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

In the Matter of **Cincinnati Bell Extended Territories LLC** (FRN 0012441952) Application for Global Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, to Operate as an International Facilities-Based and Resale Carrier Between the United States and Various International Points	)	File No. ITC-214-2022-__________

APPLICATION

Cincinnati Bell Extended Territories LLC ("CBET" or "Applicant") hereby requests global facilities-based authority and global resale authority, under Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Section 63.18 of the Commission's Rules, 47 C.F.R. § 63.18, to provide international telecommunications services between the United States and international points. As explained herein, this Application is entitled to streamlined processing under Section 63.12(c)(1)(v) of the Commission's Rules, 47 C.F.R. § 63.12(c)(1)(v). In addition, CBET submits the Application meets the conditions of an identified category of applications that the Commission determined it would not refer to the Executive Branch pursuant to the Commission's *Executive Branch Foreign Ownership Review Order*.[1]

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[1] *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, Report and Order, 35 FCC Rcd 10927, ¶¶ 29-39 (2020) ("*Executive Branch Foreign Ownership Review Order*").

I. **THE APPLICANT**

CBET is a limited liability company formed under the laws of the State of Ohio with its principal place of business located at 221 East Fourth Street, Cincinnati, OH 45202. CBET is authorized to provide local exchange service and interexchange service throughout Ohio, Kentucky, and Indiana. CBET is an indirect, wholly owned subsidiary of Cincinnati Bell Inc. ("Cincinnati Bell" doing business as "altafiber") which provides, through its subsidiaries, high-speed data, video, and voice solutions to consumers and businesses over an expanding fiber network and legacy copper network. For the Commission's convenience, attached as **Exhibit A** is a corporate ownership chart of Cincinnati Bell.

Neither CBET nor any of its affiliates has more than a 50% market share in the international transport and local access markets in any of the countries where they operate, except as detailed below, with respect to the U.S.-Denmark route where CBET's affiliate TDC A/S (formerly Tele Danmark Communications) ("TDC") appears on the Commission's List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets[2] and is presumed to possess market power on the Danish end of the U.S.-Denmark route. CBET is therefore presumptively considered to be a non-dominant service provider pursuant to Section 63.10(a)(3) of the Commission's Rules, 47 C.F.R. §63.10(a)(3), outside of this U.S.-Denmark route. In addition, CBET has no affiliation with a dominant U.S. carrier whose international switched or private line services it seeks authority to resell and does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of such services.

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[2] The International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets, *Public Notice*, 22 FCC Rcd 945 (2007) ("*List of Foreign Telecommunications Carriers Presumed to Possess Market Power*").

II. PUBLIC INTEREST CONSIDERATIONS

By granting this Application, the Commission will serve the public interest, convenience, and necessity by increasing competition in the international service market. CBET believes that the added competition it will bring to the market will benefit the consumers of United States international telecommunications services. These benefits include competitive pricing and an increased availability of service options. Therefore, grant of this Application will further the public interest.

III. INFORMATION REQUIRED BY SECTION 63.18

CBET submits the following information, as required by Section 63.18 of the Commission's Rules, in support of this Application:

(a) Name, address and telephone number of Applicant:

Cincinnati Bell Extended Territories LLC
221 East Fourth Street
Cincinnati, OH 45202
Tel: (513)397-9900

(b) Applicant is organized as a limited liability company under the laws of the State of Ohio.

(c) Correspondence concerning this application should be sent to:

Andrew D. Lipman
Danielle Burt
Taylor K. Lamb
MORGAN, LEWIS & BOCKIUS LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20004
Tel: (202) 739-3000
Fax: (202) 739-3001
Email: andrew.lipman@morganlewis.com
danielle.burt@morganlewis.com
taylor.lamb@morganlewis.com

with a copy to:

Christopher J. Wilson
Vice President & General Counsel
Cincinnati Bell Inc.
221 East Fourth Street
Cincinnati, OH 45202
Tel: (513) 397-0750
Fax: (513) 421-1367
Email: christopher.wilson@cinbell.com

(d) CBET is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. CBET does not hold international Section 214 authorization.

CBET is affiliated with the following entities holding Section 214 authority:

- Cincinnati Bell Telephone Company LLC ("CBT") is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. CBT does not hold international Section 214 authorization.

- CBTS Technology Solutions LLC ("CBTS") is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. CBTS holds the following international Section 214 authorizations to provide: (1) public switched resale service granted in IB File No. ITC-214-19950101-00007 (Old IB File No. ITC-95-344); (2) global or limited global facilities-based and resale service granted in IB File No. ITC-214-20071024-00434; (3) global or limited global facilities based and resale service granted in IB File No. ITC-214-20010921-00492; and (3) global or limited global facilities-based and resale service granted in IB File No. ITC-214-20010921-00493.[3]

- Hawaiian Telcom, Inc. ("HTI") is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. HTI holds international Section 214 authority to provide global or limited global resale services granted in IB File No. ITC-214-20040630-00512.

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[3] CBTS provides services pursuant to international Section 214 authorizations granted to Cincinnati Bell Any Distance Inc. ("CBAD"). CBAD changed its name to CBTS and converted from a corporation to a limited liability company, resulting in the pro forma assignment of CBAD's international Section 214 authorizations to CBTS. In addition, CBAD's parent, Cincinnati Bell Technology Solutions Inc., was merged into CBTS and CBTS became a direct, wholly owned subsidiary of CBTS Holdco LLC (CBTS Holdco subsequently changed its name to CBTS LLC), resulting in the pro forma transfer of control of CBTS. See File No. ITC-ASG-20200210-00031.

- Hawaiian Telcom Services Company, Inc. ("HTSC") is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. HTSC holds international Section 214 authority to provide global or limited global facilities based and resold international 214 services granted in IB File No. ITC-214-20010503-00269[4] and in IB File No. ITC-214-20040630-00513.

- Wavecom Solutions Corporation ("Wavecom") is authorized to provide interstate telecommunications service by virtue of blanket domestic Section 214 authority. 47 C.F.R. § 63.01. Wavecom provides international telecommunications services pursuant to the international Section 214 authority of HTI.[5]

(e) CBET requests global Section 214 authority to operate as a facilities-based and resale international carrier pursuant to Sections 63.18(e)(1) and 63.18(e)(2), respectively, of the Commission's Rules. CBET requests such authorization for all international routes authorized by the Commission.

(f) CBET seeks Section 214 authorization to provide only the services referenced under paragraph (e) of Section 63.18 of the Commission's Rules.

