

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

In the Matter of)	
)	
Hawaiki Submarine Cable USA LLC;)	
Tillamook Lightwave IGA; ACS Cable Systems,)	
LLC; DRFortress, LLC and)	File No. SCL-LIC-2016-_____
American Samoa Telecommunications Authority)	
)	
Joint Application for a License to Construct, Land,)	
and Operate an Undersea Fiber Optic Cable)	
Connecting the U.S. to Australia and New)	
Zealand)	

**APPLICATION FOR A CABLE LANDING LICENSE
STREAMLINED PROCESSING REQUESTED**

Hawaiki Submarine Cable USA LLC (“HSC USA”), Tillamook Lightwave IGA (an ORS Chapter 190 Intergovernmental Agency) (“Tillamook Lightwave”), ACS Cable Systems, LLC (“ACS”), DRFortress, LLC (“DRFortress”) and American Samoa Telecommunications Authority (“ASTCA”) (collectively, “Applicants”), pursuant to the Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§34-39, Executive Order 10,530, and Section 1.767 of the Commission’s rules, 47 C.F.R. §1.767, request licenses to land and operate a non-common carrier fiber-optic submarine telecommunications cable extending between the U.S. and Australia and New Zealand. This new state-of-the-art submarine cable system will be called the Hawaiki Cable System (“Hawaiki”).

For the reasons set forth below, Applicants respectfully submit that the grant of this application will serve the public interest and should be granted on a streamlined basis. The Applicants respectfully request grant of the cable landing license by the Commission as expeditiously as possible to permit construction activities to proceed on schedule.

I. DESCRIPTION OF THE CABLE SYSTEM

A. General Description

Construction of Hawaiki started on March 31, 2016, the date of issue of the “Contract in Force” certificate by TE Subcom. The target for making capacity available is the second quarter of 2018.¹ Hawaiki will currently land in five locations: Sydney, Australia, Mangawhai Heads, New Zealand, Tafuna, American Samoa, Kapolei, Oahu, Hawaii, and Pacific City, Oregon. The system will have five segments:

- Segment 1 from Australia to New Zealand;
- Segment 2 from New Zealand to Hawaii;
- Segment 3 from Australia to Hawaii;
- Segment 4 from Hawaii to Oregon; and
- Segment 5 from a Branching Unit to American Samoa.

Hawaiki’s design provides the ability to install branching units and spurs to connect a number of Pacific Islands to the main trunk. The Pacific Islands will be connected via Optical Add Drop Multiplexer (“OADM”) branching units located on the New Zealand to Hawaii fiber pair. With the OADM technology, express wavelengths on all fiber pairs (Australia and New Zealand to US) will have no dependence on the Pacific Islands. OADM technology enables diversion to any number of wavelengths through the Branching Unit. Given the requirements of the islands, the intent is to divert one or two wavelengths for an island (meaning 100 Gbps. or 200 Gbps, with full upgrade capacity).

¹ See *Hawaiki Cable Announces Contract for Cable System Has Come Into Force and Construction Commences*, Hawaiki Media Release (Mar. 31, 2016), <http://www.hawaikicable.co.nz/PR/2016%2003%2031%20-%20Hawaiki%20CIF%20-%20Media%20Release.pdf>.

At this time, American Samoa is the only Pacific Island contractually committed to Hawaiki. The intent is to provide one or two wavelengths to American Samoa.

Table 1. System Capacity

Segment	Fiber Pairs	Total Capacity
Australia - New Zealand	1	12 Tbps
New Zealand - Hawaii	1	10 Tbps
Australia - Hawaii	2	20 Tbps
Hawaii - Oregon	3	30 Tbps
Branching Unit - American Samoa	2	100-200 Gbps

A geographic overview and conceptual system configuration are provided in Appendix F.

B. Construction and Operation of Hawaiki

The main trunk of Hawaiki will be 100% owned and constructed by Hawaiki Submarine Cable Limited Partnership (“HSC LP”), a New Zealand limited partnership, and the intermediate parent company of HSC USA.

HSC LP and its affiliates will also own and/or control the cable landing stations (“CLS”) in Australia, New Zealand, Hawaii and Oregon, as follows:

- Australia: CLS leased from Equinix.
- New Zealand: HSC LP to build and own a new CLS.
- Hawaii: HSC USA to build and own a new CLS, with DRFortress acting as landing party in Hawaii.
- Oregon: CLS leased from Tillamook Lightwave, who owns the CLS, with ACS operating the CLS in Oregon pursuant to an agreement with HSC USA.

ASTCA, the government-owned incumbent local exchange carrier in the U.S. Territory of American Samoa, will own, construct and operate the spur to American Samoa and corresponding landing station.

ASTCA will be the landing party in American Samoa. As previously noted, the landing party in Oregon will be ACS and the landing party in Hawaii will be DRFortress.

Ownership interests of Hawaiki are set forth in Section IV.D. below, and details regarding each of the Applicants are provided in Appendices A through E.

The primary Network Operations Center (“A-NOC”) for Hawaiki will be located in New Zealand. The backup NOC (“B-NOC”) will be subcontracted in the USA, to a U.S. operator, on the other end of the cable system.

C. Control of U.S. Facilities and Equipment

HSC LP will have full control of all the facilities and equipment on the main trunk of the Hawaiki system as well as the New Zealand and U.S. NOC. HSC LP has entered into a contractual agreement with Tillamook Lightwave to lease space in their existing Pacific City CLS and to use an existing duct between the beach landing and the CLS. Tillamook Lightwave owns and will manage the Pacific City, Oregon CLS Station, Beach Manhole and Duct from the Beach Manhole to the Station on behalf of Hawaiki. AACS is under contract with HSC USA to provide operations and maintenance services for the Pacific City CLS, including onsite technicians during business hours, 24/7 call support, provisioning and security services. In Hawaii, HSC USA is building a new CLS facility, which will be contractually managed by DRFortress. DRFortress will also have landing party responsibilities for operations and

maintenance services for the system, including onsite technicians during business hours, 24/7 call support, provisioning and security services.

In addition, HSC LP has entered into two agreements with ASTCA. Specifically, HSC LP and ASTCA have entered into a Supply and Installation Agreement, pursuant to which ASTCA will purchase a branching unit and spur that will connect American Samoa to the Hawaiki trunk. ASTCA will provide all permits and terrestrial infrastructure in American Samoa, and HSC LP will build the spur with TE SubCom, a leading global supplier for undersea communications requirements, and provide the telecommunications equipment in the ASTCA facility, as an option of the TE SubCom contract. Ultimately, ASTCA will own the spur and the facilities. The cable will land in Tafuna/American Samoa. HSC LP and ASTCA have also entered into a long-term capacity IRU agreement, to connect the island to the United States and to provide ASTCA with access to capacity on the Hawaiki trunk.

II. PUBLIC INTEREST STATEMENT

Grant of this application will serve the public interest, convenience, and necessity by making advanced facilities-based telecommunications services available between the U.S. and foreign points. Specifically, Hawaiki will (i) increase competition on U.S.-Australia-New Zealand routes, and (ii) enhance the service quality, redundancy, and resilience of communications systems in the region.

