

**KELLEY DRYE & WARREN LLP**

A LIMITED LIABILITY PARTNERSHIP

**WASHINGTON HARBOUR, SUITE 400**

**3050 K STREET, NW**

**WASHINGTON, D.C. 20007-5108**

(202) 342-8400

FACSIMILE

(202) 342-8451

www.kelleydrye.com

NEW YORK, NY

LOS ANGELES, CA

CHICAGO, IL

STAMFORD, CT

PARSIPPANY, NJ

BRUSSELS, BELGIUM

AFFILIATE OFFICES

MUMBAI, INDIA

EDWARD A. YORKGITIS, JR.

DIRECT LINE: (202) 342-8540

EMAIL: eyorkgitis@kelleydrye.com

May 20, 2016

**VIA IBFS**

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

Re: In re: Application of Quintillion Subsea Operations, LLC for a License to Construct, Land and Operate a Private Fiber Optic Cable System Linking Points Within Alaska, and Request for Streamlined Treatment; SCL-LIC-20160325-00009 – **Second Supplement to Application**

Dear Ms. Dortch:

On March 25, 2016 Quintillion Subsea Operations, LLC (“Quintillion Subsea Operations” or the “Company”), by its attorneys, submitted an Application for a License to Construct, Land and Operate a Private Fiber Optic Cable System Linking Points Within Alaska, and Request for Streamlined Treatment (the “Application”) to the Federal Communications Commission (“Commission”).<sup>1</sup>

By this letter, Quintillion notifies the Commission that, since the Application was filed, the equity interest of Cooper Investment Fund LLC in Quintillion Subsea Holdings LLC (“Quintillion Subsea Holdings”), the direct parent of Quintillion Subsea Operations has been reduced from 95% to 89.5%. This change results in no new entity holding or controlling a ten percent (10%) or greater direct or indirect equity interest in Quintillion Subsea Operations. Attached are updated versions of the Attachment B equity ownership chart and Attachment C

---

<sup>1</sup> On April 8, 2016, in response to an inquiry from the Commission’s International Bureau, the Company provided further information.

KELLEY DRYE & WARREN LLP

Marlene H. Dortch  
May 20, 2016  
Page Two

voting interest charts reflecting the changes in the equity ownership of Cooper Investment Fund LLC.

Please direct any questions regarding this submission to the undersigned.

