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August 26, 2020

VIA ELECTRONIC FILING

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

Re: Red Fiber Parent LLC; ISP-PDR-20200515-00003

Dear Ms. Dortch

Red Fiber Parent LLC (“Red Fiber Parent”) submits in the above-referenced application a restated Petition for Declaratory Ruling (“Restated Petition”) under Section 310(b)(4) of the Communications Act of 1934, as amended. Red Fiber Parent filed its original Petition for Declaratory Ruling on May 15, 2020.¹ Red Fiber Parent hereby restates its submission to reflect the following:

- Cincinnati Bell Inc. (“Cincinnati Bell”) will remain the controlling U.S. parent of Hawaiian Telcom, Inc. (“Licensee”).
- At the time of the closing of the Transaction, Red Fiber Parent will be minority owned indirectly by (i) certain alternative investment vehicles managed by the Private Equity Group of Ares Management Corporation, and (ii) Retail Employees Superannuation Trust (“REST”), an Australian superannuation fund managed by Retail Employees Superannuation Pty Limited, as trustee of the fund. REST’s investment was finalized after Red Fiber Parent’s prior submission.
- Red Fiber Parent clarifies that the limited partnership interests held in certain specified funds will be insulated in accordance with Section 1.5003 of the Commission’s rules.
- Additional information is provided regarding the structure and control of certain investor aggregator entities to be formed under the laws of Luxembourg and Ontario. While these

¹ See Red Fiber Parent LLC, File No. ISP-PDR-20200515-00003.

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entities were disclosed generically in Red Fiber Parent's prior submission, the Restated Petition provides further detail regarding these entities.

- Information is provided regarding the structure of Red Fiber Parent's and Cincinnati Bell's boards of directors and the resultant control of Licensee.
- Additional detail is provided regarding the foreign interests held through fund vehicles of the investors.

Please contact the undersigned if you have any questions regarding this matter.

Respectfully submitted,

/s/

James H. Barker
Elizabeth R. Park
of LATHAM & WATKINS LLP
Counsel for Red Fiber Parent LLC

cc: David Krech
Kimberly Cook
Leah Kim

Attachment

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

In the Matter of)	
)	
Red Fiber Parent LLC)	
)	File No. ISP-PDR-20200515-00003
Petition for Declaratory Ruling Under Section)	
310(b)(4) of the Communications Act of 1934,)	
as amended)	

**RESTATED
PETITION FOR DECLARATORY RULING UNDER SECTION 310(b)(4)
OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED**

Red Fiber Parent LLC (“Red Fiber Parent”), together with its affiliates, pursuant to Section 1.5000 *et seq.* of the Federal Communications Commission (“Commission”) rules, hereby requests that the Commission issue a declaratory ruling under Section 310(b)(4) of the Communications Act, as amended (the “Act”), finding that 100 percent indirect foreign ownership of Red Fiber Parent, and any of Red Fiber Parent’s subsidiaries and affiliates, whether currently existing or subsequently formed or acquired, is in the public interest.

This Petition is being submitted in connection with an application seeking the Commission’s consent to transfer control of Cincinnati Bell Inc. (“Cincinnati Bell”), which, through its subsidiary, Hawaiian Telcom, Inc. (“Licensee”), holds common carrier microwave licenses, to Red Fiber Parent. Because Red Fiber Parent is controlled by a foreign entity, this change in ownership of Cincinnati Bell requires the Commission’s approval under Section 310(b)(4) of the Act for controlling foreign interests. Cincinnati Bell will remain the controlling U.S. parent of Licensee.

I. BACKGROUND

This Petition relates to a transaction (the “Transaction”) resulting in the transfer of control of Cincinnati Bell, which currently is a widely held, publicly traded company, to Red Fiber Parent. Pursuant to the Agreement and Plan of Merger (the “Agreement”), dated as of March 13, 2020, by and among Red Fiber Parent, RF Merger Sub Inc. (“Merger Sub”), and Cincinnati Bell, Merger Sub will merge with and into Cincinnati Bell, and, as a result of such merger, Red Fiber Parent will acquire all of the outstanding shares of common stock of Cincinnati Bell, which shares will be converted into the right to receive \$15.50 in cash at closing of the Transaction.¹ Cincinnati Bell will remain the controlling U.S. parent for Licensee’s common carrier microwave licenses.

Merger Sub, a corporation formed under the laws of Ohio for the purposes of the Transaction, is a direct, wholly owned subsidiary of Red Fiber Parent, a limited liability company formed under the laws of Delaware. More specifically, upon closing of the Transaction, Merger Sub will merge with and into Cincinnati Bell, whereupon the separate existence of Merger Sub will cease to exist and Cincinnati Bell will be the surviving corporation in the merger. As a result of the Transaction, Cincinnati Bell will become an indirect subsidiary of Red Fiber Parent. The corporate structure of Cincinnati Bell will otherwise not change.

Red Fiber Parent is a Delaware limited liability company that has been established as an acquisition vehicle for purposes of the Transaction. At closing of the Transaction, Red Fiber Parent will be majority owned indirectly by MIP V (FCC) AIV, L.P., a Delaware limited partnership (“MIP V”) through MIP V RF Partners, L.P., a Delaware limited partnership (“MIP

¹ On May 7, 2020, at a virtual special meeting, Cincinnati Bell’s shareholders approved the Transaction and all related proposals. For further details please see <https://d18rn0p25nwr6d.cloudfront.net/CIK-0000716133/451aab4d-c329-4118-b36a-9be39271f976.pdf>.

V Member”), which are both funds managed by Macquarie Infrastructure Partners Inc., an entity that sits within Macquarie Infrastructure and Real Assets (“MIRA”), which is a division of Macquarie Asset Management, an operating group within Macquarie Group Limited (“MGL”). MIRA is a global alternative asset manager with extensive experience investing in the communications infrastructure industry. For more than two decades, MIRA has partnered with investors, governments, and communities to manage, develop, and enhance assets relied on by more than 100 million people each day. As of March 31, 2020, MIRA managed \$136.95 billion in assets under management (based on proportionate enterprise value), of which \$107.9 billion were invested in infrastructure assets.

At the time of the closing of the Transaction, Red Fiber Parent will also be minority owned indirectly by (i) certain alternative investment vehicles managed by the Private Equity Group of Ares Management Corporation (“Ares Management”) and (ii) Retail Employees Superannuation Trust (“REST”), an Australian superannuation fund managed by Retail Employees Superannuation Pty Limited (“Rest Trustee”), as trustee of the fund.²

Ares Management is a global alternative investment manager operating three integrated businesses across Credit, Private Equity, and Real Estate. Ares Management’s global platform had \$149 billion of assets under management as of March 31, 2020 and employs approximately 1,200 employees in over 20 offices in more than 10 countries. The interests in Red Fiber Parent indirectly held by Ares Management will be held by (i) alternative investment vehicles (the “SSF AIVs”) controlled by ASSF Management IV, L.P., a Delaware limited partnership (“SSF IV”),

² A superannuation fund is a form of regulated pension plan established under Australian law where the employer makes statutory contributions on behalf of its employees to provide for the employees’ retirement, and where contributions to the fund, earnings on fund investments, and withdrawals from the fund may attract certain tax concessions.

as the general partner of the SSF AIVs and (ii) alternative investment vehicles (the “ASOF AIVs,” and together with the SSF AIVs, the “Ares AIVs”) controlled by ASOF Management, L.P., a Delaware limited partnership (“ASOF,” and together with SSF IV, “Ares”), as the general partner of the ASOF AIVs.

REST is a widely held Australian public offer pension fund managing over AUD 52 billion (USD \$36 billion) on behalf of approximately 1.7 million members. REST’s indirect interest in Red Fiber Parent will be held by Rest Nominees No. 2 Pty Ltd as trustee for the REST US Infrastructure No. 2 Trust (“Rest Immediate Entity”). The Rest Immediate Entity is a special purpose investment vehicle whose sole beneficiary is REST Nominees No. 1 Pty Ltd as trustee for REST International Infrastructure Investments Holding Trust (“Rest Intermediate Entity”). The sole beneficiary of the Rest Intermediate Entity is REST, which is managed by the Rest Trustee, in its capacity as the trustee of REST.