(g) CBET will use previously authorized facilities to provide the services requested by the Application. Consequently, CBET is categorically excluded from environmental assessment pursuant to Section 1.1306 of the Commission's Rules. 47 C.F.R. § 1.1306.

(h) The following information is provided pursuant to Section 63.18(h) of the Commission's Rules, 47 C.F.R. § 63.18(h):

The following entities directly or indirectly hold 10 percent or greater interest in the Applicant:[6]

1.	Name:	**Cincinnati Bell Telephone Company, LLC**
	Address:	221 East Fourth Street Cincinnati, OH 45202
	Citizenship:	U.S. (Ohio)
	Principal Business:	Telecommunications
	Percentage of Ownership:	100% (directly in CBET)

4 This authorization was assigned from Wavecom to HTSC pursuant to File No. ITCASG-20170413-00064.

5 *See* File No. ITC-ASG-20170413-00064.

6 All interests are both equity and voting interests except where indicated otherwise and are calculated pursuant to note 2 of Section 63.09 of the Commission's rules.

2.	Name:	**Cincinnati Bell Inc.**
	Address:	221 East Fourth Street Cincinnati, OH 45202
	Citizenship:	U.S. (Ohio)
	Principal Business:	Telecommunications
	Percentage of Ownership:	100% (directly in CBT)
3.	Name:	**Red Fiber Parent LLC** c/o Macquarie Infrastructure and Real Assets
	Address:	125 West 55th Street New York, New York 10019
	Citizenship:	U.S. (Delaware)
	Principal Business:	Telecommunications
	Percentage of Ownership:	100% (directly in Cincinnati Bell)
4.	Name:	**RF Topco LLC**
	Address:	c/o Macquarie Infrastructure and Real Assets 125 W. 55th Street New York, NY 10019
	Citizenship:	U.S. (Delaware)
	Principal Business:	Holding Company
	Percentage of Ownership:	100% (directly in Red Fiber Parent)
5.	Name:	**Red Fiber Holdings LLC ("RF Holdings")**
	Address:	c/o Macquarie Infrastructure and Real Assets 125 W. 55th Street New York, NY 10019
	Citizenship:	U.S. (Delaware)
	Principal Business:	Holding Company
	Percentage of Ownership:	100% (indirectly as sole member of RF Topco LLC)

RF Holdings is 65.8% majority owned directly by MIP V RF Partners, L.P. Minority interests in RF Holdings are held by (i) certain alternative investment vehicles ("AIVs") managed by the Private Equity Group of Ares Management Corporation ("Ares Management") with 17.6%, and (ii) REST US Infrastructure No. 2 Trust with 16.6%.

6.	Name:	**MIP V RF Partners, L.P.**
	Address:	c/o Macquarie Infrastructure and Real Assets 125 W. 55th Street New York, NY 10019
	Citizenship:	U.S. (Delaware)
	Principal Business:	Investment Fund
	Percentage of Ownership:	65.8% (indirectly as 65.8% member of RF Holdings)

The following entities hold a ten percent (10%) or greater, direct or indirect, interest in Applicant through **MIP V RF Partners, L.P.**:

Name:	**MIP V (FCC) AIV, L.P.**
Address:	c/o Macquarie Infrastructure and Real Assets 125 W. 55th Street New York, NY 10019
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Fund
Percentage of Ownership:	40.0% (indirectly through 60.8% equity interest of MIP V RF Partners, L.P.)

Name:	**Macquarie Infrastructure Partners V GP LLC ("MIP V GP")**[7]
Address:	125 W. 55th Street, Level 15 New York, NY 10019
Citizenship:	Delaware
Principal Business:	Investment Management Company
Percentage of Ownership:	65.8% (indirect voting interest as general partner of MIP V (FCC) AIV, L.P. and MIP V RF Partners, L.P.)

Name:	**Macquarie Infrastructure Partners Inc. ("MIP Inc.")**
Address:	125 W. 55th Street, Level 15 New York, NY 10019
Citizenship:	Delaware

[7] 100% of the economic interest in MIP V GP LLC is held by Macquarie Infrastructure and Real Assets Investments Limited, which is organized in the United Kingdom and its principal business is Investments. Macquarie Infrastructure Real Assets Investments Limited is an affiliate of MIRA Inc. and a wholly owned subsidiary of Macquarie (UK) Group Services Limited, which is organized in the United Kingdom and its principal business is Investments. Macquarie Infrastructure Real Assets Investments Limited is also a wholly-owned indirect subsidiary of Macquarie Group Limited.

Principal Business:	Investment Management Company
Percentage of Ownership:	65.8% (indirect voting interest through management agreement with MIP V GP)

Name:	**Macquarie Infrastructure and Real Assets Inc. ("MIRA Inc.")**
Address:	125 W. 55th Street, Level 15 New York, NY 10019
Citizenship:	Delaware
Principal Business:	Investment Management Company
Percentage of Ownership:	65.8% (indirectly through 100% ownership of MIP Inc. and as managing member of MIP V GP)

Name:	**Macquarie Holdings (U.S.A.), Inc.**
Address:	125 W. 55th Street, Level 15 New York, NY 10019
Citizenship:	Delaware
Principal Business:	Holding Company
Percentage of Ownership:	65.8% (indirectly through 100% ownership of MIRA Inc.)

Name:	**Macquarie Equities (US) Holding Pty Limited**
Address:	50 Martin Place Sydney, NSW 2000, Australia
Citizenship:	Australia
Principal Business:	Holding Company
Percentage of Ownership:	65.8% (indirectly through 100% ownership of Macquarie Holdings (U.S.A.), Inc.)

Name:	**Macquarie Group (US) Holdings No. 1 Pty Limited**
Address:	50 Martin Place Sydney, NSW 2000, Australia
Citizenship:	Australia
Principal Business:	Holding Company
Percentage of Ownership:	65.8% (indirectly through 100% ownership of Macquarie Equities (US) Holding Pty Limited)

Name:	**Macquarie Corporate International Holdings Pty Limited**
Address:	50 Martin Place Sydney, NSW 2000, Australia

Citizenship:	Australia
Principal Business:	Holding Company
Percentage of Ownership:	65.8% (indirectly through 100% ownership of Macquarie Group (US) Holdings No. 1 Pty Limited)

Name:	**Macquarie Corporate Holdings Pty Limited**
Address:	50 Martin Place Sydney, NSW 2000, Australia
Citizenship:	Australia
Principal Business:	Holding Company
Percentage of Ownership:	65.8% (indirectly through 100% ownership of Macquarie Corporate International Holdings Pty Limited)

Name:	**Macquarie Financial Holdings Pty Limited**
Address:	50 Martin Place Sydney, NSW 2000, Australia
Citizenship:	Australia
Principal Business:	Holding Company
Percentage of Ownership:	65.8% (indirectly through 100% ownership of Macquarie Corporate Holdings Pty Limited)

Name:	**Macquarie Group Limited**
Address:	50 Martin Place Sydney, NSW 2000, Australia
Citizenship:	Australia
Principal Business:	Investments
Percentage of Ownership:	65.8% (indirectly through 100% ownership of Macquarie Financial Holdings Pty Limited)

No other individual or entity holds a 10% or greater interest in Macquarie Group Limited.