A. Hawaiki Will Increase Competition on U.S.-Oceania Routes

Additional capacity on the five main routes (US to Australia, US to New Zealand, US to Hawaii, US to American Samoa and Australia to New Zealand) will promote facilities-based competition. While there have been no new submarine cables connecting the United States and Oceania in about eight years, capacity demand is high with a significant increase in used capacity

in the past few years.² More specifically, in 2014, international bandwidth to Oceania reached 2.4 Tbps, increasing at a compound annual growth rate of 47 percent between 2010 and 2014.³ Between 2015 and 2022, bandwidth to Oceania is expected to experience at nearly a 40% compound annual growth rate.⁴

The Commission has previously found that expanding submarine capacity through facilities-based competition serves the public interest. In its *Streamlining Report and Order*, the Commission noted that its new procedures were intended to “promote the expansion of capacity and competition in the submarine cable market.”⁵ Hawaiki serves that objective. Upon deployment, it will immediately and significantly increase regional and transpacific capacity further connecting North America with Oceania and the South Pacific islands. This will likely result in lower bandwidth prices, which are comparatively higher than transatlantic routes,⁶ which, in turn, would spur greater service innovation and lower prices for consumers of international communications services.

B. Hawaiki Will Improve Service Quality and Increase Route Diversity, Redundancy and Resiliency

Hawaiki will improve the redundancy and resiliency of the communications networks in the region. Hawaiki will interconnect, directly or indirectly, with many of the existing and planned regional and international cables, thus providing additional transmission options in the event of disruptions to other systems—whether natural or manmade. U.S. consumers and carriers

² See *Submarine Telecoms. Industry Report 2015*, Issue 4 (Nov. 2015), at Sections 5.2.1, 5.2.3., available at <http://subtelforum.com/articles/products/industry-report/> (“2015 SubTel Report”).

³ See 2015 SubTel Report at Section 5.4.1.

⁴ Global Bandwidth Forecast Service, Telegeography.com, <https://www.telegeography.com/research-services/global-bandwidth-forecast-service/> (last visited May 30, 2016).

⁵ *Review of Commission Consideration of Applications under the Cable Landing License Act*, IB Docket No. 00-106, Report and Order, ¶76 (Dec. 14, 2001) (“*Streamlining Report and Order*”).

⁶ See 2015 SubTel Report at Section 5.2.1.

will have the ability to use capacity on Hawaiki as an alternative and diverse transmission route from the mainland U.S. to Australia, New Zealand, Hawaii and American Samoa.

III. INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(1)-(3)

The Applicants' information required by Sections 1.767(a)(1)-(3) of the Commission's rules is contained in the attached Appendices:

Appendix A: HSC USA

Appendix B: Tillamook Lightwave

Appendix C: ASTCA

Appendix D: ACS

Appendix E: DRFortress

IV. INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(4)-(7)

A. 47 C.F.R. § 1.767(a)(4): Description of the Cable

A general description of Hawaiki is provided in Section I above, and a geographic overview and conceptual system configuration are provided in Appendix F.

B. 47 C.F.R. § 1.767(a)(5): Landing Stations

As described above, Hawaiki will land in five locations: Sydney, Australia, Mangawhai Heads, New Zealand, Tafuna, American Samoa, Kapolei, Oahu, Hawaii and Pacific City, Oregon. Images and information regarding these landing stations may be found in Appendix G.

C. 47 C.F.R. § 1.767(a)(6): Common Carrier/Non-Common Carrier Status

Hawaiki will be operated on a private, non-common carrier basis. Pursuant to the *NARUC I* analysis, there is (1) no legal compulsion for the Applicants to serve the public

indifferently and (2) no reason to expect that capacity on Hawaiki will be offered indifferently and indiscriminately to the public, and thus no basis for finding common carriage status.⁷

With respect to the first prong of the *NARUC I* analysis, the Commission has focused on whether an applicant will be able to exercise market power because of the lack of alternative facilities.⁸ In this instance, there are a variety of alternative facilities on existing and proposed cable systems. The systems currently serving the U.S.-Australia route include PIPE Pacific Cable 1 (“PPC-1”), Southern Cross (which also serves New Zealand) and Telstra Endeavour.⁹ In addition the American Samoa-Hawaii Cable (“ASH”) connects American Samoa to Hawaii¹⁰ and the Australia Japan Cable Network links Australia to Guam.¹¹ Moreover, the South-East Asia – United States (“SEA-US”) submarine cable, currently under construction, will provide additional U.S. mainland-Hawaii capacity.¹² Thus, while Hawaiki will substantially improve connectivity between the U.S., Australia, New Zealand and other Pacific islands, there are substantial alternative facilities on the U.S.-Australia, US-New Zealand and other Pacific island routes, including Hawaii and American Samoa, and no reason for the Commission to require the Applicants to serve the public indiscriminately.

Under the second prong of the *NARUC I* analysis, the Commission considers whether there is any reason implicit in the nature of the application that the applicants would make capacity available to the public indifferently and indiscriminately. In this case, capacity on

⁷ *National Ass'n of Regulatory Utility Commissioners v. FCC*, 525 F.2d 630, 641 (D.C. Cir. 1976), *cert. denied*, 425 U.S. 992 (1976) (“*NARUC I*”).

⁸ See *Cable and Wireless PLC*, 12 FCC Rcd 8516, ¶15 (1997); *Optel Communications, Inc.*, 8 FCC Rcd 2267, 2269 (1993).

⁹ See <http://www.submarinenetworks.com/systems/australia-usa/categories>; IBFS File Nos. SCL-LIC-19971014-00009; SCL-LIC-20070621-00009; SCL-LIC-20080213-00001.

¹⁰ See <http://www.submarinenetworks.com/systems/trans-pacific/ash-sas>; IBFS File No. SCL-LIC-20080814-00016.

¹¹ See <http://www.submarinenetworks.com/systems/asia-australia/ajc>; SCL-UC-20000629-00025.

¹² See <http://www.submarinenetworks.com/systems/trans-pacific/sea-us>; SCL-LIC-20150626-00016.

Hawaiki will be either used by the Applicants to meet their own internal needs for bandwidth or, as with other non-common carrier cable systems, made available to third parties based on individually tailored agreements. Because the Applicants will make “individualized decisions, in particular cases, [on] whether and on what terms to deal,”¹³ they will not hold out services indifferently when using capacity on Hawaiki.

For these reasons, the Commission should find that Hawaiki may be operated on a non-common carrier basis.

D. 47 C.F.R. § 1.767(a)(7): List of Owners and Ownership Interests

The main trunk of Hawaiki will be 100% owned and constructed by HSC LP. ASTCA will own the spur from the trunk BU to American Samoa and the corresponding landing station. All of the capacity on the main trunk will be owned by HCP LP and its affiliates. As previously mentioned, the OADM technology allows for a wavelength to be diverted. The total potential capacity available to American Samoa will be 100 to 200 Gbps. None of Tillamook Lightwave, ACS or DRFortress will own any capacity on Hawaiki.

V. INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(8)

A. Information Requested by 47 C.F.R. § 63.18(h)-(k)

Appendices A through E contain the information requested by Sections 63.18(h)-(k) of the Commission’s rules for each of the Applicants.

B. Information Requested by 47 C.F.R. § 63.18(o)

Applicants’ certifications, as required by 47 C.F.R. §§1.2001-1.2003, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, are contained in Appendices A through E.

¹³ *NARUC I*, 525 F.2d at 641.

VI. INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(9)

Applicants' certifications that they accept and will abide by the routine conditions in Section 1.767(g) of the Commission's rules, 47 C.F.R. § 1.767(g), are contained in Appendices A through E.

