

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

In the Matter of)	
)	
GU HOLDINGS INC., EDGE CABLE)	File No. SCL-LIC-20170421-00012
HOLDINGS USA, LLC and PACIFIC LIGHT)	
DATA COMMUNICATION CO. LTD.)	
)	
Application for a License to Construct, Land,)	
and Operate an Undersea Fiber Optic Cable)	
Connecting the United States, Hong Kong,)	
Taiwan, and the Philippines)	

**THIRD SUPPLEMENT TO APPLICATION
FOR A CABLE LANDING LICENSE
(STREAMLINED PROCESSING REQUESTED)**

GU Holdings Inc. (“GU Holdings”), Edge Cable Holdings USA, LLC (“Edge USA”), and Pacific Light Data Communication Co. Ltd. (“PLDC”) (collectively, the “Applicants”), submit this third supplement to their application filed on April 21, 2017, 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 10530, and Section 1.767 of the Commission’s rules, 47 C.F.R. § 1.767 (“Application”). The application requests a license to land and operate a non-common carrier fiber-optic submarine telecommunications cable extending between the United States, Hong Kong, Taiwan, and the Philippines. This submarine cable system is known as the Pacific Light Cable Network (“PLCN”).

I. U.S. LANDING ARRANGEMENT AND ALTERNATIVE REQUEST FOR WAIVER

GU Holdings is the landing party for PLCN in the United States. Applicants (or their affiliates) have entered into a United States Landing Party Agreement (the “U.S. LPA”), which will govern the relationship between the Applicants at the U.S. landing point.

Under the U.S. LPA, GU Holdings has the full authority to implement and require compliance by the Applicants with any security mitigation agreements required to be executed with the Team Telecom agencies of the United States, including any lawful access obligations arising thereunder.

As noted in the Second Supplement, Applicants intend to contract with Equinix, Inc. (“Equinix”) for specified support services in connection with the operation and management of U.S. facilities associated with PLCN, including the landing and terminal equipment associated with the U.S. landing (the “Landing Services Agreement”). The Landing Services Agreement will be consistent with the following arrangements:

As noted in the Second Supplement, Equinix is the 100% sole owner of the land and building at the LA4 data center in El Segundo, California, where the PLCN cable will land. Also as noted in the Second Supplement, separate cages will be established inside the Equinix facility for the Applicants’ separate fiber pairs. There will, in addition, be a cage housing common equipment used to serve all of Applicants’ fiber pairs.

GU Holdings will be able to access the space used for common equipment as well as each of the Applicants’ separate cages. Under the Landing Services Agreement, Edge and PLDC will be able to access their respective separate cages only. Equinix will not have access to the cages, except at the direction of GU Holdings. In addition, under the Landing Services Agreement,

Edge and PLDC may direct Equinix to access their separate cages solely to provide specified ancillary services.

The Network Operations Center (“NOC”) for PLCN will be located in the United States. As noted in the First Supplement, the Landing Services Agreement and the U.S. NOC agreement will provide for proper control and the authority to direct the vendor in all matters related to PLCN’s U.S. common infrastructure. Applicants will exercise control over the NOC in all matters relating to PLCN, including certain limited monitoring, testing, and maintenance services on PLCN equipment.

The foregoing information, together with the Applicants’ other submissions in this file, demonstrate that the Applicants, alone, will own and control the U.S. portion of the cable system, including the U.S. cable landing station, such that Equinix is not required to be a co-applicant under 47 C.F.R. § 1.767(h)(1). In the alternative, Equinix will not have the ability to significantly affect the operations of the cable system, and a waiver of Rule 1.767(h)(1) is requested on that basis. *See, e.g., Actions Taken Under Cable Landing License Act; Section 1.767(a) Cable Landing Licenses, Modifications, and Assignments of Transfers of Control Interests in Cable Landing Licenses (47 C.F.R. § 1.767(a)), Public Notice, 31 FCC Rcd. 12610 (2016).*

II. FOREIGN LANDING ARRANGEMENTS

A. Hong Kong

PLCN’s main trunk between the U.S. and Hong Kong will have six fiber pairs and will be owned and controlled in specified percentages by the three Applicants and their affiliates as stated in Part IV.D, Table 1 of the Application. Edge Network Services Limited (“Edge”),

Google Cable Bermuda Ltd., and PLDC (or each of their respective local affiliates) each intends to contract with a third party to provide landing services in Hong Kong.

