

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C.

In the Matter of

AMERICA EUROPE CONNECT 2 USA, INC.,
AMERICA EUROPE CONNECT 2 LIMITED,
EDGE CABLE HOLDINGS USA, INC.,
GU HOLDINGS INC., and
OPTIBULK HAVFRUE AS,

Application for a License to Land and Operate
a Private Fiber-Optic Submarine Cable System
Connecting the United States, Denmark, Ireland,
and Norway,

THE HAVFRUE SYSTEM

File No. SCL-LIC-2018-_____

**JOINT APPLICATION FOR CABLE LANDING LICENSE—
STREAMLINED PROCESSING REQUESTED**

Pursuant to 47 U.S.C. § 34, Executive Order No. 10,530, and 47 C.F.R. § 1.767, America Europe Connect 2 USA, Inc. (“AEC2 USA”), America Europe Connect 2 Limited (“AEC2”), Edge Cable Holdings USA, LLC (“Edge USA”), GU Holdings Inc. (“GU Holdings”), and Optibulk Havfrue AS (“Optibulk”) (collectively, the “Applicants”), hereby apply for a license to land and operate within the United States a private fiber-optic submarine cable network connecting: Wall, New Jersey; Blaabjerg, Denmark, Old Head Beach, Leckanvy, Ireland, and Kristiansand, Norway. The submarine cable system will be known as the Havfrue system (“havfrue” being the Danish word for mermaid). The Applicants will operate the Havfrue system on a non-common-carrier basis, either by using Havfrue capacity as an input for services offered by them and their respective affiliates or by providing bulk capacity to wholesale and enterprise customers on particularized terms and conditions pursuant to individualized

negotiations. The existence of robust competition on the U.S.-Denmark, U.S.-Ireland, and U.S.-Norway routes obviates any need for common-carrier regulation on public-interest grounds.

The Applicants intend to commence commercial operation of the Havfrue system by the fourth calendar quarter of 2019. The Applicants therefore seek timely grant of a cable landing license by the Commission no later than mid-March 2019 in order to permit construction activities to proceed on schedule. An expeditious grant of this application will significantly advance the public interest. The Havfrue system will provide significant new and replacement capacity on U.S.-Europe routes, where capacity demand continues to increase substantially each year. It will also provide geographically-diverse capacity on U.S.-Europe routes, as most existing trans-Atlantic submarine cables connect the United States with the United Kingdom. Additional, direct U.S.-Denmark, U.S.-Ireland, and U.S.-Norway capacity will further strengthen the resilience of trans-Atlantic telecommunications.

This application raises no public-interest concerns. Edge USA, GU Holdings, and Optibulk request streamlined processing pursuant to 47 C.F.R. § 1.767(k)(1), as none is or is affiliated with a foreign carrier in a landing country for the Havfrue system. AEC2 USA and AEC2 request streamlined processing pursuant to 47 C.F.R. § 1.767(k)(2), as each is, or is or will be affiliated with, a non-dominant foreign carrier in Denmark and/or Ireland. Below, the Applicants provide information required by 47 C.F.R. § 1.767.

I. COMPLIANCE WITH 47 C.F.R. § 1.767

A. Information Required by 47 C.F.R. § 1.767(a)(1)-(a)(3), (a)(8), (a)(9), (j), and (k)

The Applicants provide company-specific responses to and certifications for 47 C.F.R. § 1.767(a)(1)-(a)(3), (a)(8), (a)(9), (j), and (k) in the following appendices:

- Appendix A: AEC2 USA and AEC2
- Appendix B: Edge USA
- Appendix C: GU Holdings
- Appendix D: Optibulk

B. System Description¹

The Havfrue system will consist of three main segments:

- **Main Trunk.** The Main Trunk will connect Wall, New Jersey, with Blaabjerg, Denmark. It will have a total length of 7,211 kilometers and consist of six fiber pairs.
- **Ireland Branch.** The Ireland Branch will connect Old Head Beach, Leckanvy, Ireland, with a branching unit on the Main Trunk. It will have a total length of 316 kilometers and consist of six fiber pairs.
- **Norway Branch.** The Norway Branch will connect Kristiansand, Norway, with a branching unit on the Main Trunk. It will have a total length of 199 kilometers and consist of two fiber pairs.

Each fiber pair will have a total design capacity of 18 Tbps per fiber pair (for a total of 108 Tbps for the Havfrue system as a whole) using current technology. The Applicants have not yet made decisions about the initial lit capacity of the system. The Applicants expect the Havfrue system to enter into commercial service in the fourth calendar quarter of 2019. In Appendix E, the Applicants provide a route map for the system.