II. INFORMATION REQUIRED BY 47 C.F.R. § 1.5001

Section 1.5001(a): Contact Information, FRN, Place of Organization, and Type of Business

Name:	Red Fiber Parent LLC
FRN:	0029339660
Address:	c/o Macquarie Infrastructure and Real Assets Inc. 125 W. 55th Street, Level 15 New York, NY 10019
Contact:	(212) 231-1000 anton.moldan@macquarie.com miralegalnotices@macquarie.com
Citizenship:	Delaware
Type of Business:	Limited Liability Company

Officer certifying to the information contained in the Petition: Anton Moldan,
Vice President.

Section 1.5001(b): Legal Counsel Contact

Contact:	James H. Barker Elizabeth R. Park
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Alexander L. Stout
LATHAM & WATKINS LLP
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Suite 1000
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Section 1.5001(c)(1): Licensees Covered By Declaratory Ruling

Red Fiber Parent seeks a declaratory ruling for itself and all of its commonly controlled U.S. organized subsidiaries and affiliates, whether currently existing or acquired or formed subsequently, so long as the foreign ownership remains in compliance with the terms and conditions of the ruling. *See* 47 C.F.R. § 1.5004(b). If granted, Red Fiber Parent would be authorized with respect to common carrier microwave licenses currently held by Cincinnati Bell's subsidiary, Hawaiian Telcom, Inc.

Section 1.5001(c)(2): Associated Applications

Red Fiber Parent files this Petition concurrently with an application for the transfer of control of Cincinnati Bell to Red Fiber Parent in connection with Cincinnati Bell's common carrier microwave licenses.³

Section 1.5001(d): Type of Declaratory Ruling

Red Fiber Parent is requesting a declaratory ruling under Section 310(b)(4) of the Act and Section 1.5000(a)(1) of the Commission's rules. Additionally, pursuant to Section 1.5004(b), Red Fiber Parent is also requesting that any declaratory ruling issued apply to all

³ *See* Application for Transfer of Control, File No. 0009033032 (filed May 20, 2020).

of Red Fiber Parent’s U.S. subsidiaries and affiliates, whether currently existing or subsequently formed or acquired.

Sections 1.5001(e), (f) and (g) – Direct and Indirect Equity/Voting Interests of 10 Percent or More

The following entities will directly or indirectly hold 10 percent or more of the equity or voting interest in Red Fiber Parent, and thereby Cincinnati Bell, the controlling U.S. parent:

Name:	RF Topco LLC
Address:	c/o Macquarie Infrastructure and Real Assets 125 W. 55 th Street
City, State, Zip:	New York, NY 10019
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Percentage of Ownership:	100% equity/100% voting (directly in Red Fiber Parent)

Name:	Red Fiber Holdings LLC (“RF Holdings”)
Address:	c/o Macquarie Infrastructure and Real Assets 125 W. 55 th Street
City, State, Zip:	New York, NY 10019
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Percentage of Ownership:	100% equity/100% voting (indirect through interest in RF Topco LLC)

Immediately prior to the merger, MIP V Member, the Ares AIVs, and Rest Immediate Entity will subscribe for interests in RF Holdings. The boards of RF Holdings, RF Merger Sub (immediately prior to the merger), and Cincinnati Bell (immediately after the merger) will be comprised of representatives of MIP V Member, SSF IV, ASOF and Rest Immediate Entity, as well as certain independent and non-member appointed board members.

The directors of RF Merger Sub, immediately prior to the effective time of the merger, will become the directors of Cincinnati Bell. Each member of RF Holdings will have the right to appoint a director of RF Holdings and Cincinnati Bell for each 14 percentage point interest it holds. MIP V Member will have the right to appoint five members so long as it holds more than

50% of RF Holdings, and Ares will have the right to appoint two members so long as it holds 10% of RF Holdings. As a result, as of the effective time of the merger, MIP V Member will have five votes, Ares will have two votes, and REST will have one vote. Additionally, there will be two independent and/or non-member appointed directors at each level. Other than for certain customary matters reserved to the members and that require approval of minority investors with specified equity holding percentages, actions of the respective board of RF Holdings and Cincinnati Bell will require a simple majority of the votes set forth above.

The respective indirect equity and voting interests in Cincinnati Bell that will be held indirectly through RF Holdings upon the closing of the Transaction will be as follows:

Name:	MIP V RF Partners, L.P. (“MIP V Member”)
Address:	c/o Macquarie Infrastructure and Real Assets 125 W. 55 th Street
City, State, Zip:	New York, NY 10019
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Fund
Percentage of Ownership:	61.5% equity/100% voting (indirect through 61.5% interest in RF Holdings)

MIP V Member is controlled by its general partner, Macquarie Infrastructure Partners V GP LLC, a Delaware limited liability company, which is controlled by MIRA. The limited partnership interests in MIP V Member will be insulated in accordance with Section 1.5003 of the Commission’s rules.

The voting interests of MIP V Member and its affiliates in Red Fiber Parent and Cincinnati Bell is 50% based on the five of 10 board seats appointed by MIP V Member. However, pursuant to Section 1.5002(b)(2)(i), these interests are deemed to be 100%.

Name:	MIP V (FCC) AIV, L.P. (“MIP V”)
Address:	c/o Macquarie Infrastructure and Real Assets 125 W. 55 th Street
City, State, Zip:	New York, NY 10019
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Fund
Percentage of Ownership:	45% equity/100% voting (indirect through ~73.17% interest in MIP V Member)

Name: ASSF Management IV, L.P.
Address: c/o Ares Management LLC
2000 Avenue of the Stars, 12th Floor
City, State, Zip: Los Angeles, CA 90067
Citizenship: U.S. (Delaware)
Principal Business: Investment Management
Percentage of Ownership: Less than 1% equity/ 20% voting (indirect as general partner of SFF AIVs holding interests in RF Holdings)

Name: ASOF Management, L.P.
Address: c/o Ares Management LLC
2000 Avenue of the Stars, 12th Floor
City, State, Zip: Los Angeles, CA 90067
Citizenship: U.S. (Delaware)
Principal Business: Investment Management
Percentage of Ownership: Less than 1% equity/20% voting (indirect as general partner of ASOF AIVs holding interests in RF Holdings)

Ares Aggregate Equity: 21.2% in the aggregate (indirectly through RF Holdings⁴⁵)

Name: REST Nominees No. 2 Pty Ltd
Address: Level 5, 321 Kent Street
City, State, Zip: Sydney, New South Wales, Australia
Citizenship: Australia
Principal Business: Special Purpose Vehicle
Percentage of Ownership: 17.3% equity/10% voting (indirectly through RF Holdings)

The respective interests in Red Fiber Holdings of MIP V Member, the Ares AIVs, and the Rest Immediate Entity may be subject to change prior to or shortly after closing of the Transaction based on additional equity investment by affiliates of these entities or third party direct or indirect minority co-investors that have not yet been determined. Any such minority co-investor is expected to hold indirectly no more than 10 percent of the outstanding equity interests of Red Fiber Parent. Red Fiber Parent will update the application for any changes to

⁴ The Ares interests in RF Holdings will be held through a number of Delaware limited partnership AIVs that are controlled by either ASSF Management IV, L.P. or ASOF Management, L.P. as a general partner.

this information in accordance with its obligations under Section 1.65, and to seek any required specific authorization. In any event, as discussed further below, Red Fiber Parent requests advance approvals relating to foreign ownership through Macquarie, Ares, and REST interests.

See **Exhibit A** for direct and indirect ownership of MIP V Member, **Exhibit B** for direct and indirect ownership of SSF IV, **Exhibit C** for direct and indirect ownership of ASOF, and **Exhibit D** for direct and indirect ownership of the Rest Immediate Entity.

Sections 1.5001(h)(1), (i) and (k) – Estimate of Aggregate Foreign Ownership and Requests for Specific and Advance Approval

Upon the acquisition by Red Fiber Parent, non-U.S. entities would indirectly own and/or control Cincinnati Bell and its license-holding subsidiaries. Red Fiber Parent seeks specific approval for the entities and interests identified in Exhibits A, B, C, and D, and as described below.