Applicants (or their local affiliates) intend to contract with PCCW Global (HK) Limited, a telecommunications operator in Hong Kong, to be the landing service provider in Hong Kong. Applicants will acquire space from PCCW Global (HK) Limited located at the Deep Water Bay cable landing station in Hong Kong, an existing facility the location details of which are provided in Appendix G of the Application. Pursuant to a Joint Build Agreement between the Applicants (or their affiliates), PLDC is named as the Hong Kong landing party. In accordance with 47 CFR §1.767(g)(5), Applicants have not accepted or agreed to accept special concessions directly or indirectly from PCCW Global (HK) Limited.

B. Philippines

The two branches to the Philippines will be wholly-owned and controlled by Edge. To facilitate the Philippines landing activities, Edge intends to contract with the Bases Development Conversion Authority (“BCDA”), a Philippines government instrumentality vested with corporate powers, and the Department of Information and Communications Technology (“DICT”), the administrative entity of the Executive Branch of the Philippine Government that will plan, develop, and promote the Philippines’ national information and communications technology development agenda. It is intended that the BCDA and DICT, together, will be the landing parties. Edge will acquire from BCDA space in the Aurora Trading Center cable landing station and in the San Fernando cable landing station in the Philippines. Both facilities are still to be constructed, the location details of which are provided in Appendix H of the Application.

C. Taiwan

The branch to Taiwan will be wholly-owned and controlled by GCB or a wholly-owned affiliate of Google LLC (see Section III, below) incorporated in Taiwan (collectively, “GCB”). GCB has contracted with Chunghwa Telecom Co., Ltd., telecommunications operator in Taiwan, to be the landing party in Taiwan. GCB will acquire space from Chunghwa Telecom Co., Ltd. located at the Toucheng cable landing station in Taiwan, an existing facility the location details of which are provided in Appendix G of the Application. In accordance with 47 CFR § 1.767(g)(5), Applicants have not accepted or agreed to accept special concessions directly or indirectly from Chunghwa Telecom Co., Ltd.

D. Stubbed Branch

A fourth, stubbed, branch will be wholly-owned by PLDC.

III. PRO FORMA CHANGE OF CONTROL OF GU HOLDINGS

Ownership of GU Holdings’ former indirect parent company, Google Inc., has been transferred to to XXVI Holdings Inc., making Google Inc. a direct, wholly-owned subsidiary of XXVI Holdings Inc. effective September 30, 2017. Also on September 30, 2017, Google was converted from a corporation into a limited liability company, Google LLC, organized under the laws of the state of Delaware. A corresponding update to the corporate information originally provided in Appendix B of the Application is provided as Appendix A to this supplement.

IV. CONCLUSION

For the reasons set forth in the Application, the supplements to the Application filed on August 4 and September 12, 2017, and the supplementation above, the Commission should grant the requested authorizations to land and operate a private, non-common carrier, fiber optic

submarine telecommunications cable between the United States, Hong Kong, Taiwan, and the Philippines. The Applicants respectfully request that the Commission grant the Application on a streamlined basis.

Respectfully submitted,



Darah Smith Franklin
Counsel
Stephanie Selmer
Counsel
Google LLC
25 Massachusetts Avenue NW, Ninth Floor
Washington, DC 20001

Counsel for GU Holdings Inc.