7. The interests in RF Holdings indirectly held by Ares Management are held by (i) AIVs (the "SSF AIVs")[8] controlled by ASSF Management IV, L.P., as the general partner of the SSF AIVs, (ii) AIVs (the "ASOF AIVs")[9] controlled by ASOF

8 The SSF AIVs are: ASSF IV RF AIV 1, L.P. (a Delaware entity), ASSF IV RF AIV BI, L.P. (a Delaware entity), both of which directly hold interests, and ASSF IV RF Cayman Feeder 1, L.P. (a Cayman Islands entity), which indirectly holds interests. The management of the SSF AIVs is delegated to ASSF Operating Manager IV, L.P. (a Delaware entity), whose general partner is Ares Management LLC.

9 The ASOF AIVs are: ASOF RF AIV 1, L.P. (a Delaware entity), ASOF RF AIV 2, L.P. (a Delaware entity), ASOF RF AIV B1, L.P. (a Delaware entity), each of which directly hold

Management, L.P., as the general partner of the ASOF AIVs, and (iii) AIVs (the "Ares Co-Invest AIVs")[10] controlled by Ares PE Co-Invest GP LLC, as the general partner of the Ares Co-Invest AIVs. The SSF AIVs, the ASOF AIVs, and the Ares Co-Invest AIVs' are collectively referred to as the "Ares AIVs." The indirect interests in RF Holdings held by the Ares AIVs are approximately 17.6% in the aggregate. The ASOF AIVs in the aggregate hold a greater than 10% indirect interest in Applicant.

The following entities hold a ten percent (10%) or greater, direct or indirect, interest in the **Ares AIVs**:

Name:	**ASOF Management, L.P.**
Address:	c/o Ares Management LLC 2000 Avenue of the Stars, 12th Floor Angeles, CA 90067
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Management
Percentage of Ownership:	10.02% (as general partner of each of the ASOF AIVs and holds less than a 1% indirect equity interest in RF Holdings)

Name:	**ASOF Management GP LLC**
Address:	c/o Ares Management LLC 2000 Avenue of the Stars, 12th Floor Los Angeles, CA 90067
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Management
Percentage of Ownership:	10.02% (as general partner of ASOF Management, L.P.)

Name:	**ASOF Investment Management LLC**
Address:	c/o Ares Management LLC 2000 Avenue of the Stars, 12th Floor Los Angeles, CA 90067

interests, and ASOF RF Cayman Feeder 1, L.P. (a Cayman Islands entity), and ASOF RF Cayman Feeder 2, L.P. (a Cayman Islands entity), both of which indirectly hold interests. The management of the ASOF AIVs is delegated to ASOF Investment Management LLC (a Delaware entity), whose general partner is Ares Management LLC.

[10] The Ares Co-Invest AIVs are: Ares RF Co-Invest L.P. (a Delaware entity) and Ares RF Co-Invest (H), L.P. (a Delaware entity), both of which directly hold interests. The management of the Ares Co-Invest AIVs is delegated to ASOF Investment Management LLC (a Delaware entity), whose general partner is Ares Management LLC.

Citizenship:	U.S. (Delaware)
Principal Business:	Investment Management
Percentage of Ownership:	13.28% (as manager of ASOF AIVs and Ares Co-Invest AIVs)

Name:	**Ares Investments Holdings LLC**
Address:	c/o Ares Management LLC 2000 Avenue of the Stars, 12th Floor Los Angeles, CA 90067
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Management
Percentage of Ownership:	17.6% (as sole member of ASOF Management GP LLC and ASSF Management IV GP LLC)

The management of the ASOF AIVs is delegated to ASOF Investment Management LLC, a Delaware limited liability company. The sole member of ASOF Investment Management LLC is:

Name:	**Ares Management LLC**
Address:	c/o Ares Management LLC 2000 Avenue of the Stars, 12th Floor Los Angeles, CA 90067
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Management
Percentage of Ownership:	17.6% (as sole member of ASOF Investment Management LLC and ASSF Operating Manager IV, L.P.)

The sole member of Ares Management LLC is:

Name:	**Ares Management Holdings L.P.**
Address:	c/o Ares Management LLC 2000 Avenue of the Stars, 12th Floor Los Angeles, CA 90067
Citizenship:	U.S. (Delaware)
Principal Business:	Investment Management
Percentage of Ownership:	17.6% (as sole member of Ares Management LLC)

Ares Investments Holdings LLC and Ares Management Holdings L.P. are indirectly controlled by Ares Management Corporation, 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

Holdings L.P., on the one hand, and Ares Management Corporation, on the other hand, are Delaware entities. Ares Management Corporation 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 Corporation has three classes of voting 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 Corporation'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, 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.

8. The interests in RF Holdings indirectly held by Retail Employees Superannuation Trust ("**REST**"), an Australian superannuation fund managed by Retail Employees Superannuation Pty Limited ("**Rest Trustee**"), as trustee of the fund,[11] are held directly by REST US Infrastructure No. 2 Trust ("**Rest Immediate Entity**"). Rest Immediate Entity holds 16.6% equity interest in RF Holdings.

Name:	**REST US Infrastructure No. 2 Trust ("Rest Immediate Entity")**
Address:	Level 5, 321 Kent Street Sydney, New South Wales, Australia
Citizenship:	Australia
Principal Business:	Trust
Percentage of Ownership:	16.6% (indirectly as 16.6% member of RF Holdings)

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[11] 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, earning on fund investments and withdrawals from the fund may attract certain tax concessions.