Red Fiber Parent is ultimately controlled by MGL, a publicly traded company incorporated in Australia. Affiliates of MGL own an aggregate of approximately 6.160% of the outstanding shares of MGL. Based on Schedule 13G filings with the Securities and Exchange Commission (“SEC”), there are no other foreign individuals or entities holding greater than five percent of MGL. The only holder of greater than five percent of MGL is The Vanguard Group, Inc., a U.S. investment fund, which as of July 2020 was registered with approximately 5% of outstanding shares of MGL. Aggregate foreign ownership in Cincinnati Bell through MGL and its affiliates as of the closing is estimated to be 61.5%. It is expected that non-U.S. individuals and entities will hold insulated limited partner interests of approximately 83% in MIP V

Member and approximately 75% in MIP V (or through an aggregator entity).⁶ Specific and advance approvals are sought for these aggregate foreign interests, as well as the entities and interests identified in Exhibit A. Out of an abundance of caution, Red Fiber Parent seeks advance approval for an aggregate of up to 100% foreign ownership of the indirect equity and voting interests that may be held (i) by MGL and its non-U.S. affiliates, (ii) by insulated limited partners holding interests through MIP V Member or MIP V, and (iii) through non-U.S. holders of MGL's publicly traded shares.

Upon the closing of the Transaction, Red Fiber Parent will be minority owned indirectly by (i) the Ares AIVs, and (ii) by the Rest Immediate Entity. The Ares AIVs are funds that are ultimately controlled indirectly by Ares Management and managed by the Private Equity Group of Ares Management.

As detailed in Exhibits B and C, Ares Management is a Delaware corporation overseen by directors who are all U.S. citizens. Ares Management estimates that the foreign ownership by holders of its common stock is 6.8%, and the estimated foreign ownership of voting power of shares of common stock is approximately 2.6%.⁷ In addition, it is expected that aggregate

⁶ Non-U.S. individuals or entities holding interests in MIP V Member or MIP V will hold their interest indirectly through other insulated Macquarie managed vehicles, including feeder funds and/or tax blockers, as identified in Exhibit A. For purposes of this Petition, the aggregate foreign ownership through MIP V Member has been calculated without regard to the percentage held by any intermediate fund vehicle in MIP V Member (i.e., any indirect interest in MIP V Member has been treated as if it were held directly for purposes of calculating an aggregate percentage).

⁷ Ares calculated this estimate by reviewing (i) Schedule 13-D and 13-G filings made under the Exchange Act by investors holding shares of Class A common stock of Ares Management (as of June 24, 2020); (ii) Schedule 13-F filings made under the Exchange Act by investors holding shares of Class A common stock of Ares Management (as of March 31, 2020); (iii) direct issuances by Ares Management to foreign owners (as of June 24, 2020), (iv) ownership by any foreign or dual-citizen directors or executive officers of Ares Management (as of June 24, 2020); and (v) information on file with the investor relations team of Ares Management (as of June 24, 2020). Ares Management has (i) 132,396,906 shares of Class A common stock, (ii) 1,000 shares of Class B common stock, and (iii) 115,119,621 shares of Class C common stock, each as of April 13, 2020, which date is the record date for purposes of Ares Management's Proxy Statement on Schedule 14-A filed with the Securities and Exchange Commission on April 21, 2020 (the

foreign ownership in Cincinnati Bell through insulated limited partnership interests in the Ares AIVs as of the closing will be approximately 13%. Red Fiber Parent requests approval for these levels of foreign ownership as aggregated with the other indirect foreign interests in Red Fiber Parent. There are no non-U.S. holders of Ares Management or the Ares AIVs for whom specific approval is required or sought in the Petition. Out of an abundance of caution, Red Fiber Parent seeks advance approval for an aggregate of up to 49.99% foreign ownership of the indirect equity and voting interests that may be held by non-U.S. holdings of the publicly traded shares of Ares Management, or through insulated limited partnership interests in the Ares AIVs.

As detailed in Exhibit D, the Rest Immediate Entity is an Australia investment trust overseen by the officers of a widely held Australian public offer pension fund. Aggregate foreign ownership of indirect equity and voting interests in Cincinnati Bell through Rest Immediate Entity and its affiliates, including the members of REST (none of whom will have any voting or control rights), as of the closing is estimated to be 17.3%. Red Fiber Parent requests approval for this level of foreign ownership as aggregate with the other indirect foreign interests in Red Fiber Parent, as well as the indirect equity and voting interests held by entities and individuals affiliated with Rest Immediate Entity identified in Exhibit D. Out of an abundance of caution, Red Fiber Parent seeks advance approval for an aggregate of up to 49.99% foreign ownership of the indirect equity and voting interests that may be held by Rest Immediate Entity and its affiliates, and by the members of REST.

“Ares Proxy Statement”). Ares estimated the foreign ownership of voting power of shares of common stock by considering (a) 132,396,906 votes held by holders of Class A common stock, (b) 414,388,003 votes held by holders of Class B common stock, and (c) 115,199,621 votes held by holders of Class C common stock, each as of April 13, 2020.

Red Fiber Parent or its affiliates, as appropriate, will seek Commission approval prior to any changes in ownership that would require any specific approval under Section 1.5001(i).

Section 1.5001(h)(2) – Ownership and Control Structure Diagram

Exhibit E depicts the ownership and control structure of Red Fiber Parent.

III. GRANT OF THIS PETITION IS IN THE PUBLIC INTEREST

Red Fiber Parent is managerially, technically, and financially well-qualified to complete the Transaction and assume indirect ownership control of Cincinnati Bell and its license-holding subsidiaries. The Licensee is expected to continue to be managed and operated by the same officers and key personnel. Cincinnati Bell will continue to have the managerial, technical and financial qualifications to provide high quality telecommunications services to consumers in its operating territories. Cincinnati Bell's existing management team would be supplemented with the managerial capabilities and resources of Red Fiber Parent and its owners. MIRA and its affiliates are experienced asset managers and operators of comparable companies with a focus on utilities and energy, transportation, and communications infrastructure in the U.S. and globally. Through its predecessor funds, MIRA has held investments in various communications infrastructure and utilities companies and will be able to leverage its considerable track-record to effectively manage the investment in Cincinnati Bell.

The Transaction will strengthen the financial position of the Cincinnati Bell enterprise as a whole by providing access to capital from new funding sources, and enabling accelerated investment in the company's strategic products that is not presently available to Cincinnati Bell as a standalone company. The Transaction is expected to allow the enterprise to drive growth and maximize value over the long term. With the substantial financial resources of the investors in Red Fiber Parent, Cincinnati Bell and its subsidiaries will be better positioned to deliver next

generation, integrated communications for its customers through an expanded fiber network.

The financial, management, and other resources made available to Cincinnati Bell and its subsidiaries will enhance its networks and services to the benefit of its customers.

The Transaction is structured only as a change of ownership at the holding company level and will not affect any of the operations or legal identities of Cincinnati Bell's license-holding subsidiaries. The Commission has recognized that foreign investment has been and will continue to be an important source of financing for U.S. telecommunications companies, fostering technical innovation, economic growth, and job creation.⁸ For more than a decade, the Commission has consistently permitted non-U.S. individuals and entities to hold up to 100 percent of the equity and voting power in holders of FCC licenses subject to Section 310(b)(4) of the Act.⁹ Australia is a member of the World Trade Organization and, as such, there is no basis to conclude that the proposed foreign control over common carrier microwave licenses held by Hawaii Telcom, Inc. would harm competition in the U.S. market. Moreover, the proposed transactions will not pose any national security or law enforcement issues or concerns. Indeed, the Commission has already reviewed and approved MIRA's foreign ownership and issued a foreign ownership ruling in connection with the acquisition of PEG Bandwidth IL, LLC.¹⁰

Thus, issuance of the requested declaratory ruling will benefit the public interest.

⁸ See *Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as Amended*, Second Report and Order, 28 FCC Rcd 5741, 5744 (2013).

⁹ See, e.g., *Intelsat, Ltd., Transferor, and Zeus Holdings Ltd., Transferee*, 19 FCC Rcd 24820 (2004); *Comsat General Corp.*, 19 FCC Rcd 21216 (2004); *Voicestream Wireless Corp.*, 16 FCC Rcd 9779 (2001).

¹⁰ See Public Notice, International Authorization Granted, Rept. No. TEL-01964, DA 19-552, at 2-3 (rel. June 13, 2019).

