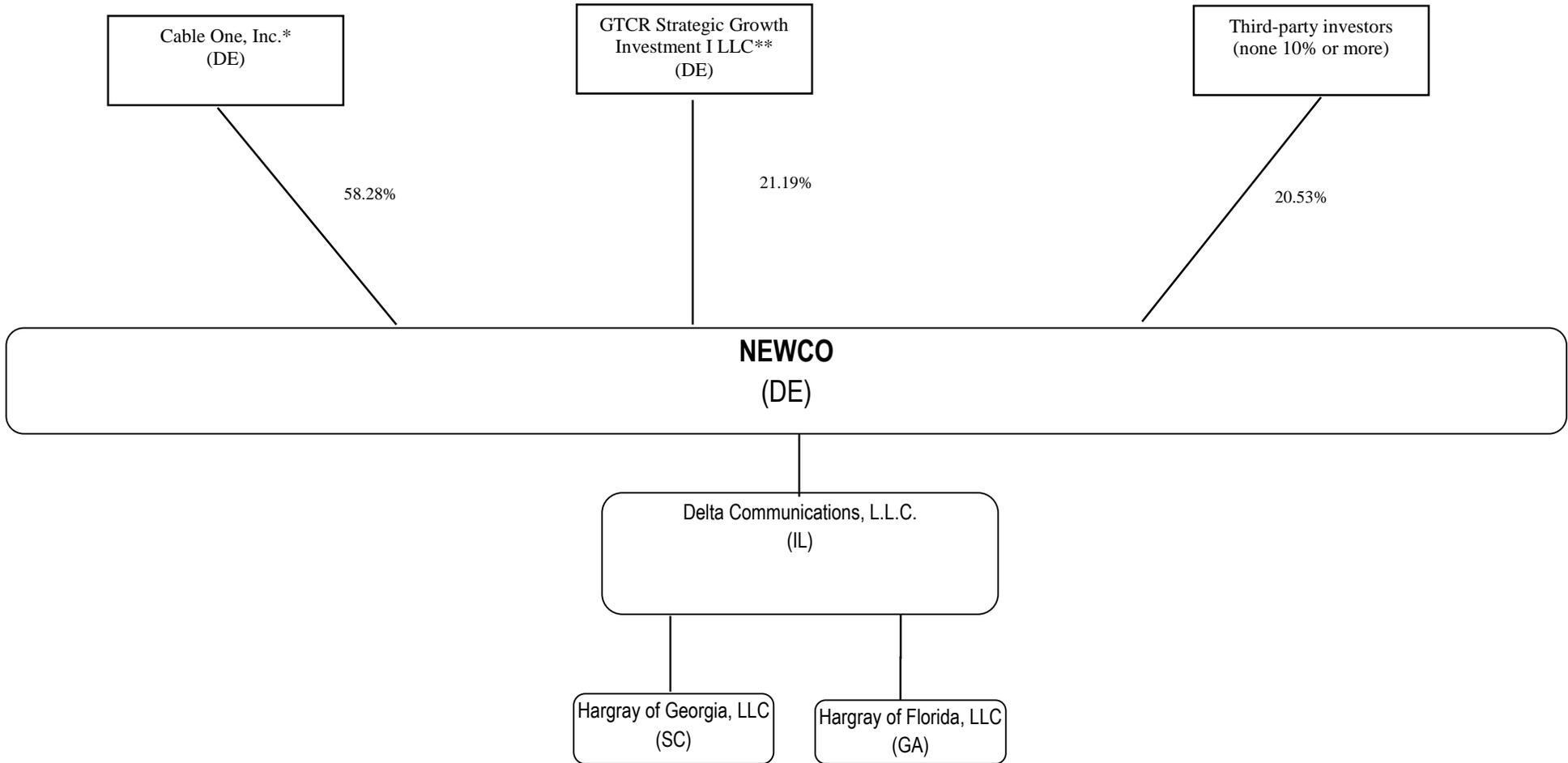


Exhibit A-3
POST-TRANSACTION



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

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

EXHIBIT B

BlackRock Telecom Entity	Services Offered	States in Which Service Offered
8x8, Inc. and subsidiaries	Interconnected VoIP	All states, DC, PR, USVI
ATN International, Inc. and subsidiaries ¹	Wholesale wireless or domestic fixed wireless broadband Internet access services	USVI, AZ, CA, CO, MT, NV, NM, TX, UT, WY
	Local exchange services	USVI
Cincinnati Bell, Inc. and subsidiaries	ILEC, CLEC	IN, KY, OH, HI
	Interconnected VoIP	50 states, DC
	ILEC, Toll reseller	HI
Cogent Communications Holdings, Inc. and subsidiaries	Private service provider	DC and all states except AK, HI, MT, VT, WY
Consolidated Communications Holdings, Inc. and subsidiaries	ILEC, CLEC, IXC, Interconnected VoIP, Payphone	AL, CA, CO, FL, GA, IL, IA, KS, ME, MA, MN, MO, NH, NY, ND, OH, OK, PA, SD, TX, VT, WA, WI
Iridium Communications, Inc. and subsidiaries	Private service provider	VA
J2 Global, Inc. and subsidiaries	Non-interconnected VoIP	All states, DC, PR, USVI, AS, MP, WK, UM
Shenandoah Telecommunications Company and subsidiaries	ILEC, CLEC, IXC	KY, MD, PA, VA, WV
Spok Holdings, Inc. and subsidiaries	Paging & Messaging	All states, DC, PR, USVI

¹ WC Docket No. 21-23, Joint Application for Consent to Transfer Control of Domestic and International Section 214 Authorizations (filed January 21, 2021).

BlackRock Telecom Entity	Services Offered	States in Which Service Offered
Uniti Group Inc. and subsidiaries, including PEG Bandwidth and Talk America entities	Mobile, CLEC, Local reseller	DC and all states except AK and HI
Telephone and Data Systems, Inc. and subsidiaries	ILEC, Interconnected VoIP, CLEC	AL, AR, AZ, CA, CO, CT, FL, GA, ID, IL, IN, KY, LA, MA, ME, MI, MN, MO, MS, NC, NH, NM, NV, NY, OH, OK, OR, PA, SC, TN, TX, UT, VA, VT, WA, WI
Vonage Holdings Corp. and subsidiaries	Interconnected VoIP, Non-interconnected VoIP	All states, DC, PR, USVI

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.



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

VERIFICATION

I, Mark Anderson, state that I am a Managing Director of GTCR LLC, initial member of GTCR Strategic Growth Investment I LLC (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.

GTCR STRATEGIC GROWTH INVESTMENT I LLC

By: GTCR LLC
Its: Initial Member

By: 
Name: Mark Anderson
Title: Managing Director