VII. ELIGIBILITY FOR STREAMLINED PROCESSING UNDER 47 C.F.R. § 1.767(k)

As described in Appendices A through E, each of the Applicants qualifies for streamlined treatment. Therefore, this application is eligible for streamlined processing under Section 1.767(k) of the Commission's rules.

VIII. CONCLUSION

The public interest, convenience and necessity will be served by the expeditious grant of this application to land and operate a private, non-common carrier, fiber optic submarine telecommunications cable between the U.S. and Australia and New Zealand. Applicants respectfully request that the Commission grant this application on a streamlined basis.

Respectfully submitted,

/s/ Ulises R. Pin

Andrew D. Lipman
Ulises R. Pin
Denise S. Wood
Morgan, Lewis & Bockius LLP
2020 K Street NW
Washington, DC 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: u.pin@morganlewis.com
andrew.lipman@morganlewis.com
denise.wood@morganlewis.com

Counsel for Hawaiki Submarine Cable USA LLC

Dated: September 6, 2016

APPENDICES

- Appendix A: Hawaiki Submarine Cable USA LLC
- Appendix B: Tillamook Lightwave IGA
- Appendix C: American Samoa Telecommunications Authority
- Appendix D: ACS Cable Systems, LLC
- Appendix E: DRFortress, LLC
- Appendix F: Geographic Overview and Conceptual System Configuration
- Appendix G: Images of Landing Stations

Appendix A

Hawaiki Submarine Cable USA LLC

Hawaiki Submarine Cable USA LLC ("HSC USA"), a Delaware limited liability company, is involved in submarine cable installation, as well as operations and management of a submarine cable system. HSC USA is a direct, wholly-owned subsidiary of Hawaiki Submarine Cable Limited Partnership ("HSC LP"). HSC LP is a limited partnership organized under the laws of New Zealand. HSC LP is a bandwidth supplier in the Pacific submarine cable market and 100% owner of the capacity and facilities of the main trunk of Hawaiki, excluding the spur to American Samoa, which is owned by American Samoa Telecommunications Authority. In addition, HSC USA will own and operate the cable landing station in Oahu, Hawaii. Additional information about HSC USA and its affiliates is available at <http://www.hawaikicable.co.nz/>.

INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(1)-(3)

(1) Name, Address, and Telephone Number of the Applicant:

Hawaiki Submarine Cable USA LLC
1209 Orange St.
Wilmington, Delaware 19801
Telephone: (202) 373-6585

(2) Place of Formation:

FRN Number: 0025654740
HSC USA is a Delaware limited liability company.

(3) Points of Contact:

Correspondence concerning the application should be sent to the following:

Laurent Le Breton, CFO
2/a, 3 Ceres Court, Rosedale
Auckland 0632
New Zealand
Telephone: +687 72 19 17
E-mail: laurent.lebreton@hawaikicable.co.nz

with a copy to:

Ulises R. Pin
Morgan, Lewis & Bockius LLP
2020 K Street, NW, 11th FL
Washington, DC 20006
Telephone: (202) 373-6664
E-mail: u.pin@morganlewis.com

INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(8)

(1) Information Requested by 47 C.F.R. § 63.18(h):

HSC USA has the following 10 percent or greater direct or indirect interest holders:¹

Hawaiki Submarine Cable LP (“HSC LP”)²

Address: 2/a, 3 Ceres Court, Rosedale - Auckland 0632, New Zealand

Citizenship: New Zealand

Principal Business: Submarine Cable Telecommunications

Relationship: HSC LP directly owns 100% of HSC USA.

HCL LP³

Address: 2/a, 3 Ceres Court, Rosedale - Auckland 0632, New Zealand

Citizenship: New Zealand

Principal Business: Holding Company

Relationship: HCL LP directly owns 100% of HSC LP and indirectly 100% of HSC USA.

HCL Founders LP

Address: 2/a, 3 Ceres Court, Rosedale - Auckland 0632, New Zealand

Citizenship: New Zealand

Principal Business: Holding Company

Relationship: HCL Founders LP indirectly owns 39.82% of HSC USA.

The Galasso Family Trust⁴

Address: 7 Garland Terrace, Kelvin Heights - Queenstown 9300 - New Zealand

Citizenship: New Zealand

Principal Business: Investment Trust

Relationship: The Galasso Family Trust indirectly owns 39.82% of HSC USA.

Sinclair Hawaiki LP

Address: Offices of AJ McKenzie & Co Limited, 85 Highcliff Road, Andersons Bay, Dunedin, 9013, New Zealand

Citizenship: New Zealand

Principal Business: Holding Company

Relationship: Sinclair Hawaiki LP indirectly owns 15.6% of HSC USA.

¹ A corporate ownership chart identifying 10% or greater interest holders is attached hereto.

² HSC LP is managed by **Hawaiki Submarine Cable LP General Partner (“HSC GP”)**, a New Zealand company. HSC GP’s address is 2/a, 3 Ceres Court, Rosedale - Auckland 0632, New Zealand.

³ HCL LP is managed by **HCL LP General Partner (“HCL GP”)**, a New Zealand company. HCL GP’s address is 2/a, 3 Ceres Court, Rosedale - Auckland 0632, New Zealand.

⁴ The Galasso Family Trust is a New Zealand Trust for the benefit of HSC USA’s Chief Executive Officer, Rene Galasso and his wife Mania Galasso. Mr. and Mrs. Galasso are citizens of France. Their address is 7 Garland Terrace, Kelvin Heights - Queenstown 9300 - New Zealand.

SIL Hawaiki Ltd

Address: Jackson Valentine Limited, Level 3, 258 Stuart Street - Dunedin 9016 - New Zealand
Citizenship: New Zealand
Principal Business: Holding Company
Relationship: Sinclair Hawaiki LP indirectly owns 15.6% of HSC USA.

Sinclair Investments LP

Address: Jackson Valentine Limited, Level 3, 258 Stuart Street - Dunedin 9016 - New Zealand
Citizenship: New Zealand
Principal Business: Holding Company
Relationship: Sinclair Investments LP indirectly owns 15.6% of HSC USA.

Edgar Family Trusts⁵

Address: 563 Peninsula Road, Kelvin Heights - Queenstown 9300 - New Zealand
Citizenship: New Zealand
Principal Business: Investment Trust
Relationship: The Edgar Family Trusts indirectly own 15.6% of HSC USA.

MD Fibre Trust⁶

Address: Lowndes Jordan, Level 15, PWC Tower, 188 Quay Street, Auckland 1010 - New Zealand
Citizenship: New Zealand
Principal Business: Investment Trust
Relationship: MD Fibre Trust indirectly owns 44.58% of HSC USA.

No other person or entity has 10% or greater direct or indirect voting or equity interest in HSC USA.

HSC USA does not have interlocking directorates with HSC LP.

(2) Information Requested by 47 C.F.R. § 63.18(i):

HSC LP is a foreign carrier in New Zealand.

(3) Information Requested by 47 C.F.R. § 63.18(j):

HSC LP is a foreign carrier in New Zealand where the Hawaiki Cable System will land.

(4) Information Requested by 47 C.F.R. § 63.18(k):

New Zealand is member of the World Trade Organization.