IV. CONCLUSION

For the reasons set forth herein, Red Fiber Parent and its affiliates respectfully request that the Commission issue a declaratory ruling that the public interest will be served by authorizing 100 percent indirect foreign ownership structure for Red Fiber Parent and all of Red Fiber Parent's subsidiaries and affiliates, whether currently existing or subsequently formed or acquired.

Respectfully submitted,

RED FIBER PARENT LLC

/s/

James H. Barker
Elizabeth R. Park
Alexander L. Stout
LATHAM & WATKINS LLP
555 Eleventh Street, NW
Suite 1000
Washington, DC 20004

Counsel for Red Fiber Parent LLC

Dated: August 26, 2020

EXHIBIT A

**Indirect Ownership of MIP V RF Parent, L.P. and MIP V (FCC) AIV, L.P. and Requests
for Specific Approval**

Macquarie Infrastructure Partners V GP, LLC (“MIP V GP”), a Delaware limited liability company, is the general partner of both MIP V (FCC) AIV, L.P. and MIP V RF Partners, L.P. MIP V GP is controlled by Macquarie Infrastructure and Real Assets, Inc., as described in further detail below. Specific approval is sought for the non-U.S. entities identified below at the ownership percentages identified, and advance approval is sought for all such entities to hold indirect equity and/or voting interests of up to 100% in Cincinnati Bell.

The limited partnership interests in MIP V RF Partners, L.P. and MIP V (FCC) AIV, L.P. will be insulated in accordance with Section 1.5003 of the Commission’s rules.

The following entities are expected to hold indirect ownership interests in Cincinnati Bell through limited partnership interests in MIP V RF Partners, L.P.:

Name:	MIGS (FCC) ECI AIV, L.P.
Citizenship:	Delaware
Principal Business:	Investment Management Company
Percent Held:	0.07 percent equity/100 percent voting (directly in MIP V RF Partners, L.P.)

The general partner of MIGS (FCC) ECI AIV, L.P. is MIGS (ECI) GP, LLC, a Delaware limited liability company, which is wholly owned by Macquarie Infrastructure and Real Assets Inc. (see below).

Name:	MIGS (FCC) AIV, L.P.
Citizenship:	Delaware
Principal Business:	Investment Management Company
Percent Held:	5.55 percent equity/100 percent voting (directly in MIP V RF Partners, L.P.)

The general partner of MIGS (FCC) AIV, L.P. is MIRA Infrastructure Global Solutions GP LLC, a Delaware limited liability company, which is wholly owned by Macquarie Infrastructure and Real Assets Investments Limited, which is formed in the United Kingdom, which is in turn wholly owned by Macquarie International Limited, which is formed in the United Kingdom. Macquarie International Limited is wholly owned by Macquarie Asset Management UK Holdings Pty Limited, which is formed in Australia, which in turn is wholly owned by Macquarie Asset Management Holdings Pty Limited. Macquarie Asset Management Holdings Pty Limited, which is formed in Australia, is wholly owned by Macquarie Group Limited (see below).

Name: MIGS II (ECI) AIV, L.P.
Citizenship: Delaware
Principal Business: Investment Management Company
Percent Held: 0.34 percent equity/100 percent voting (directly in MIP V RF Partners, L.P.)

Name: MIGS II AIV, L.P.
Citizenship: Canada
Principal Business: Investment Management Company
Percent Held: 3.74 percent equity/100 percent voting (directly in MIP V RF Partners, L.P.)

The general partner of MIGS II (ECI) AIV, L.P. is MIGS II (ECI) GP, LLC, a Delaware limited liability company, which is wholly owned by Macquarie Infrastructure and Real Assets Inc. (see below).

The general partner of MIGS II AIV, L.P. is MIRA Infrastructure Global Solutions II GP, LLC, a Delaware limited liability company. Macquarie Infrastructure and Real Assets Inc. (see below) owns 99% of MIRA Infrastructure Global Solutions II GP LLC, and Macquarie Infrastructure and Real Assets Investments Limited (see above) owns the remaining 1%.

Name: N1 Co-invest, L.P.
Citizenship: Canada
Principal Business: Investment Management Company
Percent Held: 8.43 percent equity/100 percent voting (directly in MIP V RF Partners, L.P.)

The general partner of N1 Co-invest, L.P. is MIP V GP (see below).

Name: MIGS II IDF PV, L.P.
Citizenship: Delaware
Principal Business: Investment Management Company
Percent Held: 0.42 percent equity/100 percent voting (directly in MIP V RF Partners, L.P.)

The general partner of MIGS II IDF PV, L.P. is MIGS (ECI) GP, LLC (see above).

The limited partnership interests in MIGS (FCC) ECI AIV, L.P., MIGS (FCC) AIV, L.P., MIGS II (ECI) AIV, L.P., MIGS II AIV, L.P., N1 Co-invest, L.P., and MIGS II IDF PV, L.P. will be insulated in accordance with Section 1.5003 of the Commission's rules. Red Fiber Parent seeks specific authorization for the non-U.S. entities identified above that are expected to hold indirect interests in Cincinnati Bell upon the closing, and for advance approval for each of these entities to hold up to 100% equity and 100% voting interests indirectly in Cincinnati Bell. The following entities are expected to hold indirect ownership interests in Cincinnati Bell through limited partnership interests in MIP V (FCC) AIV, L.P. (Percentages are based on good faith

estimates and could shift as fundraising continues.) Red Fiber Parent seeks specific authorization for the following non-U.S. entities that are expected to hold indirect interests in Red Fiber Parent on or prior to the closing, and for advance approval for each of these entities to hold up to 100% equity and 100% voting interests indirectly in Cincinnati Bell:

Three investor “Aggregator” limited partnerships to be formed under Canadian (Ontario) law:

Name: MIP V Direct Partners LP
Citizenship: Canada (Ontario)
Principal Business: Investor Aggregator
Percent Held: 11.25 percent equity in Cincinnati Bell/100 percent voting (indirectly through 25% limited partnership interest in MIP V (FCC) AIV, L.P.)

Name: MIP V Electing Partners 1 LP
Citizenship: Canada (Ontario)
Principal Business: Investor Aggregator
Percent Held: 13.5 percent equity in Cincinnati Bell /100 percent voting (indirectly through 30% limited partnership interest in MIP V (FCC) AIV, L.P.)

Name: MIP V Electing Partners 2 LP
Citizenship: Canada (Ontario)
Principal Business: Investor Aggregator
Percent Held: 13.5 percent equity in Cincinnati Bell /100 percent voting (indirectly through 30% limited partnership interest in MIP V (FCC) AIV, L.P.)

The limited partnership interests in each of the Ontario Aggregators will be insulated in accordance with Section 1.5003 of the Commission’s rules. MIP V GP will be the general partner of each such Ontario Aggregator.

Two investor “Aggregator” société en commandite speciale (SCSp) or special limited partnerships to be formed under Luxembourg law:

Name: MIP V Direct EU Partners SCSp
Citizenship: Luxembourg
Principal Business: Investor Aggregator
Percent Held: 1.35 percent equity in Cincinnati Bell /100 percent voting (indirectly through 3% limited partnership interest in MIP V (FCC) AIV, L.P.)

Name: MIP V Electing EU Partners SCSp
Citizenship: Luxembourg
Principal Business: Investor Aggregator
Percent Held: 5.4 percent equity in Cincinnati Bell /100 percent voting

(indirectly through 12% limited partnership interest in MIP V (FCC) AIV, L.P.)

The limited partnership interests in both of the Luxembourg Aggregators will be insulated in accordance with Section 1.5003 of the Commission's rules. MIP V Luxembourg GP S.à.r.l. is expected to be the general partner of each such Luxembourg Aggregator. Macquarie Asset Management Europe S.à.r.l. is expected to be the manager of each such Luxembourg Aggregator.