Dated: October 26, 2017

APPENDIX A

GU HOLDINGS INC. AMENDED OWNERSHIP INFORMATION

Ownership of GU Holdings' former indirect parent company, Google Inc. ("Google"), was transferred to to XXVI Holdings Inc., making Google a direct, wholly-owned subsidiary of XXVI Holdings Inc. effective September 30, 2017. Also on September 30, 2017, Google was converted from a corporation into a limited liability company, Google LLC, organized under the laws of the state of Delaware. In light of these changes, updated ownership information for GU Holdings is provided below.

GU Holdings holds three licenses under the Cable Landing License Act, 47 C.F.R. § 1.767, in connection with the Unity, FASTER, and Monet cable systems.¹

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

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

GU Holdings Inc. FRN Number: 0017777483
1600 Amphitheatre Parkway
Mountain View, CA 94043
(650) 253-0000

(2) Place of Formation:

GU Holdings is a corporation organized under the laws of Delaware.

(3) Points of Contact:

Correspondence concerning the application should be sent to the following:

Austin Schlick
Director, GU Holdings Inc.
25 Massachusetts Avenue NW, Ninth Floor
Washington, DC 20001
(202) 346-1100
schlick@google.com

With a copy to:

Darah Franklin
Counsel, Google LLC
25 Massachusetts Avenue NW, Ninth Floor
Washington, DC 20001

¹ See File No. SCL-LIC-20080516-00015 (Unity); File No. SCL-LIC-20150626-00015 (FASTER); File No. SCL-LIC-20150408-00008 (Monet).

(202) 346-1100
darahfranklin@google.com

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

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

GU Holdings is owned by Google International LLC and YouTube, LLC:

Name: Google International LLC
Address: 1600 Amphitheatre Parkway
Mountain View, CA 94043
Ownership: 97%
Citizenship: United States (Delaware)
Principal Business: Holding company

Name: YouTube, LLC
Address: 901 Cherry Ave
San Bruno, CA 94066
Ownership: 3%
Citizenship: United States (Delaware)
Principal Business: Holding company

Google International LLC and YouTube, LLC are each wholly-owned by Google LLC:

Name: Google LLC
Address: 1600 Amphitheatre Parkway
Mountain View, CA 94043
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Technology search services and advertising

Google LLC is wholly-owned by XXVI Holdings Inc.

Name: XXVI Holdings Inc.
Address: 1600 Amphitheatre Parkway
Mountain View, CA 94043
Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding company

XXVI Holdings Inc. is wholly-owned by Alphabet Inc.

Name: Alphabet Inc.
Address: 1600 Amphitheatre Parkway
Mountain View, CA 94043

Ownership: 100%
Citizenship: United States (Delaware)
Principal Business: Holding company

As of February 13, 2017, the following persons have a 10% or greater voting or equity interest in Alphabet Inc.:

Name: Larry Page
Address: 1600 Amphitheatre Parkway
Mountain View, CA 94043
Ownership: 42.3% of Class B common stock
Citizenship: United States
Principal Business: CEO of Alphabet Inc.

Name: Sergey Brin
Address: 1600 Amphitheatre Parkway
Mountain View, CA 94043
Ownership: 41.0% of Class B common stock
Citizenship: United States
Principal Business: President of Alphabet Inc.

The shares held by Mr. Page and Mr. Brin together represent more than 50 percent of voting power. No other person or entity has 10 percent or greater direct or indirect voting or equity interest in GU Holdings.

GU Holdings does not have any interlocking directorates with foreign carriers.

(2) Information Requested by 47 C.F.R. § 1.767(a)(8)(ii):

GU Holdings certifies that it: (A) is not a foreign carrier in any foreign country; (B) does not own or control a cable landing station in any foreign country; (C) is affiliated with only the following foreign carriers or entities owning or controlling a cable landing station in any foreign country:

- Google Singapore Pte Ltd is authorized to provide public telecommunications services in Singapore.
- Infracore (Hong Kong) Limited (“Infracore”) is authorized to provide public telecommunications services in Hong Kong.
- Google Infraestrutura Brasil Ltda. will own and control the landing station in Santos, Brazil, for the Monet cable system.