(5) Information Requested by 47 C.F.R. § 63.18(0):

⁵ The Edgar Family Trusts are a series of New Zealand Trusts for the benefit of Sir Eion Edgar and his immediate family. Sir Eion Edgar is a citizen of New Zealand. His address is 563 Peninsula Road, Kelvin Heights - Queenstown 9300 - New Zealand.

⁶ The MD Fibre Trust is a New Zealand Trust for the benefit of Mr. Malcom Dick. Mr. Dick is a citizen of New Zealand. His address is 212B Sunnyside Rd – Coatesville - Auckland 0793 - New Zealand.

Pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, HSC USA is not subject to a denial of Federal benefits pursuant to Section 530 I of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(9)

HSC USA accepts and will abide by the routine conditions specified in Section 1.767(g) of the Commission's rules. 47 C.F.R. § 1.767(g).

ELIGIBILITY FOR STREAMLINED PROCESSING UNDER 47 C.F.R. § 1.767(k)

HSC USA is eligible for streamlined processing under Section 1.767(k) of the Commission's rules. This application raises no competition or public interest concerns that would merit consideration outside the Commission's streamlined review process. HSC USA's affiliate, HSC LP is a new market entrant in New Zealand, established to construct, operate and maintain fiber optic submarine cable networks in general and Hawaiiki in particular.

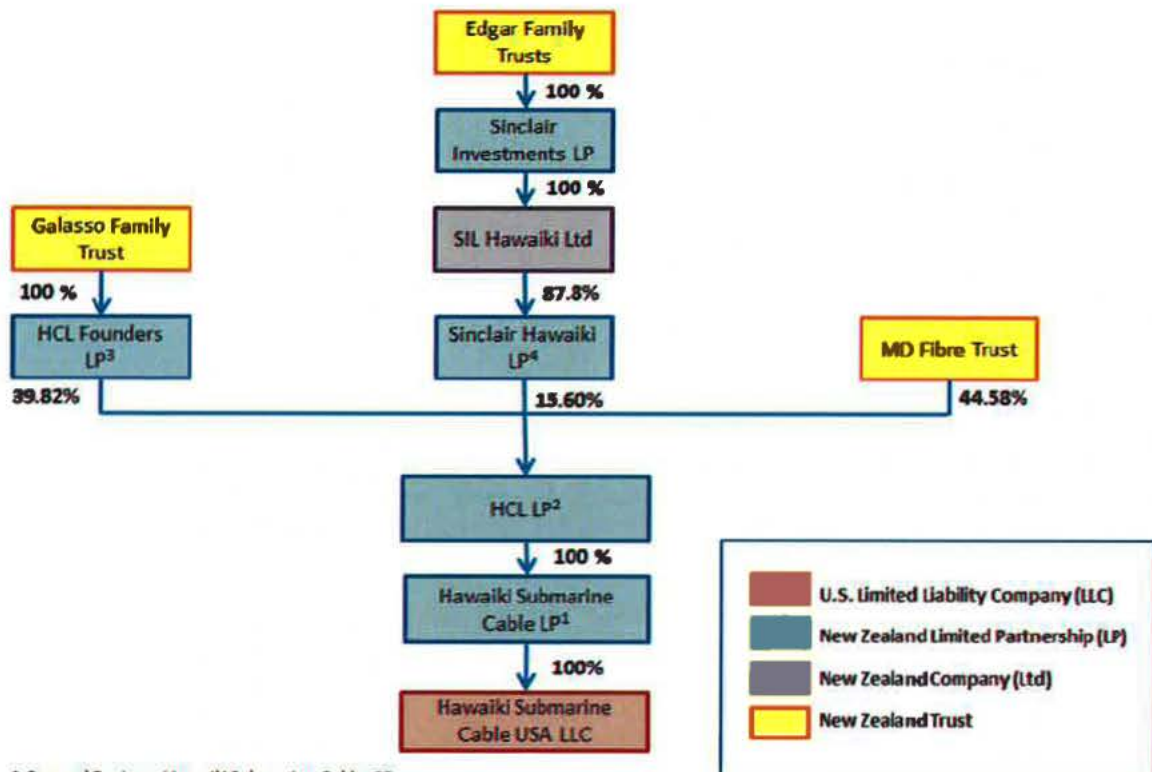
HSC LP has zero-percent market share in New Zealand's international transport and local access markets. It therefore poses no risk to competition on the U.S.-New Zealand route and qualifies for presumptive non-dominant treatment pursuant to 47 C.F.R. § § 63.10(a)(3) and 63.12(c)(ii). Moreover, HSC LP does not appear on the Commission's list of foreign carriers presumed to have market power in foreign destination markets.⁷

Further, HSC USA is not required to submit a consistency certification to any state pursuant to Section 1456(c)(3)(A) of the Coastal Zone Management Act of 1972, as amended, 16 U.S.C. § 1456 (the "CZMA"). Hawaii does not list, and has never proposed to list, a cable landing license as a federal activity requiring a consistency certification under the CZMA.⁸

⁷ See *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 (Int'l Bur. 2007).

⁸ See <https://www.coast.noaa.gov/czm/consistency/media/hi.pdf>.

**Attachment
HSC USA Corporate Ownership Chart**



1 General Partner: Hawaiki Submarine Cable GP
 2 General Partner: HCL GP
 3 General Partner: HCL Founders GP
 4 General Partner: SIL Hawaiki GP

Certification

I am authorized to enter this certification on behalf of HSC USA.

All of the information contained in this application and Appendix A is true and correct to the best of my knowledge and belief.

A handwritten signature in blue ink, appearing to be 'CT', written over a horizontal line.

By: _____
Christophe Terral
Director
For and on behalf of HSC USA
Dated: August 31, 2016

Appendix B

Tillamook Lightwave IGA (an ORS Chapter 190 Intergovernmental Agency)

Tillamook Lightwave IGA ("Tillamook Lightwave"), an Oregon Revised Statutes Chapter 190 Intergovernmental Agency, is involved in development of telecommunications infrastructure and related programs within Tillamook County, Oregon. Tillamook Lightwave does not own capacity on Hawaiki, but owns and will manage the Pacific City, Oregon CLS Station, Beach Manhole and Duct from the Beach Manhole to the Station on behalf of Hawaiki. Additional information about Tillamook Lightwave is available at <http://tillamooklightwave.com>.

INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(1)-(3)

(1) Name, Address, and Telephone Number of the Applicant:

Tillamook Lightwave IGA
201 Laurel Avenue
Tillamook OR 97141
Telephone: (503) 842-1809

(2) Place of Formation:

FRN Number: 0025685991
Tillamook Lightwave is an Intergovernmental Agency formed under the laws of the State of Oregon.

(3) Points of Contact:

Correspondence concerning the application should be sent to the following:

Paul Levesque
Tillamook County Courthouse
201 Laurel Ave.
Tillamook OR 97141
Telephone: (503) 842-1809
E-mail: plevesqu@co.tillamook.or.us

INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(8)

(1) Information Requested by 47 C.F.R. § 63.18(h):

Tillamook Lightwave has the following 10 percent or greater direct or indirect interest holders:¹

¹ A corporate ownership chart identifying 10% or greater interest holders is attached hereto.

Tillamook County

Address: 201 Laurel Ave., Tillamook, OR 97141

Citizenship: USA

Principal Business: County Government

Relationship: Tillamook County directly owns 33.33% of Tillamook Lightwave.