Name:	MIP V Luxembourg GP S.à.r.l. ("MIP V Lux GP")
Citizenship:	Luxembourg
Principal Business:	General Partner
Percent Held:	<5 percent equity/100 percent voting (Through limited partnership agreement with Luxembourg Aggregator)

Name:	Macquarie Asset Management Europe S.à.r.l. ("MAME")
Citizenship:	Luxembourg
Principal Business:	Investment Management Company
Percent Held:	<5 percent equity/100 percent voting (Through a management agreement, MIP V Lux GP delegates certain duties to MIRAL)

MIP V Lux GP is wholly owned by Macquarie Asset Management US Holdings Pty Limited, which is formed in Australia, which in turn is wholly owned by Macquarie Financial Holdings Pty Limited (see below). MAME is wholly owned by Macquarie Corporate Holdings Europe Limited, which is formed in Jersey, which in turn is wholly owned by Macquarie Corporate Holdings Pty Limited (see below). Specific approval is requested for these entities, which are wholly owned by MGL.

The insulated limited partners of MIP V RF Partners, L.P., MIP V (FCC) AIV, L.P., and the Aggregators will each individually hold indirect equity and voting interests in Cincinnati Bell of less than 10%.

Taken together, the Ontario and Luxembourg Aggregators are expected to hold approximately 100% of the equity and 100% percent of the voting interests in MIP V (FCC) AIV, L.P. (excluding amounts invested by the general partners, or employees of affiliates of the general partners).

Name:	MIP V GP ¹¹
Citizenship:	Delaware
Principal Business:	Investment Management Company

¹¹ 100% of the economic interest in MIP V GP LLC is held by Macquarie Infrastructure and Real Assets Investments Limited, a wholly owned subsidiary of Macquarie International Limited, which is organized in the United Kingdom and is a wholly-owned indirect subsidiary of Macquarie Group Limited.

Percent Held:	<5 percent equity/100 percent voting (indirectly as general partner of MIP V (FCC) AIV, L.P., MIP V RF Partners, L.P., and Ontario Aggregators)
Name:	Macquarie Infrastructure Partners Inc. (“MIP Inc.”)
Citizenship:	Delaware
Principal Business:	Investment Management Company
Percent Held:	0 percent equity/100 percent voting (Through a management agreement, MIP V GP delegates certain duties to Macquarie Infrastructure Partners Inc.)
Name:	Macquarie Infrastructure and Real Assets Inc. (“MIRA Inc.”)
Citizenship:	Delaware
Principal Business:	Investment Management Company
Percent Held:	<5 percent equity/100 percent voting (indirectly through ownership of Macquarie Infrastructure Partners Inc. and control of MIP V GP)

MIRA Inc. is the sole shareholder of MIP Inc. and the managing member of MIP V GP, 100 percent of the economic interest of which is held by Macquarie Infrastructure and Real Assets Investments Limited, an affiliate of MIRA Inc. and a wholly owned subsidiary of Macquarie (UK) Group Services Limited, which is organized in the United Kingdom and is a wholly-owned indirect subsidiary of Macquarie Group Limited. MIP Inc. is the manager of MIP V (FCC) AIV, L.P. MIP Inc. is an investment adviser registered with the United States Securities and Exchange Commission. MIRA Inc. is an unregistered “relying adviser” pursuant to the 2012 ABA No-Action Letter.

Name:	Macquarie Holdings (U.S.A.), Inc.
Citizenship:	Delaware
Principal Business:	Holding Company
Percent Held:	<5 percent equity/100 percent voting (indirectly through ownership of Macquarie Infrastructure and Real Assets Inc.)
Name:	Macquarie Equities (US) Holding Pty Limited
Citizenship:	Australia
Principal Business:	Holding Company
Percent Held:	<5 percent equity/100 percent voting (indirectly through ownership of Macquarie Holdings (U.S.A.), Inc.)
Name:	Macquarie Group (US) Holdings No. 1 Pty Limited
Citizenship:	Australia
Principal Business:	Holding Company
Percent Held:	<5 percent equity/100 percent voting (indirectly through

ownership of Macquarie Equities (US) Holding Pty Limited)

Name: Macquarie Corporate International Holdings Pty Limited
Citizenship: Australia
Principal Business: Holding Company
Percent Held: <5 percent equity/100 percent voting (indirectly through ownership of Macquarie Group (US) Holdings No. 1 Pty Limited)

Name: Macquarie Corporate Holdings Pty Limited
Citizenship: Australia
Principal Business: Holding Company
Percent Held: <5 percent equity/100 percent voting (indirectly through ownership of Macquarie Corporate International Holdings Pty Limited)

Name: Macquarie Financial Holdings Pty Limited
Citizenship: Australia
Principal Business: Holding Company
Percent Held: <5 percent equity/100 percent voting (indirectly through ownership of Macquarie Corporate Holdings Pty Limited)

Name: Macquarie Group Limited
Citizenship: Australia
Principal Business: Investments
Percent Held: <5 percent equity/100 percent voting (indirectly through ownership of Macquarie Financial Holdings Pty Limited)

To the best knowledge of Red Fiber Parent and its affiliates, no individual or entity holds directly or would be treated as indirectly holding 10% or more of the outstanding capital or voting stock, or a controlling interest, in Macquarie Group Limited.

Red Fiber Parent will supplement and amend this Petition as necessary in order to update information in accordance with its obligations under Section 1.65 of the Commission's rules, and to seek specific authorization for any new investors in MIP V (FCC) AIV, L.P. or MIP V RF Partners, L.P. to the extent required under the Commission's rules.

EXHIBIT B

Indirect Ownership of ASSF Management IV, L.P.

ASSF Management IV, L.P. (“SSF IV”) is an investment management entity that will control the alternative investment vehicles (as the general partner of such vehicles) which vehicles will hold interests in Red Fiber Holdings LLC (“RF Holdings”) and which vehicles will be managed by the Private Equity Group of Ares Management Corporation (“Ares Management”).

SSF IV will form or cause to be formed multiple alternative investment vehicles (the “SSF IV AIVs”) to hold interests in RF Holdings. Each of the SSF IV AIVs will be a Delaware limited partnership, and the limited partnership interests in the SSF IV AIVs will be insulated in accordance with Section 1.5003 of the Commission’s rules. Upon the closing of the transaction, the following entities will hold indirect ownership interests in Cincinnati Bell through direct or indirect interests in the SSF IV AIVs:

Name:	ASSF Management IV, L.P.
Citizenship:	Delaware
Principal Business:	Investment Management
Percent Held:	Less than one percent equity/20 percent voting (indirectly as general partner of the SSF IV AIVs)

Name:	ASSF Management IV GP LLC
Citizenship:	Delaware
Principal Business:	Investment Management
Percent Held:	Less than one percent equity/20 percent voting (indirectly as general partner of ASSF Management IV, L.P.)

Name:	Ares Investments Holdings LLC
Citizenship:	Delaware
Principal Business:	Investment Management
Percent Held:	Less than one percent equity/20 percent voting (indirectly as the sole member of ASSF Management IV GP LLC)

The management of the SSF IV AIVs is delegated to ASSF Operating Manager IV, L.P., a Delaware limited partnership, whose general partner is Ares Management LLC, a Delaware limited liability company.

Ares Investments Holdings LLC and Ares Management LLC are indirectly controlled by Ares Management, which is a Delaware corporation whose shares of Class A common stock, par value \$0.01 per share (the “Class A Common Stock”), are publicly traded on the New York Stock Exchange under the ticker symbol “ARES.” All intervening controlling holding companies between Ares Investments Holdings LLC and Ares Management LLC, on the one

hand, and Ares Management, on the other hand, are Delaware entities. Ares Management has a board of directors that is responsible for the oversight of its business and operations. All of the members of Ares Management's board of directors are U.S. citizens.

Ares Management has three classes of common stock, the Class A Common Stock, Class B common stock, \$0.01 par value per share (the "Class B Common Stock"), and Class C common stock, \$0.01 par value per share (the "Class C Common Stock"). Pursuant to Ares Management's Certificate of Incorporation in effect as of the date hereof, the holders of the Class B Common Stock and the Class C Common Stock, collectively, will generally have the majority of the votes on any matter submitted to the stockholders of Ares Management if certain conditions are met. Ares Management GP LLC, a Delaware limited liability company ("Ares Management GP"), is the sole holder of the Class B Common Stock. Ares Voting LLC, a Delaware limited liability company ("Ares Voting LLC"), is the sole holder of the Class C Common Stock. Ares Partners Holdco LLC, a Delaware limited liability company ("Ares Partners Holdco"), is the sole member of Ares Management GP and Ares Voting. Ares Partners Holdco is managed by a board of managers, which is composed of Michael J Arougheti, Ryan Berry, R. Kipp deVeer, David B. Kaplan, Michael R. McFerran, Antony P. Ressler and Bennett Rosenthal (collectively, the "Ares Board Managers"). Mr. Ressler generally has veto authority over decisions by the Ares Board Managers. Each of the Ares Board Managers is a U.S. citizen, except for Ryan Berry, who is a citizen of Canada.