(3) Information Requested by 47 C.F.R. § 1.767(a)(8)(iii):

GU Holdings certifies to the following:

- (A) GU Holdings is not a foreign carrier in Hong Kong, Taiwan, or the Philippines, the three foreign destination markets in which the PLCN system will land.
- (B) GU Holdings does not control a foreign carrier in Hong Kong, Taiwan, or the Philippines.
- (C) No entity owning more than 25 percent of GU Holdings or controlling GU Holdings controls a foreign carrier in Taiwan or the Philippines. Alphabet Inc. indirectly holds 100 percent of both GU Holdings and Infraco, which holds a Class License in Hong Kong for purposes of swapping/reselling excess submarine cable capacity.
- (D) No grouping of two or more foreign carriers in Hong Kong, Taiwan, or the Philippines (or parties that control foreign carriers in Hong Kong, Taiwan, or the Philippines) own, in aggregate, more than 25 percent of it and are parties to, or beneficiaries of, a contractual relation affecting the provision of marketing or arrangements of the terms of acquisition, sale, lease, transfer, and use of capacity on the PLCN system in the United States.

(4) Information Requested by 47 C.F.R. § 1.767(a)(8)(iv):

Not applicable. As noted in response to Section 1.767(a)(8)(iii), GU Holdings is affiliated with a foreign carrier in Hong Kong, which is a member of the World Trade Organization (WTO).

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

Pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, GU Holdings is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

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

GU Holdings 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)

GU Holdings is eligible for streamlined processing under Section 1.767(k) of the Commission's rules. GU Holdings certifies that it is not a foreign carrier in any of PLCN's foreign destination markets. GU Holdings certifies that it is not affiliated with a foreign carrier in Taiwan or the Philippines. GU Holdings is affiliated with Infraco, a foreign carrier in Hong Kong. Hong Kong is a WTO member and Infraco—which accounts for only a small fraction of Hong Kong's international capacity—lacks 50 percent market share in the international transport and local access markets in Hong Kong. Indeed, in addition to land routes into Hong Kong through

mainland China, eleven international submarine cables currently land in the territory² and Infraco does not land any of those cables or have an ownership interest in any landing station. Moreover, Infraco does not appear on the Commission's list of foreign carriers presumed to have market power in foreign destination markets.³ GU Holdings' affiliation with Infraco therefore poses no risk to competition on the U.S.-Hong Kong route and GU Holdings qualifies for presumptive non-dominant treatment pursuant to Section 63.10(a)(3).

Further, GU Holdings 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"). California, the only U.S. state in which the PLCN cable system will land, does not list a cable landing license as a federal activity requiring a consistency certification under the CZMA.⁴

² See TeleGeography, Submarine Cable Map, <http://www.submarinecablemap.com/#/country/hong-kong> (last visited Feb. 16, 2017).

³ 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).

⁴ See California's List of Federal Licenses and Permits Subject to Certification for Consistency, available at <https://www.coastal.ca.gov/fedcd/fedcndx.html>.

Certification

I am authorized to enter this certification on behalf of GU Holdings Inc.

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

By:



Austin Schlick
Director, GU Holdings Inc.
25 Massachusetts Avenue NW, Ninth Floor
Washington, DC 20001
(202) 346-1100
schlick@google.com

For and on behalf of GU Holdings Inc.

Dated: October 26, 2017

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)
Jodi Cooper International Bureau Federal Communications Commission 445 12th Street SW Washington, DC 20554 (via electronic mail to jodi.cooper@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)
Thomas Sullivan Chief International Bureau Federal Communications Commission 445 12th Street SW Washington, DC 20554 (via electronic mail to thomas.sullivan@fcc.gov)	Troy Tanner International Bureau Federal Communications Commission 445 12th Street SW Washington, DC 20554 (via electronic mail to troy.tanner@fcc.gov)

Sybil Anne Strimbu
October 26, 2017