

# Morgan Lewis

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August 11, 2021

## **VIA ELECTRONIC FILING**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Office of the Secretary  
45 L Street NE  
Washington, DC 20554

Re: File No. SCL-ASG-20210122-00006

### **SUPPLEMENT**

Dear Ms. Dortch:

Hawaiian Telcom Inc. ("HTI"), by its undersigned representative, at the request of International Bureau staff, respectfully supplements the above-referenced application (the "Application") regarding the assignment of the cable landing license for the Paniolo Cable System from Paniolo Cable Company, LLC ("Paniolo Cable Company") to HTI. Specifically, HTI notifies the Commission that the transaction between Cincinnati Bell Inc. ("Cincinnati Bell") and Red Fiber Parent, LLC ("Red Fiber Parent") that the Commission approved on May 26, 2021,<sup>1</sup> has not yet closed as one state commission approval remains pending. As such, the current ownership of Cincinnati Bell and HTI as filed in page 14 of the Application has remained unchanged.

Updated ownership of Red Fiber Parent is provided here as **Attachment A**. Specifically, Attachment A provides an update regarding: (i) certain beneficial owners of Retail Employees Superannuation Pty Ltd, the trustee of Retail Employees Superannuation Trust ("REST") and (ii) the ownership percentages of the owners of Red Fiber Parent expected at the closing of that transaction.

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<sup>1</sup> *Application Granted for the Transfer of Control of Cincinnati Bell Inc. and Hawaiian Telcom Inc. to Red Fiber Parent, LLC*, Public Notice, DA 21-615 (rel. May 26, 2021).

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

Respectfully submitted,

*/s/ Joshua M. Bobeck*

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## Attachment A

This Attachment provides the latest information regarding the ownership of Red Fiber Parent, LLC (“Red Fiber Parent”) including (i) certain beneficial owners of Retail Employees Superannuation Pty Ltd, the trustee of Retail Employees Superannuation Trust (“REST”) and (ii) the ownership percentages of the owners of Red Fiber Parent, LLC expected at the closing of that transaction.

### I. REST BENEFICIAL OWNERS

HTI and Red Fiber Parent reports changes to the ultimate beneficial owners of Retail Employees Superannuation Pty Ltd, the trustee of Retail Employees Superannuation Trust (“REST”), which, at the time of closing, will be an indirect minority owner of Red Fiber Parent. In particular, Catriona Noble, a citizen of Australia, has replaced John Vincent Edstein as an ultimate beneficial owner of Retail Employees Superannuation Pty Ltd. The current ultimate beneficial owners of Retail Employees Superannuation Pty Ltd are:

Name (Citizenship)	Share Beneficially Held
Shop, Distributive and Allied Employees’ Association (“SDA”) <sup>2</sup> (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%

In addition, Helen Cooney, a citizen of Australia, has replaced Ian John Blandthorn as the legal holder of one A Class share 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. The other holders of A Class shares are Michael Ward Tehan, Adam Neil Walk and Julia Fox (each of whom is an Australian citizen).

### II. UPDATED OWNERSHIP PERCENTAGES

The approximate ownership percentages held by Red Fiber Parent expected at closing have changed based on additional equity investments by affiliates of MIP V RF Partners, L.P. (“MIP V Member”) and the indirect minority co-investors. As a result of these additional equity investments, MIP V Member will hold 65.8 percent of the interests in Red Fiber Holdings LLC. REST US Infrastructure No. 2 Trust is expected to hold a 16.6 percent equity interest in Red Fiber Holdings LLC, while the Ares AIVs are expected to hold a combined 17.6 percent equity interest.

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<sup>2</sup> The SDA is a not-for-profit labor union representing over 200,000 members. No member beneficially controls greater than 10% of the SDA.