Port of Tillamook Bay, an Oregon special district formed under ORS Chapter 777

Address: 4000 Blimp Blvd., Tillamook, OR 97141

Citizenship: USA

Principal Business: Oregon Port District

Relationship: Port of Tillamook Bay directly owns 33.33% of Tillamook Lightwave.

Tillamook People's Utility District, an Oregon public utility district formed under ORS Chapter 261

Address: PO Box 433, 1115 Pacific Avenue, Tillamook, OR 97141

Citizenship: USA

Principal Business: Electric Utility

Relationship: Tillamook People's Utility District directly owns 33.33% of Tillamook Lightwave.

No other person or entity has 10% or greater direct or indirect voting or equity interest in Tillamook Lightwave.

Tillamook Lightwave does not have interlocking directorates with any foreign carrier.

(2) Information Requested by 47 C.F.R. § 63.18(i):

Tillamook Lightwave is not a foreign carrier, nor is it affiliated with any foreign carrier.

(3) Information Requested by 47 C.F.R. § 63.18(j):

Tillamook Lightwave is not a foreign carrier and is not affiliated with any foreign carrier in any destination country where the Hawaiki Cable System will land.

(4) Information Requested by 47 C.F.R. § 63.18(k):

Not applicable.

(5) Information Requested by 47 C.F.R. § 63.18(0):

Pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, Tillamook Lightwave is not subject to a denial of Federal benefits pursuant to Section 530 I of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(9)

Tillamook Lightwave accepts and will abide by the routine conditions specified in Section 1.767(g) of the Commission 's rules. 47 C.F.R. § 1.767(g).

ELIGIBILITY FOR STREAMLINED PROCESSING UNDER 47 C.F.R. § 1.767(k)

Tillamook Lightwave is eligible for streamlined processing under Section 1.767(k) of the Commission's rules. Tillamook Lightwave is not a foreign carrier and is not affiliated with any foreign carriers.

Further, Tillamook Lightwave is not required to submit a consistency certification to any state pursuant to Section 1456(c)(3)(A) of the Coastal Zone Management Act of 1972, as amended, 16 U.S.C. § 1456 (the "CZMA"). Oregon does not list, and has never proposed to list, a cable landing license as a federal activity requiring a consistency certification under the CZMA.²

² See <https://www.coast.noaa.gov/czm/consistency/media/or.pdf>.

Attachment
Tillamook Lightwave Ownership Chart



1 An ORS Chapter 190 Intergovernmental Agency.

2 County government.


3 An Oregon special district formed under ORS Chapter 777.

4 An Oregon public utility district formed under ORS Chapter 261.

Certification

I am authorized to enter this certification on behalf of Tillamook Lightwave.

All of the information contained in this application and Appendix B is true and correct to the best of my knowledge and belief.

By: 
Paul Levesque
President
For and on behalf of Tillamook Lightwave
Dated: September 2, 2016

Appendix C

American Samoa Telecommunications Authority

American Samoa Telecommunications Authority ("ASTCA"), the government-owned incumbent local exchange carrier in the U.S. Territory of American Samoa, will own and construct a spur connecting American Samoa to a branching unit on the Hawaiki submarine cable system and will own, construct and operate the cable landing station in Tafuna, American Samoa. In addition to its local exchange operations, ASTCA also operates an Internet service provider, long distance exchange, and mobile CDMA network. Additional information about ASTCA is available at <http://www.astca.net>.

INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(1)-(3)

(1) Name, Address, and Telephone Number of the Applicant:

American Samoa Telecommunications Authority
P.O. Box M
Pago Pago, American Samoa 96799
Telephone: (684) 699-1121

(2) Place of Formation:

FRN Number: 0001726488
ASTCA is a semi-autonomous agency of the American Samoa Government, established by Executive Order No. 02-1998, as amended.

(3) Points of Contact:

Correspondence concerning the application should be sent to the following:

Alex Sene, Jr., CEO
P.O. Box M
Pago Pago, American Samoa 96799
(684) 699-1121, (684) 733-3233
asene.astca@gmail.com
alex.sene@astca.net

Jason M. Betham, CFO
P.O. Box M
Pago Pago, American Samoa 96799
(684) 699-1121, (684) 733-9057
jason.betham@astca.net

INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(8)

(1) Information Requested by 47 C.F.R. § 63.18(h):

ASTCA is wholly-owned by the American Samoa Government.¹ No other person or entity has 10% or greater direct or interest in ASTCA.

ASTCA does not have interlocking directorates with any foreign carrier.

(2) Information Requested by 47 C.F.R. § 63.18(i):

ASTCA is not a foreign carrier, nor is it affiliated with any foreign carrier.

(3) Information Requested by 47 C.F.R. § 63.18(j):

ASTCA is not a foreign carrier and is not affiliated with any foreign carrier in any destination country where the Hawaiiki Cable System will land.

(4) Information Requested by 47 C.F.R. § 63.18(k):

Not applicable.

(5) Information Requested by 47 C.F.R. § 63.18(0):

Pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, ASTCA is not subject to a denial of Federal benefits pursuant to Section 530 I of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(9)

ASTCA accepts and will abide by the routine conditions specified in Section 1.767(g) of the Commission's rules. 47 C.F.R. § 1.767(g).

ELIGIBILITY FOR STREAMLINED PROCESSING UNDER 47 C.F.R. § 1.767(k)

ASTCA is eligible for streamlined processing under Section 1.767(k) of the Commission's rules. ASTCA is not a foreign carrier and is not affiliated with any foreign carriers.

Further, ASTCA is not required to submit a consistency certification to any state pursuant to Section 1456(c)(3)(A) of the Coastal Zone Management Act of 1972, as amended, 16 U.S.C. § 1456 (the "CZMA"). American Samoa does not list, and has never proposed to list, a cable landing license as a federal activity requiring a consistency certification under the CZMA.²

¹ American Samoa is an unincorporated territory of the United States of America.

² See <https://www.coast.noaa.gov/czm/consistency/media/as.pdf>.

Certification

I am authorized to enter this certification on behalf of American Samoa Telecommunications Authority ("ASTCA").

All of the information contained in this application and Appendix C is true and correct to the best of my knowledge and belief.

By: 
Alex Sene, Jr.
Chief Executive Officer
For and on behalf of ASTCA.

Dated: September 1, 2016

Appendix D

ACS Cable Systems, LLC

ACS Cable Systems, LLC ("ACS") is a Delaware limited liability company and an indirect, wholly-owned subsidiary of Alaska Communications Systems Group, Inc., ("Alaska Communications") a Delaware corporation. Alaska Communications is Alaska's leading broadband and managed IT service provider for businesses, schools, health care providers, state and local governments, and an experienced operator of undersea cables and cable landing stations in the United States. ACS does not own capacity on Hawaiki, but will operate the cable at the Pacific City, Oregon submarine cable landing station associated with Hawaiki pursuant to an agreement with Hawaiki Submarine Cable USA, LLC. Additional information about ACS is available at <http://www.alaskacommunications.com/>.

INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(1)-(3)

(1) Name, Address, and Telephone Number of the Applicant:

ACS Cable Systems, LLC
600 Telephone Ave.
MS # 65
Anchorage, AK 99503
Telephone: (907) 297-3105

(2) Place of Formation:

FRN Number: 0022389837
ACS is a limited liability company formed under the laws of the State of Delaware.

