

Jeffrey R. Strenkowski
Direct Phone: (202) 373-6002
Direct Fax: (202) 373-6001
jeffrey.strenkowski@bingham.com

September 4, 2008

Via ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, D.C. 20554

Re: WC Docket No. 08-170

In the Matter of the Joint Application of Hargray-Smart City Acquisition Co., LLC, (“Transferee”) and Smart City Finance LLC, (“Transferor”), for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission’s Rules to Complete a Transfer of Control of Smart City Finance LLC, Authorized Domestic and International Section 214 Carrier, to Hargray-Smart City Acquisition Co., LLC

Dear Ms. Dortch:

On behalf of the above-referenced applicants, Smart City Finance LLC (“Smart City”) and Hargray-Smart City Acquisition Co., LLC (“Hargray-Smart City”) (collectively, the “Applicants”), hereby supplement their Application in order to update and clarify certain information.

1. Provision of Service by Smart City Solutions, LLC: As stated in the Application, Smart City Solutions, LLC holds blanket domestic 214 authority. However, the company does not provide interstate services pursuant to that authority at this time.

2. Provision of Service by Hargray Companies: With respect to the operations of certain Hargray-affiliated entities, please find the information below. None of these entities provides telecommunications services.

- Hargray-Smart City Holdings LLC – holding company
- Hargray-Smart City Acquisition Co. LLC – holding company
- Hargray Holdings LLC – holding company
- DPC Acquisition LLC -- engaged in telephone directory publishing
- Hargray Acquisition Co. – holding company
- HCP Acquisition LLC – holds real estate assets
- Hargray Communications Group, Inc. – holding company
- Low Country Telephone Company, Inc. – holding company
- Hargray CATV Company, Inc. – provides cable television services in markets where Hargray companies provide telecommunications services

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Walnut Creek
Washington

Bingham McCutchen LLP
2020 K Street NW
Washington, DC
20006-1806

T 202.373.6000
F 202.373.6001
bingham.com

September 4, 2008

Page 2

3. Provision of Service by Quadrangle Companies: Quadrangle Group LLC (“Quadrangle Group”) is a private investment firm with over \$6 billion in assets under management. Quadrangle Group is organized into three separately managed investment areas: private equity, public equity and asset management. In its private equity managed investment area, investment funds affiliated with Quadrangle Capital Partners (“QCP”) make equity investments in media and communications companies.* It is one of QCP’s investment funds that holds QCP’s investment in Hargray and therefore Smart City.

All of Quadrangle’s investment funds, including QCP, are strictly investors, not telecommunications service providers. While the QCP funds may have representatives on the boards of directors of the portfolio companies in which they invest, they do not participate in day to day management. Rather, each portfolio company has its own independent full-time management team. The management team for each company in which QCP invests operates independently from any other management team.

The companies in which the QCP funds are currently invested as of June 30, 2008 represent a broad range of industries and geographic markets (U.S. telecommunications companies and cable television companies are identified in bold):

- **Access Spectrum, LLC** – leases its private spectrum to wireless users such as corporations, government agencies and dealers representing third-party industrial users.
- Alpha Media – a men’s lifestyle media company.
- **Bresnan Broadband Holdings, LLC** – a holding company that operates cable television systems serving subscribers in Montana, Wyoming, Colorado and Utah.
- Cinemark, Inc. – a movie theatre operator serving North America and Latin America.
- Dice Holdings, Inc. – a provider of specialized career websites for select professional communities.
- Get AS – a provider of cable TV, high-speed broadband internet and telephony services to residential customers in Norway.
- **Hargray** – an integrated telecommunications provider serving southeastern South Carolina and eastern Georgia.
- Metro-Goldwyn-Mayer Studios Inc. – actively engaged in the worldwide production and distribution of motion pictures, television programming, home video, interactive media, music and licensed merchandise.
- **NTELOS Inc.** – a diversified telecommunications company, serving customers primarily in Virginia and West Virginia.
- **Nuvox Communications** – a CLEC offering voice, data, Internet and IP-based services in the Southeast and Midwest.

* Quadrangle Equity Investors is Quadrangle Group’s long/short market directional public equity strategy. Quadrangle Asset Management is Quadrangle’s investment management business. Neither business has any control positions in any operating company.

- ONO – an alternative telecommunications operator in Spain, providing telephony, pay television and Internet access services to residential and business customers.
- Protection One – a provider of property security monitoring services, providing electronic monitoring and maintenance of alarm systems to customers in North America.
- **SuddenLink/Cequel Communications** – a cable operator in the U.S. serving customers in more than 16 states.
- West – a business process outsourcing provider to many of the world's largest companies, organizations, and government agencies.

Except as clarified through this filing, all other information in the above-referenced Application remains accurate. This letter has been filed in the above-referenced Wireline Competition docket via ECFS. Should you have any questions regarding this filing, please do not hesitate to contact us.

Respectfully submitted,

/s/

Jeffrey R. Strenkowski
Bingham McCutchen LLP
2020 K Street, NW
Washington, DC 20006
Tel. (202) 373-6000
Fax (202) 373-6001
jeffrey.strenkowski@bingham.com

Counsel for Smart City Finance LLC

Raymond A. Kowalski
Troutman Sanders LLP
401 9th Street, N.W., Suite 1000
Washington, D.C. 20004-2134
Tel: (202) 274-2927
Fax: (202) 654-5677
raymond.kowalski@troutmansanders.com

Counsel for Hargray-Smart City
Acquisition Co. LLC

cc: Michelle Sclater (FCC-Wireline)
Sumita Mukhoty (FCC-International)