EXHIBIT C

Indirect Ownership of ASOF Management, L.P.

ASOF Management, L.P. (“ASOF”) is an investment vehicle management entity that will control the alternative investment vehicles (as the general partner of such vehicles) which vehicles will hold interests in Red Fiber Holdings LLC (“RF Holdings”) and which vehicles will be managed by the Private Equity Group of Ares Management Corporation (“Ares Management”).

ASOF will form or cause to be formed multiple alternative investment vehicles (the “ASOF AIVs”) to hold interests in RF Holding. Each of the ASOF AIVs will be a Delaware limited partnership, and the limited partnership interests in the ASOF AIVs will be insulated in accordance with Section 1.5003 of the Commission’s rules. Upon the closing of the transaction, the following entities will hold indirect ownership interests in Cincinnati Bell through direct or indirect interests in the ASOF AIVs:

Name:	ASOF Management, L.P.
Citizenship:	Delaware
Principal Business:	Investment Management
Percent Held:	Less than one percent equity/20 percent voting (indirectly as general partner of the ASOF AIVs)

Name:	ASOF Management GP LLC
Citizenship:	Delaware
Principal Business:	Investment Management
Percent Held:	Less than one percent equity/20 percent voting (indirectly as general partner of ASOF Management, L.P.)

Name:	Ares Investments Holdings LLC
Citizenship:	Delaware
Principal Business:	Investment Management
Percent Held:	Less than one percent equity/20 percent voting (indirectly as sole member of ASOF Management GP LLC)

The management of the ASOF AIVs will be delegated to ASOF Investment Management LLC, a Delaware limited liability company. The sole manager of ASOF Investment Management LLC is Ares Management LLC, a Delaware limited liability company.

Ares Investments Holdings LLC and Ares Management LLC are indirectly controlled by Ares Management, which is a Delaware corporation whose shares of Class A common stock, par value \$0.01 per share (the “Class A Common Stock”), are publicly traded on the New York Stock Exchange under the ticker symbol “ARES.” All intervening controlling holding companies between Ares Investments Holdings LLC and Ares Management LLC, on the one

hand, and Ares Management, on the other hand, are Delaware entities. Ares Management has a board of directors that is responsible for the oversight of its business and operations. All of the members of Ares Management's board of directors are U.S. citizens.

Ares Management has three classes of common stock, the Class A Common Stock, Class B common stock, \$0.01 par value per share (the "Class B Common Stock"), and Class C common stock, \$0.01 par value per share (the "Class C Common Stock"). Pursuant to Ares Management's Certificate of Incorporation in effect as of the date hereof, the holders of the Class B Common Stock and the Class C Common Stock, collectively, will generally have the majority of the votes on any matter submitted to the stockholders of Ares Management if certain conditions are met. Ares Management GP LLC, a Delaware limited liability company ("Ares Management GP"), is the sole holder of the Class B Common Stock. Ares Voting LLC, a Delaware limited liability company ("Ares Voting LLC"), is the sole holder of the Class C Common Stock. Ares Partners Holdco LLC, a Delaware limited liability company ("Ares Partners Holdco"), is the sole member of Ares Management GP and Ares Voting. Ares Partners Holdco is managed by a board of managers, which is composed of Michael J Arougheti, Ryan Berry, R. Kipp deVeer, David B. Kaplan, Michael R. McFerran, Antony P. Ressler and Bennett Rosenthal (collectively, the "Ares Board Managers"). Mr. Ressler generally has veto authority over decisions by the Ares Board Managers. Each of the Ares Board Managers is a U.S. citizen, except for Ryan Berry, who is a citizen of Canada.

EXHIBIT D

Indirect Ownership of REST US Infrastructure No. 2 Trust

The following entities or individuals hold indirect equity and/or voting interest in Cincinnati Bell through REST US Infrastructure No. 2 Trust. Specific approval is sought for the non-U.S. entities and individuals identified below at the ownership percentages identified, and advance approval is sought for all such entities to hold indirect equity and/or voting interests of up to 49.99% in Cincinnati Bell.

Name:	REST Nominees No. 2 Pty Ltd
Address:	Level 5, 321 Kent Street Sydney, New South Wales, Australia
Citizenship:	Australia
Principal Business:	Special Purpose Vehicle
Percent Held:	17.3 percent equity/10 percent voting (as trustee of REST US Infrastructure No. 2 Trust, REST Nominees No. 2 Pty Ltd manages and holds legal title to all the assets of REST US Infrastructure No. 2 Trust)

Name:	REST International Infrastructure Investments Holding Trust
Address:	Level 5, 321 Kent Street Sydney, New South Wales, Australia
Citizenship:	Australia
Principal Business:	Investment
Percent Held:	17.3 percent equity/10 percent voting (indirectly through beneficial ownership of REST US Infrastructure No. 2 Trust; also indirectly through beneficial ownership of REST Nominees No. 2 Pty Ltd)

Name:	REST Nominees No. 1 Pty Ltd
Address:	Level 5, 321 Kent Street Sydney, New South Wales, Australia
Citizenship:	Australia
Principal Business:	Special Purpose Vehicle
Percent Held:	17.3 percent equity/10 percent voting (indirectly through legal ownership of REST Nominees No. 2 Pty Ltd and as trustee of REST International Infrastructure Investments Holding

Trust)

Name: Retail Employees Superannuation Pty Ltd
Address: Level 5, 321 Kent Street
Sydney, New South Wales, Australia
Citizenship: Australia
Principal Business: Trustee
Percent Held: 17.3 percent equity/10 percent voting (indirectly through legal ownership of REST Nominees No. 1 Pty Ltd and as trustee of Retail Employees Superannuation Trust)

Name: Retail Employees Superannuation Trust
Address: Level 5, 321 Kent Street
Sydney, New South Wales, Australia
Citizenship: Australia
Principal Business: Superannuation Trust¹²
Percent Held: 17.3 percent equity/10 percent voting (indirectly through beneficial ownership of REST International Infrastructure Investments Holding Trust and of REST Nominees No. 1 Pty Ltd)

The ultimate beneficial owners of Retail Employees Superannuation Pty Ltd (being the trustee) are:

Name (Citizenship)	Share Beneficially Held
Shop, Distributive and Allied Employees' Association ("SDA") ¹³ (Australia)	50%
Steven John Priestly (Australia and United Kingdom)	12.5%
John Vincent Edstein (Australia)	12.5%
Vaughn Nigel Richtor (Australia and United Kingdom)	12.5%

¹² A superannuation fund is a form of regulated pension plan established under Australian law where the employer makes statutory contributions on behalf of its employees to provide for the employees' retirement where contributions to the fund, earnings on fund investments and withdrawals from the fund may attract certain tax concessions.