(3) Points of Contact:

Correspondence concerning the application should be sent to the following:

William Kositz
19720 NW Tanasbourne Drive, Suite 100
Hillsboro, OR 97124
Telephone: (503) 466-8655
E-mail: william.kositz@acsalaska.com

INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(8)

(1) Information Requested by 47 C.F.R. § 63.18(h):

ACS is wholly-owned by Alaska Communications Systems Holdings, Inc., a Delaware corporation.

Alaska Communications Systems Holdings, Inc.
Address: 600 Telephone Ave. MS 65, Anchorage, AK 99503
Citizenship: USA

Principal Business: Telecommunications

Relationship: Alaska Communications Systems Holdings, Inc. directly owns 100% of ACS.

Alaska Communications Systems Group, Inc.

Address: 600 Telephone Ave. MS 65, Anchorage, AK 99503

Citizenship: USA

Principal Business: Telecommunications

Relationship: Alaska Communications Systems Group, Inc. directly owns 100% of Alaska Communications Systems Holdings, Inc. and indirectly owns 100% of ACS.

Alaska Communications Systems Group, Inc. is a publicly traded, widely-held corporation. No other person or entity has 10% or greater direct or indirect voting or equity interest in Alaska Communications Systems Group, Inc, and as a result an indirect interest in ACS.

ACS does not have interlocking directorates with any foreign carrier.

(2) Information Requested by 47 C.F.R. § 63.18(i):

ACS is not a foreign carrier, nor is it affiliated with any foreign carrier.

(3) Information Requested by 47 C.F.R. § 63.18(j):

ACS is not a foreign carrier and is not affiliated with any foreign carrier in any destination country where the Hawaiki Cable System will land.

(4) Information Requested by 47 C.F.R. § 63.18(k):

Not applicable.

(5) Information Requested by 47 C.F.R. § 63.18(0):

Pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, ACS is not subject to a denial of Federal benefits pursuant to Section 530 I of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(9)

ACS accepts and will abide by the routine conditions specified in Section 1.767(g) of the Commission 's rules. 47 C.F.R. § 1.767(g).

ELIGIBILITY FOR STREAMLINED PROCESSING UNDER 47 C.F.R. § 1.767(k)

ACS is eligible for streamlined processing under Section 1.767(k) of the Commission's rules. ACS is not a foreign carrier and is not affiliated with any foreign carriers.

Further, ACS is not required to submit a consistency certification to any state pursuant to Section 1456(c)(3)(A) of the Coastal Zone Management Act of 1972, as amended, 16 U.S.C. § 1456 (the

"CZMA"). Oregon does not list, and has never proposed to list, a cable landing license as a federal activity requiring a consistency certification under the CZMA.¹³

¹³ See <https://www.coast.noaa.gov/czm/consistency/media/or.pdf>.

Certification

I am authorized to enter this certification on behalf of ACS Cable Systems, LLC.

All of the information contained in this application and Appendix D is true and correct to the best of my knowledge and belief.



By: _____

Lars Danner

Vice President and Deputy General Counsel

For and on behalf of ACS Cable Systems, LLC

Dated: August 30, 2016

Appendix E

DRFortress, LLC

DRFortress, LLC (“DRFortress”) is a Delaware limited liability company and the only carrier-neutral datacenter and cloud services provider operating in Hawaii. Based in Honolulu, DRFortress provides network neutral colocation and cloud services to enterprises, content companies, system integrators, carriers, wireless service providers, cable companies and ISPs. DRFortress does not own capacity on Hawaiiki, but will operate the cable at the Hawaii submarine cable landing station associated with Hawaiiki. Additional information about DRFortress is available at <http://www.drfortress.com/>.

INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(1)-(3)

(1) Name, Address, and Telephone Number of the Applicant:

DRFortress, LLC
3375 Koapaka Street
Suite D-198
Honolulu, HI 96819
Telephone: (808) 528-7500

(2) Place of Formation:

FRN Number: 0025193376
DRFortress is a limited liability company formed under the laws of the State of Delaware.

(3) Points of Contact:

Correspondence concerning the application should be sent to the following:

Alfred Rodi
DRFortress, LLC
3375 Koapaka Street
Suite D-198
Honolulu, HI 96819
Telephone: (808) 372-9300
E-mail: fred@drfortress.com

INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(8)

(1) Information Requested by 47 C.F.R. § 63.18(h):

DRFortress has the following 10 percent or greater direct or indirect interest holders:¹⁴

Rosa White

¹⁴ A corporate ownership chart identifying 10% or greater interest holders is attached hereto.

Address: 838B North Kalaheo Avenue, Kailua, Hawaii 96734

Citizenship: USA

Principal Business: Individual

Relationship: Rosa White directly owns 12.10% (comprised of 9.6% of DR Fortress, LLC & 2.5% of DR Fortress Inc.).

Alfred Rodi

Address: 5222 Ani Street, Honolulu Hawaii 96821

Citizenship: USA

Principal Business: Individual

Relationship: Alfred Rodi directly owns 12.10% (comprised of 9.6% of DR Fortress, LLC & 2.5% of DR Fortress Inc.).

Nathan Osada

Address: 849 11th Avenue, Honolulu, Hawaii 96816

Citizenship: USA

Principal Business: Individual

Relationship: Nathan Osada directly owns 10.60% (comprised of 8.1% of DR Fortress, LLC & 2.5% of DR Fortress Inc.).

Jefferson Brown

Address: 103 Whispering Trees Lane, Danville, CA 94526

Citizenship: USA

Principal Business: Individual

Relationship: Jefferson Brown directly owns 12.10% (comprised of 9.6% of DR Fortress, LLC & 2.5% of DR Fortress Inc.).

Vinh Do

Address: 121 La France Avenue, Unit D, Alhambra, CA 91801

Citizenship: USA

Principal Business: Individual

Relationship: Vinh Do directly owns 12.10% (comprised of 9.6% of DR Fortress, LLC & 2.5% of DR Fortress Inc.).

Brent Oxley

Address: 200 Congress Avenue, Suite 44K, Austin, Texas, 78701

Citizenship: USA

Principal Business: Individual

Relationship: Brent Oxley directly owns 15.00% of DRFortress, LLC.

No other person or entity has 10% or greater direct or indirect voting or equity interest in DRFortress. The remaining 26% is distributed to company employees and equity investors of the company in very small allotments.

DRFortress does not have interlocking directorates with any foreign carrier.

(2) Information Requested by 47 C.F.R. § 63.18(i):

DRFortress is not a foreign carrier, nor is it affiliated with any foreign carrier.

(3) Information Requested by 47 C.F.R. § 63.18(j):

DRFortress is not a foreign carrier and is not affiliated with any foreign carrier in any destination country where the Hawaiki Cable System will land.

(4) Information Requested by 47 C.F.R. § 63.18(k):

Not applicable.

(5) Information Requested by 47 C.F.R. § 63.18(0):

Pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, DRFortress is not subject to a denial of Federal benefits pursuant to Section 530 I of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(9)

DRFortress accepts and will abide by the routine conditions specified in Section 1.767(g) of the Commission 's rules. 47 C.F.R. § 1.767(g).

