



Federal Communications Commission
Washington, D.C. 20554

International Bureau

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August 3, 2012
Ref: **EB 2012-21**

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Re: **Wavecom/Hawaiian Telecom (HTT)**
WC DK 12-206 (DA 12-1264 rel. August 3, 2012)

ITC-T/C-2012-0716-00183 **ISP-PDR-20120716-00003**
SCL-T/C-20120716-00009 **File No. 0005305989 (WQEH949)**

Comments Due: September 4, 2012
Reply Comments Due: September 19, 2012

Dear Sir or Madam:

Wavecom Solutions Corporation (Wavecom) and Hawaiian Telecom, Inc. (HTT) (together, Applicants) filed a series of applications pursuant to sections 214 and 310(d) of the Communications Act of 1934, as amended (Communications Act), and the Cable Landing License Act of 1921, seeking approval for the transfer of control of Wavecom to HTT. Specifically, Applicants seek approval to transfer control of domestic and international section 214 authorizations, a cable landing license, and various wireless licenses. Hawaiian Telecom Holdco, Inc. (Holdco), the ultimate parent corporation of HTT, also requests that the Commission extend Holdco's current authority under section 310(b)(4) of the Act regarding foreign ownership to include common carrier licenses and authorizations held by Wavecom.

Applicants state that HTT is wholly owned by Hawaiian Telcom Communications, Inc., which in turn is wholly owned by Holdco, a Delaware corporation. Twin Haven Special Opportunities Fund III, L.P. (Twin Haven Fund), a Delaware limited partnership, holds an 11 percent interest in Holdco. Twin Haven Fund is controlled by its general partner, Twin Haven Special Opportunities Partners III, LLC (Twin Partners), a Delaware limited liability company, which votes the shares held by Twin Haven Fund. Twin Partners is controlled by Rob Webster and Paul Mellinger, the sole managing member of Twin Partners, each of whom is a U.S. citizen. Applicants state that Holdco common stock is publicly traded and is widely held. Although no single foreign individual or entity has a ten percent or greater interest in Holdco, its aggregate foreign ownership exceeds 25 percent. They further assert that the Commission has previously permitted

HTI's indirect parent, Holdco, to be 100 percent foreign owned, subject to restrictions in which Holdco and its affiliates are currently in compliance.

A copy of the Public Notice, (DA 12-1264, rel. August 3, 2012) in WC Docket No. 12-206, seeking comment on the proposed transaction is attached. Should you have any national security, law enforcement, foreign policy or trade concerns with the proposed transaction, please file your comments with WC Docket No. 12-206 by **September 4, 2012**. See General Information section of the attached Public Notice, DA 12-1264.

For further information, please contact Jodie May, Wireline Competition Bureau, (202) 418-0913; David Krech, International Bureau, (202) 418-7443; Wayne McKee, Media Bureau, (202) 418-2355; Linda Ray, Wireless Telecommunications Bureau, (202) 418-0257.

Sincerely



George Li, Deputy Chief, Policy Division

From: George Li
Sent: Friday, August 03, 2012 4:33 PM
To: Adrienne Downs
Cc: James Ball; David Krech
Subject: Re: Cover Letter Reference EB 2012-21 (comments due by September 4, 2012).

Thank you Adrienne. Have a great weekend.

Sent from my BlackBerry Wireless Handheld

From: Adrienne Downs
Sent: Friday, August 03, 2012 04:06 PM
To: Adrienne Downs; 'robert.spiva@ic.fbi.gov' <'robert.spiva@ic.fbi.gov'>; 'edward.hand@usdoj.gov' <'edward.hand@usdoj.gov'>; 'hillary.Morgan@disa.mil' <'hillary.Morgan@disa.mil'>; 'chemmerlein@ntia.doc.gov' <'chemmerlein@ntia.doc.gov'>; 'vbarrish@askcalea.net' <'vbarrish@askcalea.net'>; 'maydc@state.gov' <'maydc@state.gov'>; 'Christopher.Siefken@ic.fbi.gov' <'Christopher.Siefken@ic.fbi.gov'>; 'Marilyn.Shaifer@usdoj.gov' <'Marilyn.Shaifer@usdoj.gov'>; 'Tyronne.Brown@usdoj.gov' <'Tyronne.Brown@usdoj.gov'>; 'Shawn.cooley@dhs.gov' <'shawn.cooley@dhs.gov'>; 'Brian.williams@associates.dhs.gov' <'Brian.williams@associates.dhs.gov'>; 'Siobhan.Dupuy@usdoj.gov' <'Siobhan.Dupuy@usdoj.gov'>; 'alex.daman@dhs.gov' <'alex.daman@dhs.gov'>; 'Joanne.Ongman@usdoj.gov' <'Joanne.Ongman@usdoj.gov'>; 'Jennifer.Rockoff@usdoj.gov' <'Jennifer.Rockoff@usdoj.gov'>; 'Richard.Sofield2@usdoj.gov' <'Richard.Sofield2@usdoj.gov'>; 'glenn.kaminsky@hq.dhs.gov' <'glenn.kaminsky@hq.dhs.gov'>; 'sdesmond@ostp.eop.gov' <'sdesmond@ostp.eop.gov'>; 'dale.barr@hq.dhs.gov' <'dale.barr@hq.dhs.gov'>; 'TP-FCC@dhs.gov' <'TP-FCC@dhs.gov'>; 'John.delmore@ic.fbi.gov' <'John.delmore@ic.fbi.gov'>; 'twg@leo.gov' <'twg@leo.gov'>; 'Kimberly.Schmid@usdoj.gov' <'Kimberly.Schmid@usdoj.gov'>
Cc: George Li; David Krech; Susan OConnell; Howard Griboff; James Ball; Alexis Johns; Dennis Johnson; Jodie May; Wayne McKee; Jeff Tobias; Linda Ray
Subject: Cover Letter Reference EB 2012-21 (comments due by September 4, 2012).

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