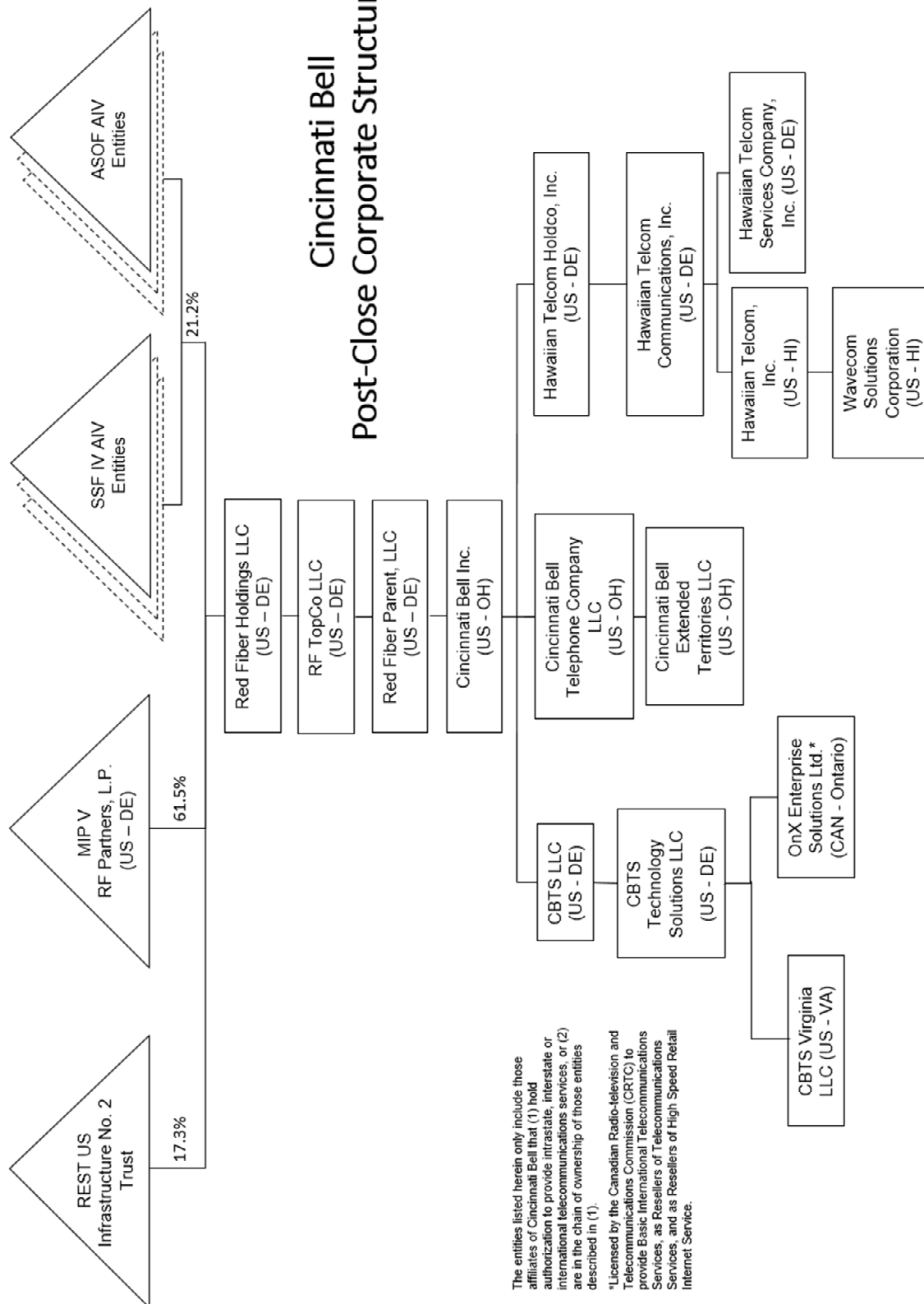
¹³ The SDA is a not-for-profit labor union representing over 200,000 members. No member beneficially controls greater than 10% of the SDA.

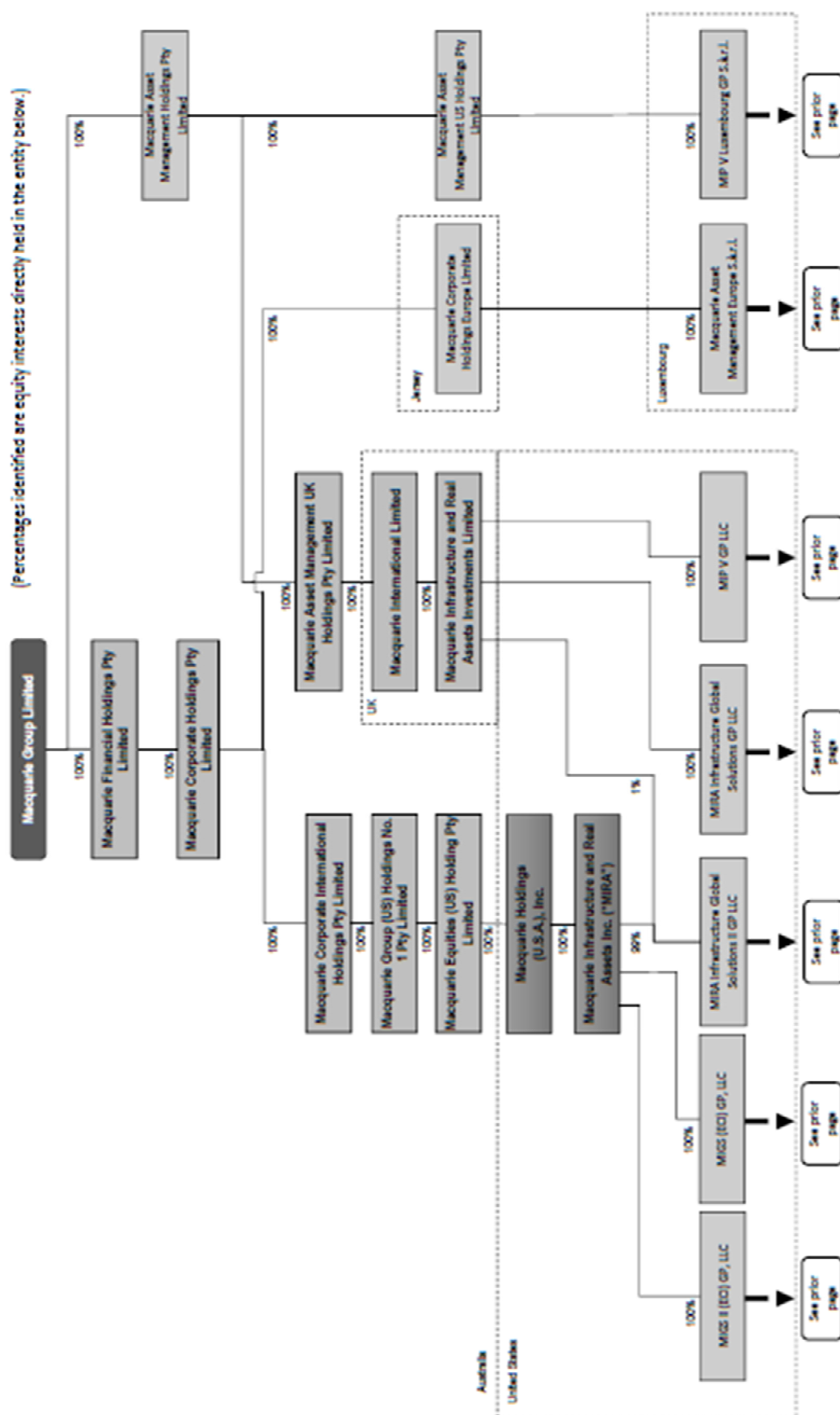
Sally Louise Evans (Australia and New Zealand)	12.5%
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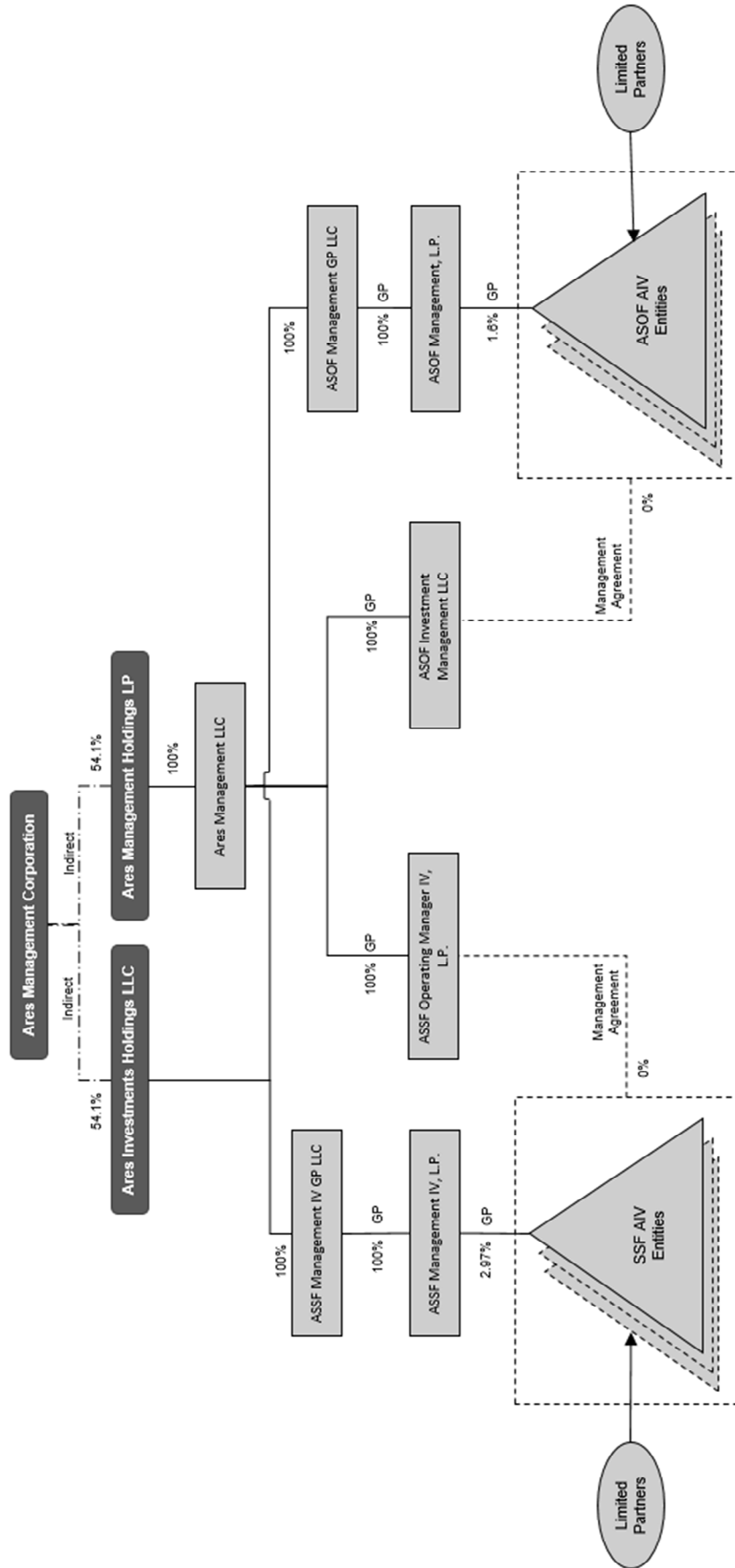
While Retail Employees Superannuation Pty Ltd is the trustee of REST, its shares must be held by a person who is a sponsor (persons who represent the interests of employers or members who participate in REST or a group of such employers or members) or their nominee. Currently, there are 4 A Class shares and 4 B Class shares on issue. The four individuals named in the table above legally and beneficially hold 1 B Class share each as nominees of employer sponsors. Ian John Blandthorn, Michael Ward Tehan, Adam Neil Walk and Julia Fox (each of whom is an Australian citizen) each legally hold 1 A Class share for the benefit of, and as nominees of, the Shop, Distributive and Allied Employees' Association, who is a member sponsor.