The following entities hold a ten percent (10%) or greater, direct or indirect, interest in **Rest Immediate Entity**:

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
Percentage of Ownership:	16.6% (indirectly as trustee of Rest Immediate Entity)

Name:	**REST International Infrastructure Investments Holding Trust**
Address:	Level 5, 321 Kent Street Sydney, New South Wales, Australia
Citizenship:	Australia
Principal Business:	Special Purpose Vehicle
Percentage of Ownership:	16.6% (through beneficial ownership of Rest Immediate Entity)

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
Percentage of Ownership:	16.6% (indirectly as trustee of REST International Infrastructure Investments Holding Trust)

Name:	**Retail Employees Superannuation Trust**
Address:	Level 5, 321 Kent Street Sydney, New South Wales, Australia
Citizenship:	Australia
Principal Business:	Superannuation Trust
Percentage of Ownership:	16.6% (indirectly through beneficial ownership of REST International Infrastructure Investments Holding Trust, REST Nominees No. 1 Pty Ltd, and REST Nominees No. 2 Pty Ltd.)

Name:	**Retail Employees Superannuation Pty Ltd**
Address:	Level 5, 321 Kent Street Sydney, New South Wales, Australia
Citizenship:	Australia
Principal Business:	Trustee

Percentage of Ownership: 16.6% (indirectly as trustee of Retail Employees Superannuation Trust and through legal ownership of REST Nominees No. 1 Pty Ltd and REST Nominees No. 2 Pty Ltd)

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 issued and held by nominees for the sponsor members of REST. As trustee, Retail Employees Superannuation Pty Ltd is responsible for managing the Retail Employees Superannuation Trust for the benefit of its members. Approximately 1.9 million members are the ultimate beneficial owners of Retail Employees Superannuation Trust. These members have no voting or control rights in REST.

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")[12] (Australia)	50%
Steven John Priestly (Australia and United Kingdom)	12.5%
Catriona Noble (Australia)	12.5%
Vaughn Nigel Richtor (Australia and United Kingdom)	12.5%
Sally Louise Evans (Australia and New Zealand)	12.5%

The legal holders of A Class shares of Retail Employees Superannuation Pty Ltd, held for the benefit of, and as nominees of, the Shop, Distributive and Allied Employees' Association, which is a member sponsor are Helen Cooney, Michael Ward Tehan, Adam Neil Walk, and Julia Fox (each of whom is an Australian citizen).

To the best of Applicant's knowledge, no other individual or entity owns or controls more than 10% directly or indirectly of the Applicant.

Except for officers and directors of CBET's affiliate OnX Enterprise Solutions Ltd. ("OnX"), a Canadian competitive resale telecommunications provider, CBET does not have any interlocking directorates with foreign carriers.

<u>OnX Enterprise Solutions Ltd.</u>

Directors: *Leigh R. Fox*

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

Paul Khawaja

Officers:	*Leigh R. Fox*	Chief Executive Officer
	Joshua T. Duckworth	Chief Financial Officer
	Christopher J. Wilson	Vice President & General Counsel
	Jeffrey A. Lackey	President
	Shannon M. Mullen	Senior Vice President, Administrative Services
	Paul Khawaja	Senior Vice President, Canada
	Angela J. Huber	Vice President and Treasurer
	Suzanne E. Maratta	Vice President & Corporate Controller
	Michael R. Murphy	Senior Director, Tax
	JAnthony W. Schwartz	Vice President & Chief Security Officer
	Connie M. Vogt	Corporate Secretary
	Theodore W. Heckmann	Assistant Secretary

<u>Cincinnati Bell Extended Territories LLC</u>

Director: *Leigh R. Fox*

Officers:	*Leigh R. Fox*	Chief Executive Officer
	Joshua T. Duckworth	Chief Financial Officer
	Thomas E. Simpson	Chief Operating Officer
	Christopher J. Wilson	Vice President & General Counsel
	Jason E. Praeter	President
	Kevin J. Murray	Senior Vice President & Chief Information Officer
	Shannon M. Mullen	Senior Vice President, Administrative Services
	Angela J. Huber	Vice President and Treasurer
	Suzanne E. Maratta	Vice President & Corporate Controller
	Michael R. Murphy	Senior Director, Tax
	Anthony W. Schwartz	Vice President & Chief Security Officer
	Connie M. Vogt	Corporate Secretary
	Theodore W. Heckmann	Assistant Secretary

To Applicant's knowledge, no person serving on the board or as an officer of Cincinnati Bell, OnX, or their respective subsidiaries, also serves as an officer or director of a foreign carrier or domestic carrier affiliate of a foreign carrier.

(i) CBET certifies it is not a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules, 47 C.F.R. §63.09(d). CBET also certifies it is affiliated within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R.

§63.09(e), with the following foreign carriers that are affiliated with Macquarie Group Limited.

- OnX, a company organized under the laws of Ontario, Canada, holds a Reseller Registration and Basic Telecommunications Services ("BTS") License to provide resold long-distance service on a non-dominant competitive basis in Canada.

- TDC A/S (formerly Tele Danmark Communications) ("TDC") is organized under the laws of Denmark and is an incumbent provider of facilities-based wireline telecommunications services in Denmark. TDC also provides mobile wireless and broadband services in Denmark.

- Inea S.A. ("Inea") is organized under the laws of Poland and is a provider of fiber-to-the-home technology, providing competitive retail telecommunications services to residential and business customers in the Wielkopolska region of Poland. Inea also provides mobile telephony, broadband, and other services in Poland.

- KCOM Group PLC ("KCOM") is organized under the laws of the United Kingdom and is an incumbent provider of facilities-based wireline telecommunications services in the Hull and East Yorkshire region of the United Kingdom. KCOM also provides broadband and other communications services in the United Kingdom.

- Nu Mobile Pty Ltd ("Nu Mobile") is organized under the laws of Australia and is a reseller of mobile wireless services to retail customers in Australia.

- Vocus Group Limited ("Vocus") is organized under the laws of Australia and is a fiber network operator providing enterprise telecommunications services in Australia and New Zealand.

- Open Fiber S.p.A. ("Open Fiber") is organized under the laws of Italy and is a wholesale fiber network operator that is authorized to provide telecommunication services in Italy.

(j) CBET certifies that it seeks to provide international telecommunications services to all global points, including Canada, Denmark, Poland, the United Kingdom, Italy, New Zealand and Australia. CBET certifies that (i) it is not a foreign carrier, (ii) it does not control a foreign carrier providing international telecommunications services in any destination country, (iii) no entity that owns 25% of CBET or controls CBET, also owns a foreign carrier providing international telecommunication services, except for the foreign carriers identified in (*i*) above, and (iv) CBET does not seek to provide international telecommunications services to any destination country where two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25% of CBET and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.

(k) CBET certifies that each country listed in (*i*) above is a Member of the World Trade Organization ("WTO"). OnX, Inea, KCOM, Nu Mobile, Vocus, and Open Fiber are not on the Commission's *List of Foreign Telecommunications Carriers Presumed to Possess Market Power*. In addition, these companies offer services in competition with dominant foreign carriers and others.