Respectfully Submitted,



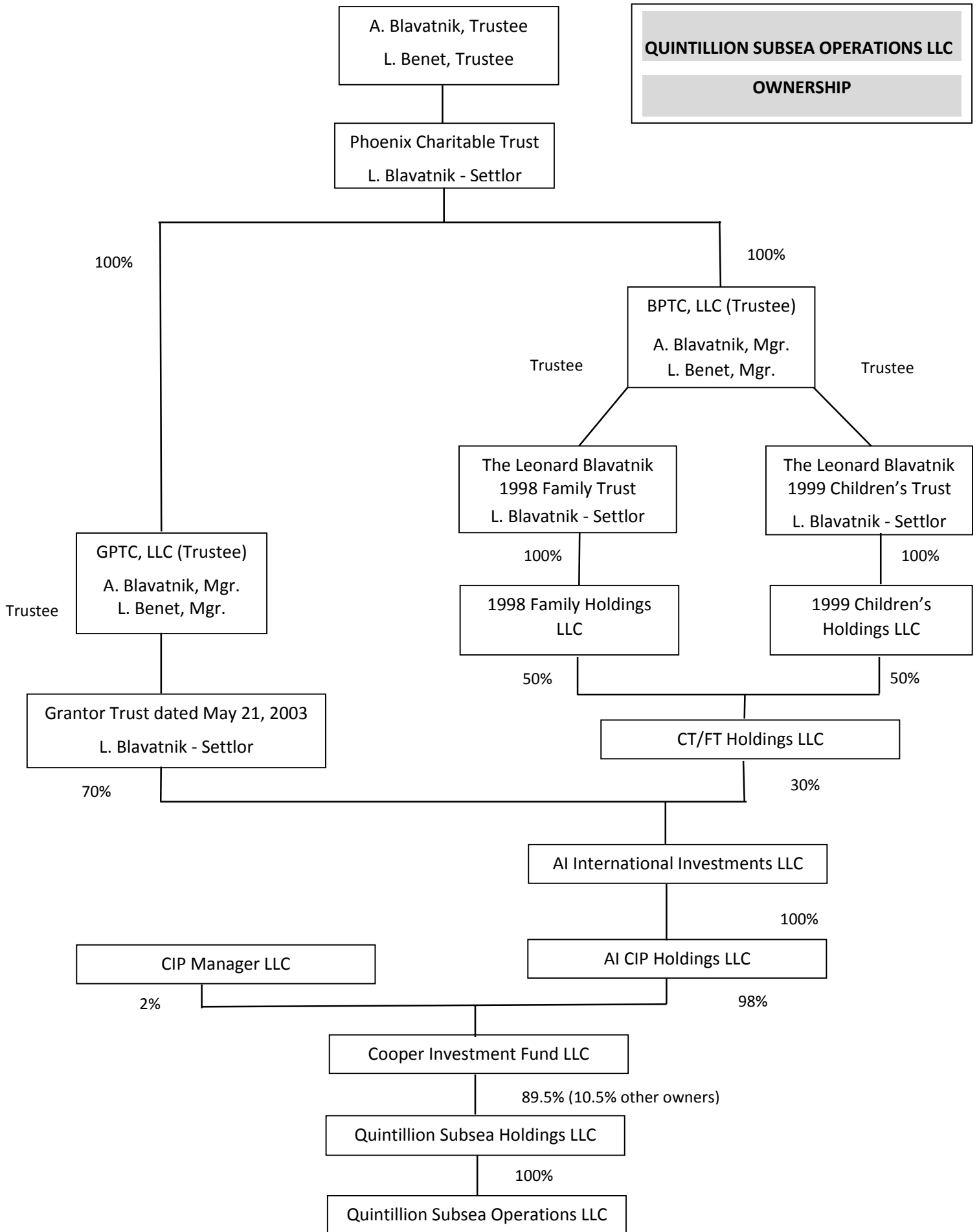
Edward A. Yorkgitis, Jr.  
Denise N. Smith

*Counsel to Quintillion Subsea Operations, LLC*

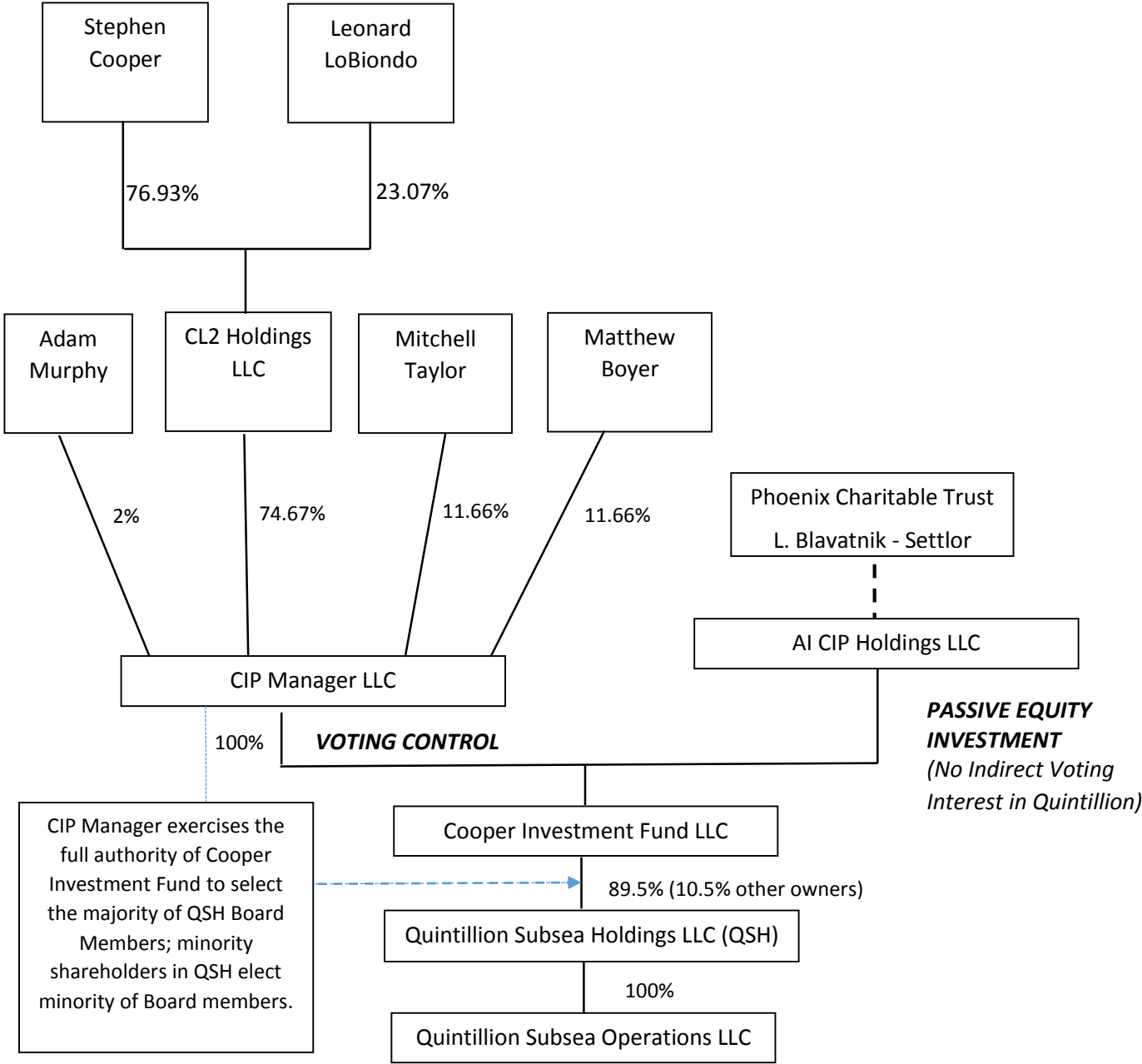
Encl.