As trustee, Retail Employees Superannuation Pty Ltd is responsible for managing the Retail Employees Superannuation Trust for the benefit of its members. Approximately 1.7 million members are the ultimate beneficial owners of Retail Employees Superannuation Trust. These members have no voting or control rights in REST.

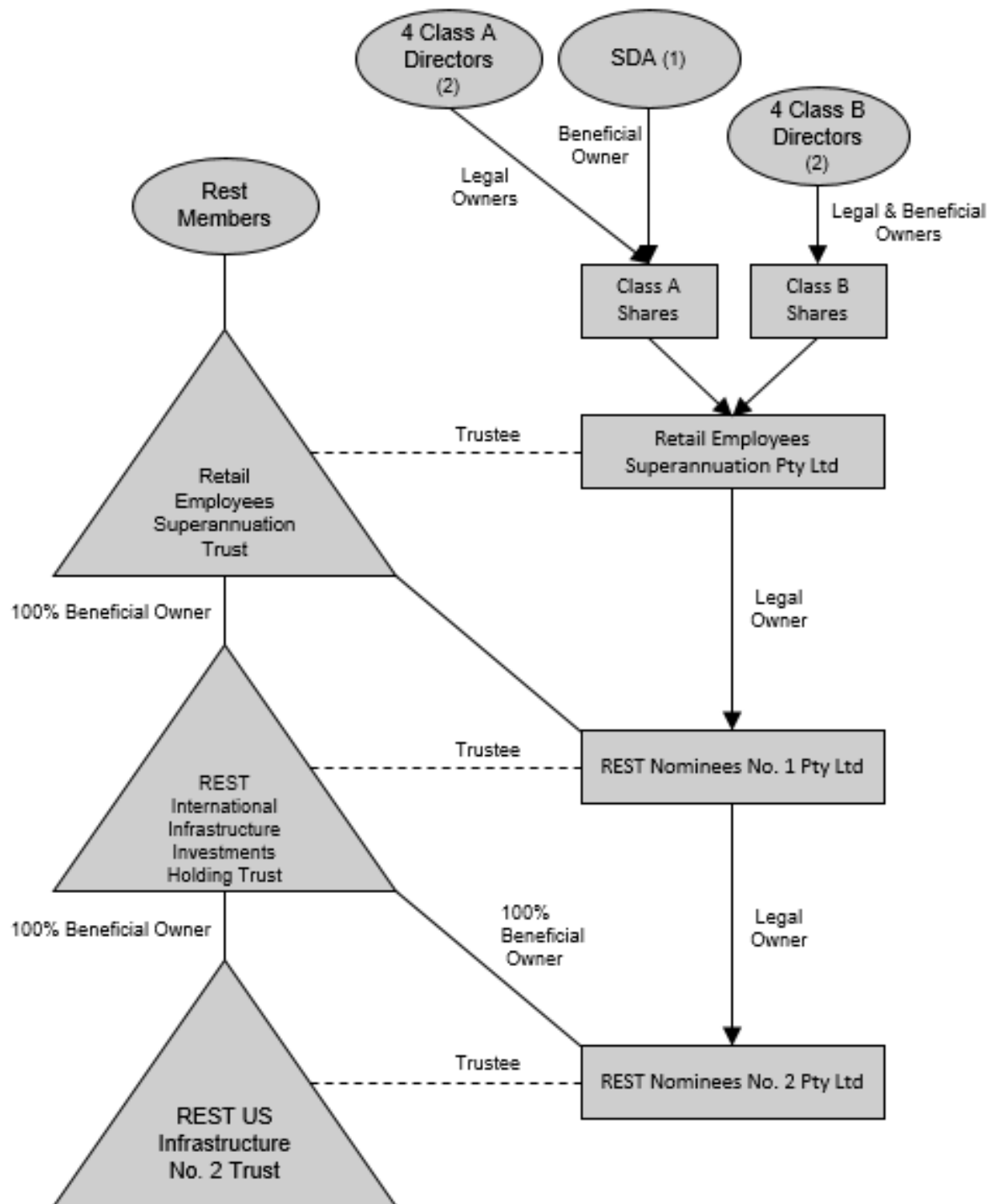
EXHIBIT E







Percentages as of June 16, 2020.



- (1) SDA is the Shop, Distributive and Allied Employees' Association
 (2) Refer to list of Rest Board of Directors for Class A and Class B Directors

Declaration of Anton Moldan

I, Anton Moldan, do hereby declare under penalty of perjury under the laws of the United States of America that:

1. I am the Authorized Signatory for Red Fiber Parent LLC, and I am authorized to submit this certification on behalf of the petitioner;
2. I have read the foregoing Petition for Declaratory Ruling ("Petition") and am generally familiar with its contents;
3. With respect to the statements made in the Petition, the facts contained therein are true and correct to the best of my knowledge, information, and belief; and
4. To the best of my knowledge, information, and belief, the levels of foreign ownership presented in the Petition were calculated in accordance with the requirements set forth in section 1.5002 of the Commission's rules, 47 C.F.R. § 1.5002, and the interests disclosed satisfy each of the pertinent standards and criteria set forth in the rules.

Executed this 26th day of August 2020.

/s/
Name: Anton Moldan
Title: Authorized Signatory
Red Fiber Parent LLC