TDC appears on the Commission's *List of Foreign Telecommunications Carriers Presumed to Possess Market Power*. TDC thus is presumed to possess market power on the Danish end of the U.S.-Denmark route.

(l) Reserved.

(m) Pursuant to Section 63.10(a)(3) of the Commission's Rules, CBET requests non-dominant status on all routes between the United States and Canada, Poland, the United Kingdom, Italy, New Zealand, and Australia. The foreign carriers, OnX, Inea, KCOM, Nu Mobile, Vocus, and Open Fiber are not a dominant provider in their respective countries of operation, and each of OnX, Inea, KCOM, Nu Mobile, Vocus, and Open Fiber lack a 50 percent market share in the international transport and local access markets on the foreign end of the route.[13] Accordingly, these foreign carriers lack sufficient market power on the foreign end of the international route to affect competition adversely in the U.S. market.

Because TDC is presumed to possess market power on the U.S.-Denmark route, CBET will comply with the Commission's rules applicable to carriers affiliated with foreign carriers that the Commission considers dominant under its rules, without prejudice to CBET's right to seek reclassification with respect to TDC in the future.

(n) CBET certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier where the foreign carrier possesses market power on the foreign end of the route, and CBET will not enter into such agreements in the future.

(o) CBET certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862), it is not

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13 Moreover, Nu Mobile is a mobile wireless service provider. The Commission has determined that such providers lack sufficient market power to affect competition adversely in the U.S. market. See *International Common Carrier Regulations – 1998 Biennial Regulatory Review*, Report and Order, 14 FCC Rcd 4909, ¶ 29 (1999).

subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) This application qualifies for streamlined processing pursuant to Section 63.12(c)(1)(v) of the Commission's Rules, 47 C.F.R. § 63.12(c)(1)(v). CBET is affiliated with TDC a dominant foreign carrier in Denmark, and CBET will comply with the Commission's rules applicable to carriers affiliated with foreign carriers that the Commission considers dominant under its rules, without prejudice to CBET's right to seek reclassification with respect to TDC in the future. CBET is also affiliated with non-dominant foreign carriers in Canada, Poland, the United Kingdom, and Australia and CBET qualifies for a presumption of non-dominance under Section 63.10(a)(3) with respect to these counties because CBET's affiliates lack a 50% market share in the relevant service market on the foreign end of the route.

IV. FOREIGN OWNERSHIP

In the Commission's *Executive Branch Foreign Ownership Review Order,*[14] the Commission identified categories of applications that the Commission would not refer to the Executive Branch.[15] One of those categories is international section 214 applications where the applicant has an existing mitigation agreement, there are no new reportable foreign owners of the applicant since the effective date of the mitigation agreement, and the applicant agrees to continue to comply with the terms of that mitigation agreement.[16] The Applicant respectfully submits that these conditions apply.

Specifically, Cincinnati Bell, parent of Applicant, is a party to an existing Letter of Agreement ("LOA") with the United States Department of Justice National Security Division, dated March 12, 2021.[17] Applicant confirms that there have been no new reportable foreign owners

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14 *Executive Branch Foreign Ownership Review Order, supra* note 1.

15 *Id.* at ¶¶ 29-39.

16 *Id.* at ¶¶ 30.

17 Letter of Agreement from Christopher J. Wilson, Vice President and General Counsel, Cincinnati Bell Inc., Anton Moldan, Vice President, Red Fiber Parent, LLC, and John H. Kim,

since the effective date of the LOA. Applicant also agrees to continue to comply with the terms of the LOA.

Additionally, to Applicant's knowledge, there are no national security, law enforcement, foreign policy, or trade policy concerns that require a referral to the Executive Branch. Therefore, Applicant requests that the Commission not refer this Application to the Executive Branch, consistent with the exclusion in the *Executive Branch Foreign Ownership Review Order*. Applicant understands that the Commission will notify the Executive Branch of this Application even if it does not refer the Application.[18]

V. CONCLUSION

For the reasons stated above, Cincinnati Bell Extended Territories LLC respectfully submits that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted,

/s/ Danielle C. Burt

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Secretary, Red Fiber Parent, LLC, to the Chief, Foreign Investment Review Section (FIRS), Deputy Chief, Compliance and Enforcement (FIRS) on behalf of the Assistant Attorney General for National Security, United States Department of Justice National Security Division (dated Mar. 12, 2021) ("LOA").

[18] *Executive Branch Foreign Ownership Review Order, supra* note 1 at ¶ 30. In the event the Application is referred to the Executive Branch, Applicants are not aware of any national security or law enforcement issues that warrant mitigation.