cc: David Krech, International Bureau (via e-mail)  
Jodi Cooper, International Bureau (via e-mail)

# **Equity and Voting Interest Charts**



**QUINTILLION SUBSEA OPERATIONS LLC**  
**Voting Interests and Control**

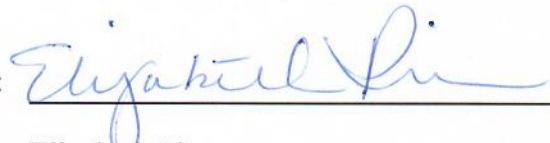


**Verification**

I, Elizabeth Pierce, state that I am Chief Executive Officer of Quintillion Subsea Holdings, LLC (“Quintillion”); that I am authorized to represent Quintillion and Quintillion Subsea Operations, LLC (jointly, “Quintillion”) and its subsidiaries, and to make this verification on their behalf; that the statements regarding Quintillion, its subsidiaries, and its affiliates and the certifications contained in the foregoing Second Supplement to the Federal Communications Commission Application for a License to Construct, Land and Operate a Private Fiber Optic Cable System Linking Points Within Alaska, and Request for Streamlined Treatment (the “Application”), except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

By: \_\_\_\_\_



Elizabeth Pierce  
Chief Executive Officer  
Quintillion Subsea Operations, LLC  
201 East 56th Avenue  
Suite 300  
Anchorage, AK 99518  
(907) 440-4511

For and on behalf of Quintillion Subsea Operations, LLC

Dated: May 20, 2016

## CERTIFICATE OF SERVICE

I hereby certify that the foregoing Quintillion Subsea Operations, LLC Second Supplement to the Federal Communications Commission Application for a License to Construct, Land and Operate a Private Fiber Optic Cable System Linking Points Within Alaska, and Request for Streamlined Treatment, was served by first-class mail on May 20, 2016.

Ambassador Daniel Sepulveda  
U.S. Coordinator and Deputy Assistant Secretary of State  
Office of Int'l Communications & Information Policy  
Bureau of Economic and Business Affairs  
U.S. Department of State  
2201 C Street, N.W.  
Room 4634  
Washington, D.C. 20520-4634

Kathy Smith  
Office of Chief Counsel/NTIA  
U.S. Department of Commerce  
14th St., NW and Constitution Ave., NW  
Room 4713  
Washington, D.C. 20230

Robert Gorman  
General Counsel  
Defense Information Systems Agency  
6910 Cooper Avenue  
Fort Meade, Maryland 20755



---

Denise N. Smith