ELIGIBILITY FOR STREAMLINED PROCESSING UNDER 47 C.F.R. § 1.767(k)

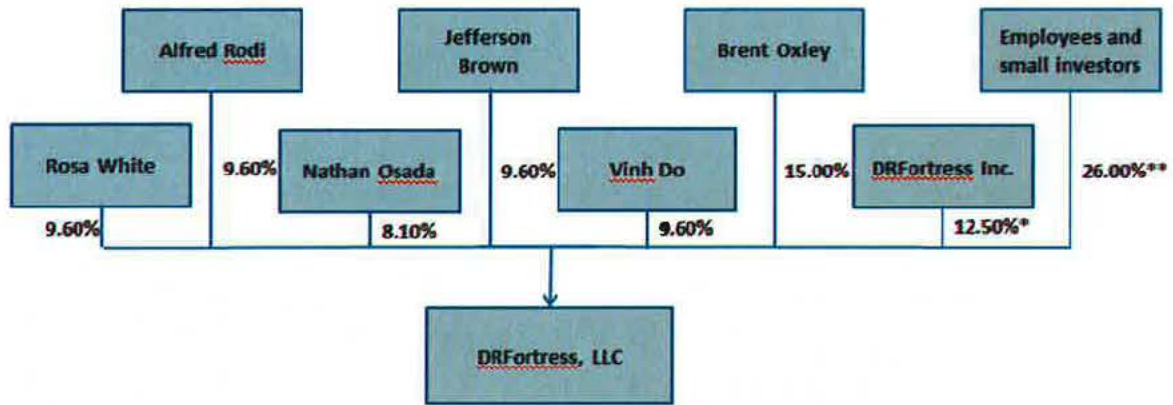
DRFortress is eligible for streamlined processing under Section 1.767(k) of the Commission's rules. DRFortress is not a foreign carrier and is not affiliated with any foreign carriers.

Further, DRFortress is not required to submit a consistency certification to any state pursuant to Section 1456(c)(3)(A) of the Coastal Zone Management Act of 1972, as amended, 16 U.S.C. § 1456 (the "CZMA"). Hawaii does not list, and has never proposed to list, a cable landing license as a federal activity requiring a consistency certification under the CZMA.¹⁵

¹⁵ See <https://www.coast.noaa.gov/czm/consistency/media/or.pdf>.

Attachment

DRFortress, LLC Ownership Chart



*: DRFortress Inc.'s 12.5% interest in DRFortress, LLC is split evenly among Rosa White, Alfred Rodi, Nathan Osada, Jefferson Brown, and Vinh Do.

** : The remaining 26% is distributed to employees and equity investors of the company in very small allotments.

Certification

I am authorized to enter this certification on behalf of DRFortress, LLC.

All of the information contained in this application and Appendix E is true and correct to the best of my knowledge and belief.

By: 

Alfred Rodi

President

For and on behalf of DRFortress, LLC

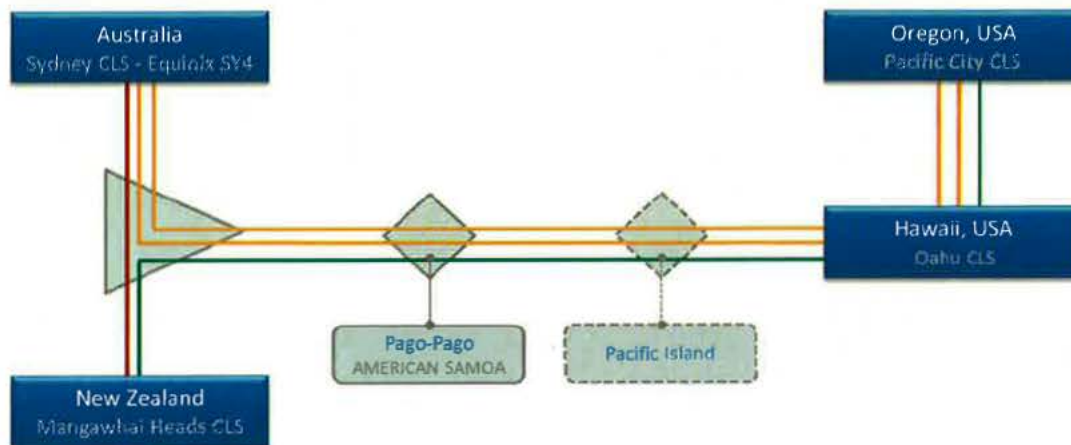
Dated: August 23, 2016

Appendix F Geographic Overview and Conceptual System Configuration

Cable System Overview



Cable System Design



Appendix G
Images of Landing Stations

CABLE LANDING STATIONS

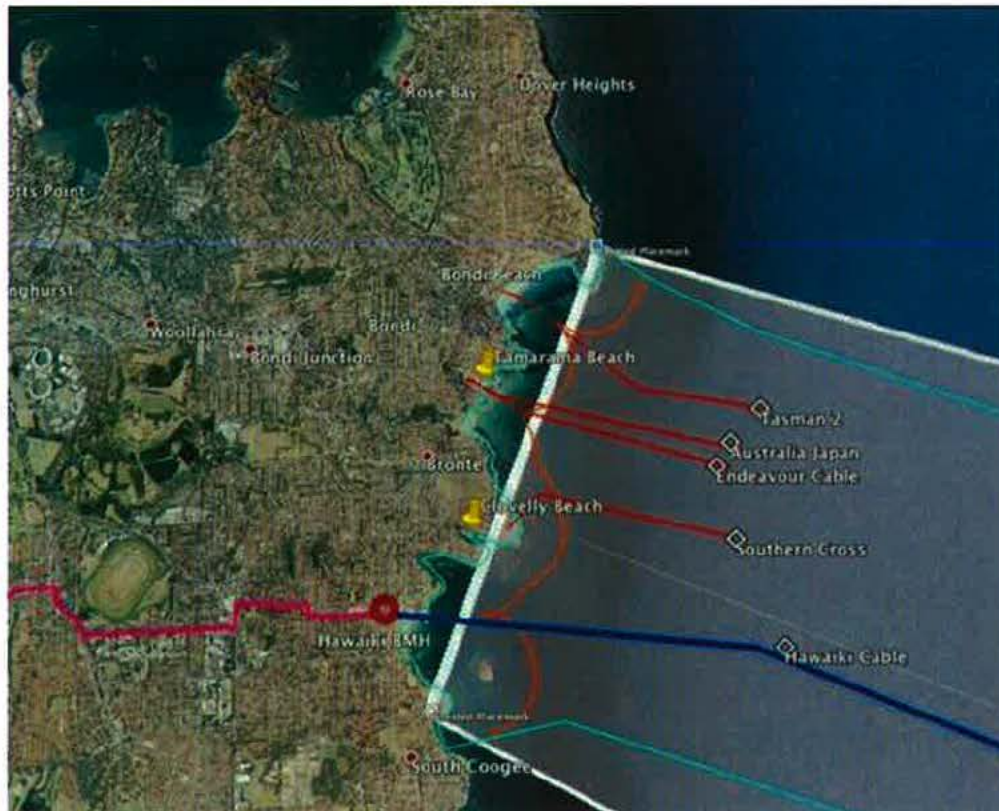
The Hawaiki cable will have 5 full landings: Australia, New Zealand, American Samoa, Hawaii and mainland USA (Oregon). As previously noted, HSC LP and its affiliates will operate the cable landing stations in Australia and New Zealand. The cable landing station in American Samoa will be operated by ASTCA and the cable landing station in Oregon will be owned by Tillamook Lightwave and the cable system will be operated by ACS Cable Systems, LLC. The cable system will be operated by DRFortress, LLC at the cable landing station in Hawaii.