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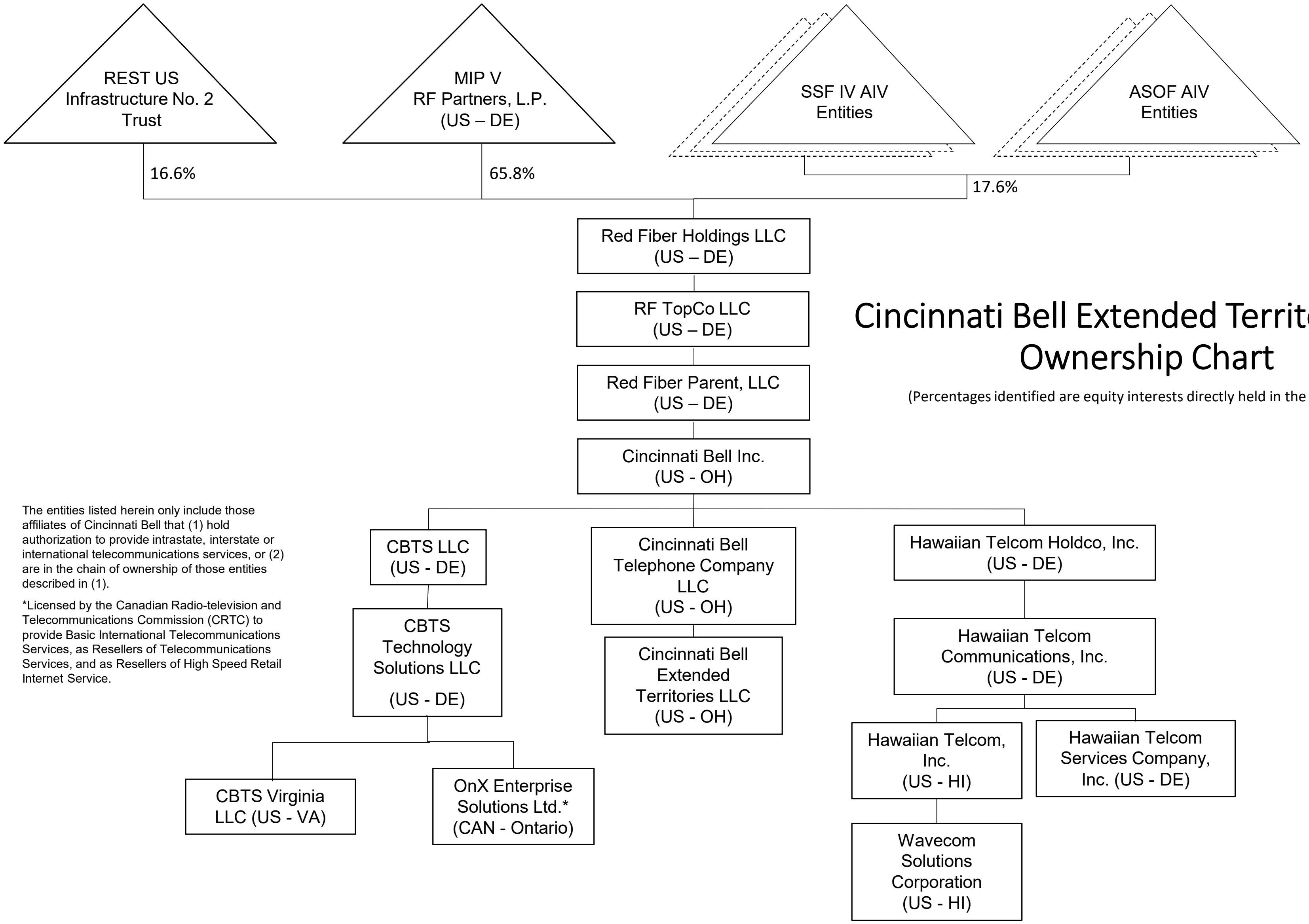
Counsel for Cincinnati Bell Extended Territories LLC

Dated: August 1, 2022

EXHIBIT A

Cincinnati Bell Extended Territories LLC Ownership Chart

(Percentages identified are equity interests directly held in the entity below.)

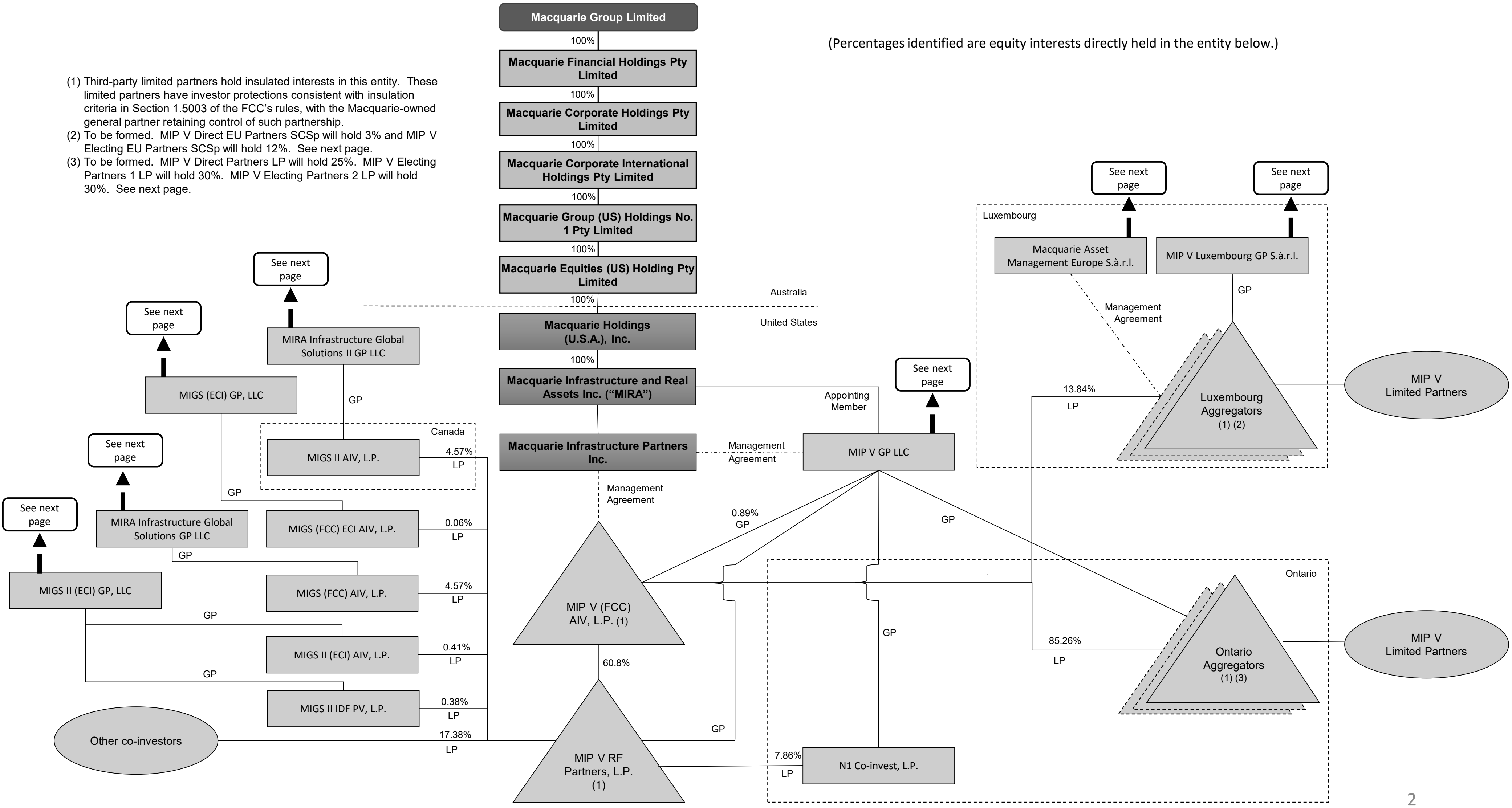


The entities listed herein only include those affiliates of Cincinnati Bell that (1) hold authorization to provide intrastate, interstate or international telecommunications services, or (2) are in the chain of ownership of those entities described in (1).

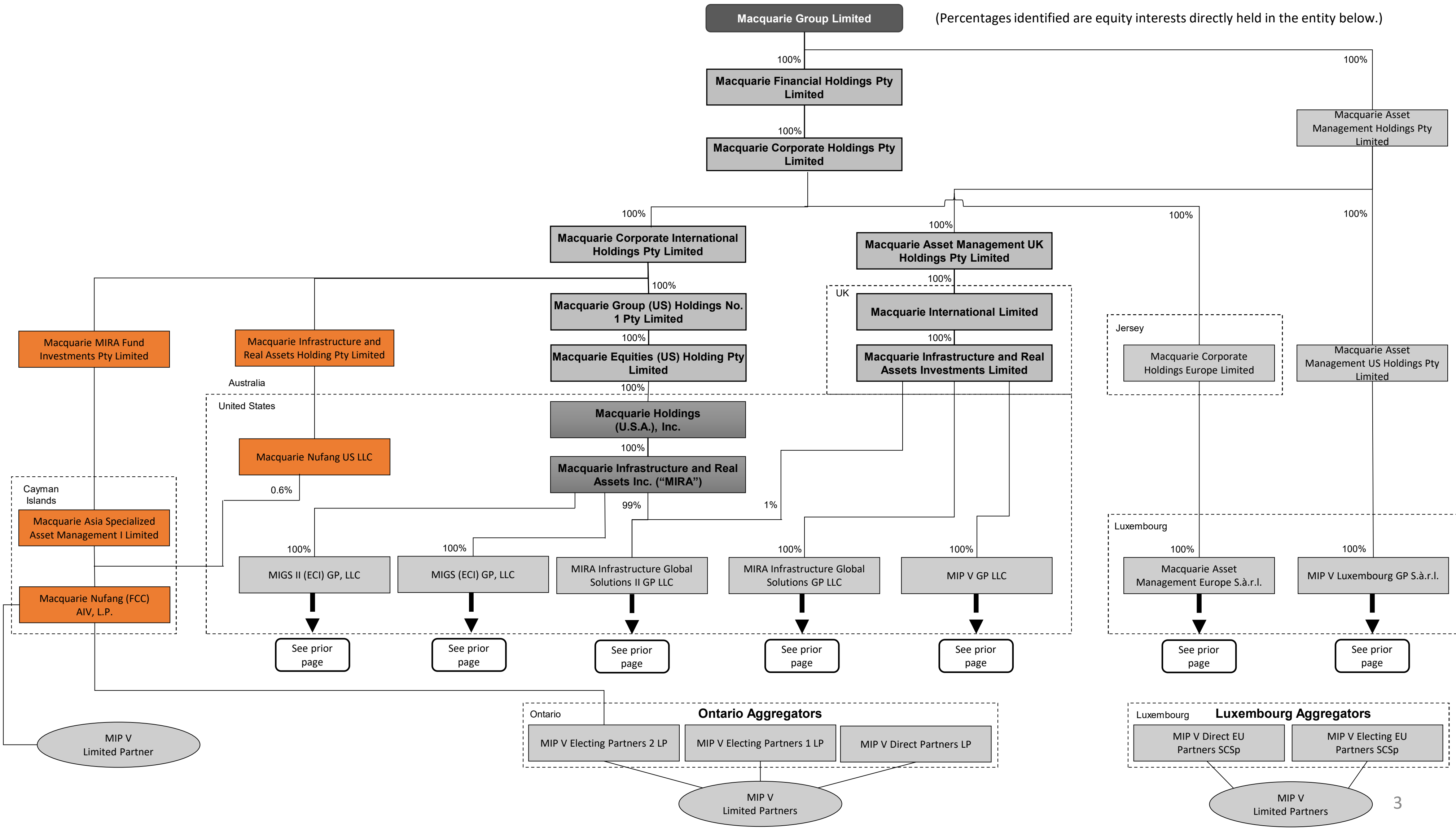
*Licensed by the Canadian Radio-television and Telecommunications Commission (CRTC) to provide Basic International Telecommunications Services, as Resellers of Telecommunications Services, and as Resellers of High Speed Retail Internet Service.

(1) Third-party limited partners hold insulated interests in this entity. These limited partners have investor protections consistent with insulation criteria in Section 1.5003 of the FCC's rules, with the Macquarie-owned general partner retaining control of such partnership.
(2) To be formed. MIP V Direct EU Partners SCSp will hold 3% and MIP V Electing EU Partners SCSp will hold 12%. See next page.
(3) To be formed. MIP V Direct Partners LP will hold 25%. MIP V Electing Partners 1 LP will hold 30%. MIP V Electing Partners 2 LP will hold 30%. See next page.

(Percentages identified are equity interests directly held in the entity below.)