Each landing will have a single cable landing station.

1. AUSTRALIA - SYDNEY

- Location of the landing: Coogee Beach, Sydney.
- Geographic Coordinates: 33° 55' 05.69" S and 151° 11' 21.26" E.
- Location of the cable landing station: Equinix SY4 data center, located at 200 Bourke Road, Alexandria, Sydney (about 8 km inland from Coogee beach).

Coogee Beach, Sydney, Australia landing

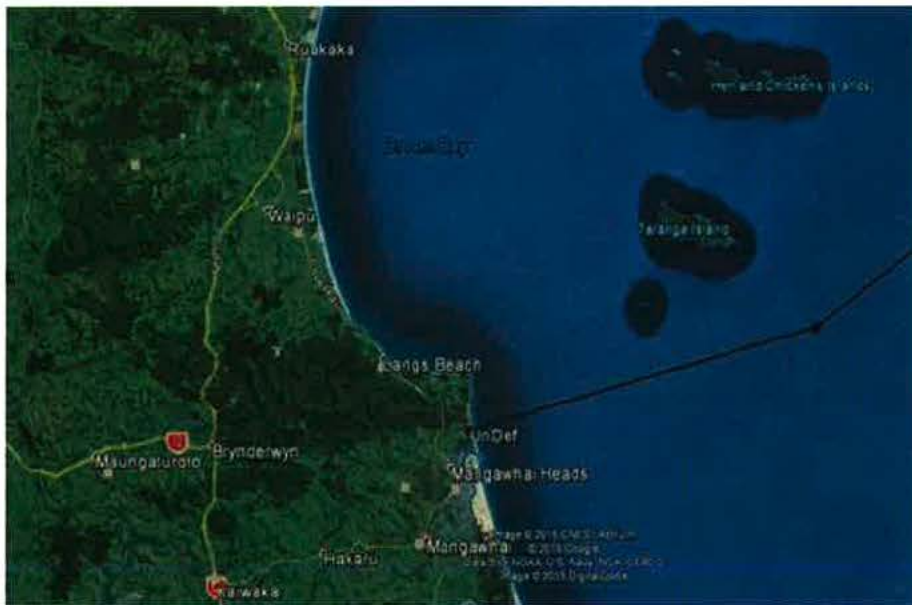




2. NEW ZEALAND - MANGAWHAI HEADS

- Location of the landing: Mangawhai Heads (100 km North of Auckland).
- Geographic Coordinates: 36° 04' 25.64'' S and 174° 34' 36° 04' 25.64'' S and 174° 34' 32.34'' E.
- Location of the cable landing station: Bream Tail Farm located at 1825 Cove Road, Mangawhai Heads 0573, New Zealand.

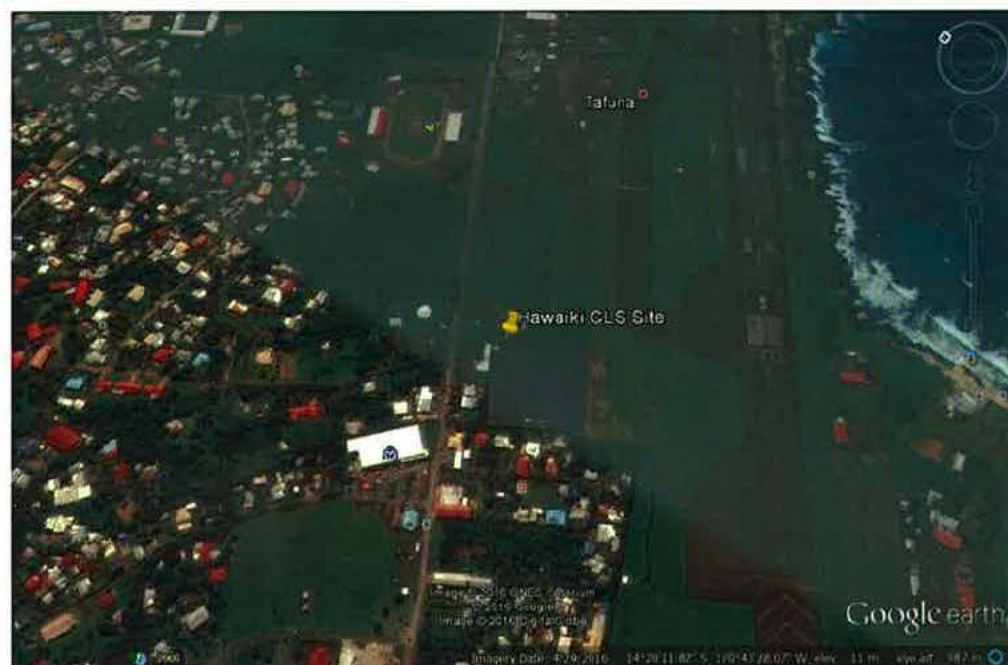
Mangawhai Heads, New Zealand landing



3. TAFUNA, AMERICAN SAMOA

- Location of the landing: Tafuna, American Samoa (suburb of the capital city, Pago Pago).
- Geographic Coordinates: 14° 20' 10.6" S, 170° 43' 28.8" W.
- Location of the cable landing station: The cable landing station will be located on ASTCA property, specifically at an outside plant storage location.

Tafuna, American Samoa landing





4. USA - HAWAII

- Location of the landing: Kapolei, Oahu (South of the Western coast).
- Geographic Coordinates: 21° 20' 59.01'' N and 158° 07' 41.68'' W.
- Location of the cable landing station: Hawaiki station (to be built) located at 92-384 Farrington Highway, Kapolei, Oahu, Hawaii.

Kapolei, Oahu, Hawaii landing



5. USA - OREGON

- Location of the landing: Pacific City, Oregon.
- Geographic Coordinates: 45° 12' 52.48'' N and 123° 58' 03.66'' W.
- Location of the cable landing station: Tillamook Lightwave station, located at 33895 Cape Kiwanda Drive, Pacific City, Oregon.

Pacific City , Oregon landing



CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing document was served this date upon the following:

Marlene Dortch Secretary Federal Communications Commission 445 12th Street SW Washington, DC 20554 (via first class U.S. mail, postage prepaid)	U.S. Coordinator EB/CIP U.S. Department of State 2201 C Street NW Washington, D.C. 20520-5818 (via first class U.S. mail, postage prepaid)
David Krech International Bureau Federal Communications Commission 445 12th Street SW Washington, DC 20554 (via electronic mail to david.krech@fcc.gov)	Office of Chief Counsel/NTIA U.S. Department of Commerce 14 th Street and Constitution Ave. NW Washington, DC 20230 (via first class U.S. mail, postage prepaid)
Susan O'Connell International Bureau Federal Communications Commission 445 12th Street SW Washington, DC 20554 (via electronic mail to susan.o'connell@fcc.gov)	Defense Information Systems Agency Attn: GC/DO1 6910 Copper Avenue Fort Meade, MD 20755-7088 (via first class U.S. mail, postage prepaid)
Mindel De La Torre International Bureau Federal Communications Commission 445 12th Street SW Washington, DC 20554 (via electronic mail to mindel.delatorre@fcc.gov)	Troy Tanner International Bureau Federal Communications Commission 445 12th Street SW Washington, DC 20554 (via electronic mail to troy.tanner@fcc.gov)

/s/ Denise S. Wood

Denise S. Wood
September 6, 2016