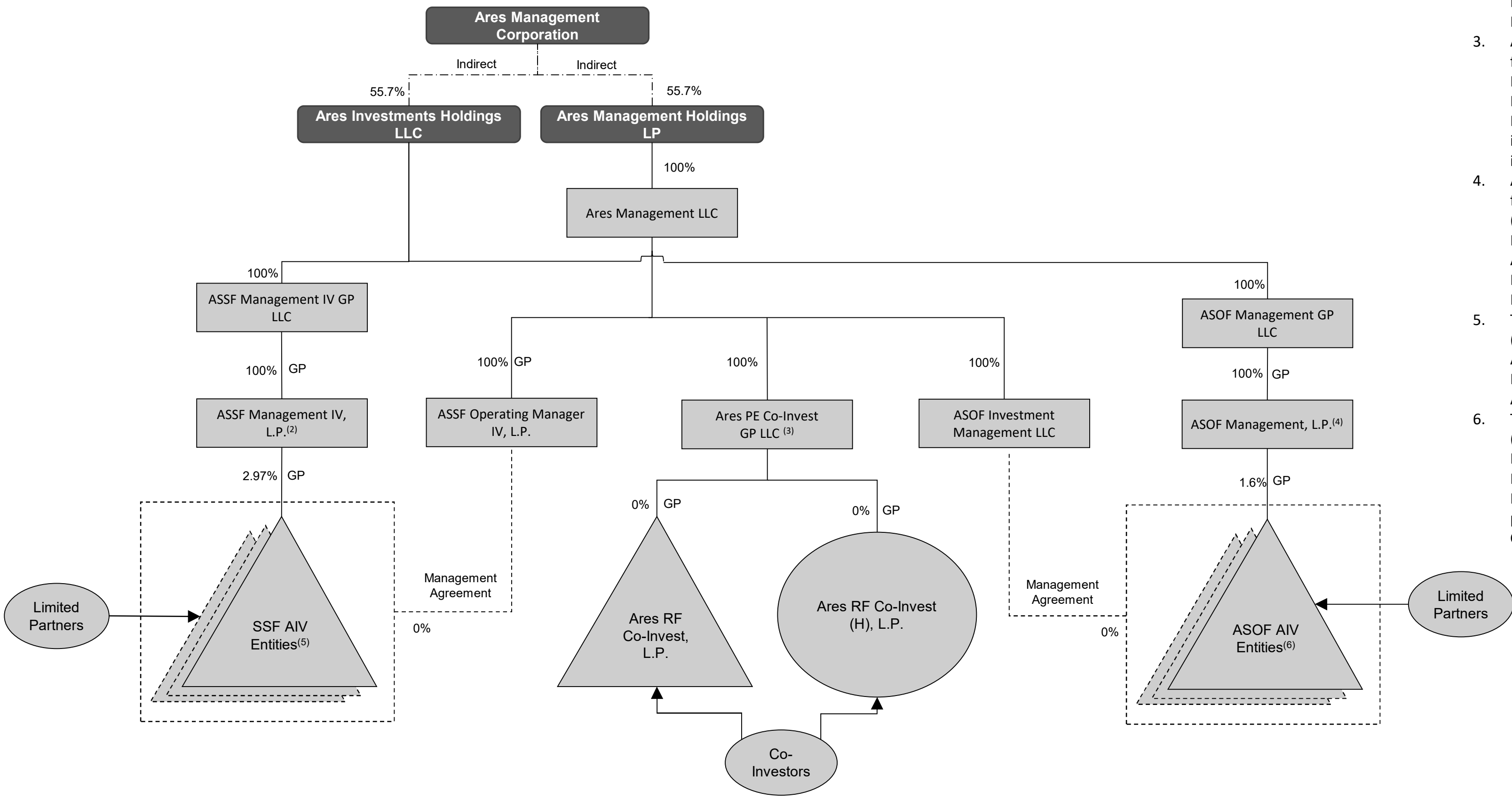


(Percentages identified are equity interests directly held in the entity below.)

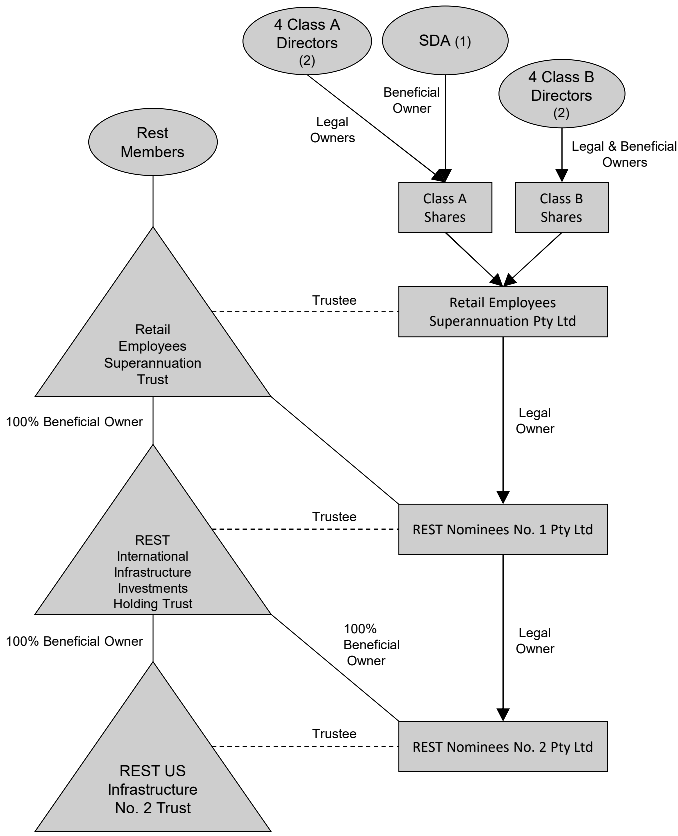


Ares Corporate Structure

(Percentages identified are equity interests directly held in the entity below. Interests are approximate and subject to change based on additional passive investment.)



1. Note that for all entities shown, except for the SSF AIV Entities and ASOF AIV Entities, the place of incorporation/formation is Delaware and principal place of business is California.
2. ASSF Management IV, L.P. formed or caused to be formed multiple alternative investment vehicles (the "SSF AIV Entities") to hold interests in Red Fiber Holdings LLC. The management of the SSF AIVs is delegated to ASSF Operating Manager IV, L.P., whose general partner is Ares Management LLC.
3. Ares PE Co-Invest GP LLC formed or caused to be formed Ares RF Co-Invest, L.P. and Ares RF Co-Invest (H), L.P. to hold interests in Red Fiber Holdings LLC. The general partner of each of Ares RF Co-Invest, L.P. and Ares RF Co-Invest (H), L.P., is Ares PE Co-Invest GP LLC, whose sole member is Ares Management LLC.
4. ASOF Management, L.P. formed or caused to be formed multiple alternative investment vehicles (the "ASOF AIV Entities") to hold interests in Red Fiber Holdings LLC. The management of the ASOF AIVs is delegated to ASOF Investment Management LLC, whose sole member is Ares Management LLC.
5. The SSF AIV Entities are: ASSF IV RF AIV 1, L.P. (Delaware); ASSF IV RF AIV B1, L.P. (Delaware); ASSF IV RF Cayman Feeder 1, L.P. (Cayman Islands). The principal place of business of the SSF AIV Entities is California.
6. The ASOF AIV Entities are: ASOF RF AIV 1, L.P. (Delaware); ASOF RF AIV 2, L.P. (Delaware); ASOF RF AIV B1, L.P. (Delaware); ASOF RF Cayman Feeder 1, L.P. (Cayman Islands); ASOF RF Cayman Feeder 2, L.P. (Cayman Islands). The principal place of business of the ASOF AIV Entities is California.



(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 identified in the Application in response to 47 C.F.R. § 63.18(h)

(Percentages identified are equity interests directly held in the entity below.)

CERTIFICATION OF APPLICANT

The undersigned hereby certifies, on behalf of Cincinnati Bell Extended Territories LLC ("CBET"), with respect to the foregoing application for section 214 authority to provide international services, that:

1. CBET will comply with the terms and conditions contained in Section 63.21, 63.22, and 63.23 of the Commission's Rules, 47 C.F.R. §63.21-.23.

2. CBET has 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 affect competition adversely in the U.S. market and will not enter into such agreements in the future.

3. CBET is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

4. The contents of the Application are true and correct to the best of my knowledge, information, and belief.

Cincinnati Bell Extended Territories LLC

By: ______________________

Name: Christopher Wilson
Title: Vice President & General Counsel
Date: August 1, 2022