¹ See 47 C.F.R. § 1.767(a)(4).

C. Landing Points²

The Applicants provide specific landing point information (including geographic coordinates and street addresses, where available, for beach manholes and cable landing stations) in the following appendices:

- Appendix F: Wall, New Jersey
- Appendix G: Blaabjerg, Denmark
- Appendix H: Old Head Beach, Leckanvy, Ireland

The Applicants will provide specific landing point information for the Kristiansand, Norway, landing in a separate, subsequent landing point notification.

D. Regulatory Classification³

The Applicants will operate the Havfrue system on a non-common-carrier basis. Non-common-carrier classification of the proposed system is consistent with established Commission policy and precedent and with judicial precedent, and it will advance the public interest.

First, the Commission should not subject the Havfrue system to common-carrier regulation because it will not operate on a common-carrier basis as defined in *NARUC I*.⁴ The courts have stated that “the primary *sine qua non* of common carrier status is a quasi-public

² See *id.* § 1.767(a)(5).

³ See *id.* § 1.767(a)(6).

⁴ See *Nat’l Ass’n of Regulatory Utility Comm’rs v. FCC*, 525 F.2d 630, 642 (D.C. Cir. 1976) (“*NARUC I*”) (stating that the court must inquire “whether there are reasons implicit in the nature of [the] operations to expect an indifferent holding out to the eligible user public”), *cert. denied*, 425 U.S. 992 (1976); see also *Virgin Islands Tel. Corp. v. FCC*, 198 F.3d 921 (D.C. Cir. 1999) (affirming FCC’s use of *NARUC I* test for distinguishing common-carrier and private-carrier services following enactment of the Telecommunications Act of 1996).

character, which arises out of the undertaking ‘to carry for all people indifferently.’”⁵ On the Havfrue system, however, the Applicants will not sell capacity indifferently to the user public.

- For AEC2 USA, AEC2, and their affiliates, the Havfrue system will provide capacity to support their trans-Atlantic wholesale capacity business, offering bulk capacity to particular carrier, content, and government customers pursuant to individually-negotiated indefeasible rights of use (“IRUs”) and capacity leases, the terms of which will vary depending on the characteristics and needs of the particular capacity purchaser.
- For Edge USA and its affiliates, the Havfrue system will provide capacity to support Facebook’s global platform to connect its users and data centers.
- For GU Holdings⁶ and its affiliates, the Havfrue system will provide capacity for private connections to data centers and POPs in the United States and Europe. GU Holdings and its affiliates may also offer private, individually negotiated capacity services on the U.S-Denmark route.
- For Optibulk, the Havfrue system will provide connectivity for the European data centers for Optibulk’s affiliates and their customers.

The Commission has consistently found that such offerings do not make an applicant a common carrier.⁷

⁵ *Nat’l Ass’n of Regulatory Utility Comm’rs v. FCC*, 533 F.2d 601, 608 (D.C. Cir. 1976) (quoting *Semon v. Royal Indemnity Co.*, 279 F.2d 737, 739 (5th Cir. 1960)).

⁶ GU Holdings is an indirect, wholly-owned subsidiary of Google LLC.

⁷ *See AT&T Corp. et al., Cable Landing License*, 13 FCC Rcd. 16,232, 16,238 (Int’l Bur. 1998) (finding that individualized decisions concerning the sale or lease of capacity on the China-U.S. Cable Network would not constitute the effective provision of a service to the public so as to make the applicant a common carrier); *AT&T Submarine Systems, Inc., Cable Landing License*, 11 FCC Rcd. 14,885, 14,904 ¶ 64 (Int’l Bur. 1996) (“*St. Thomas-St. Croix Cable Order*”) (finding that an “offer of access, nondiscriminatory terms and conditions and market pricing of IRUs does not rise to the level of an ‘indiscriminate’ offering” so as to

Second, the Commission should not subject the Havfrue system to common-carrier regulation because there is no legal compulsion or other public-interest reason for the Applicants to operate the Havfrue system in such a manner. Under the *NARUC I* test, the Commission must determine whether the public interest requires common-carrier operation of the submarine cable system.⁸ Traditionally, the Commission has focused on whether the applicant has sufficient market power to warrant common carrier regulation,⁹ although the Commission “is not limited to that reasoning” and has looked more broadly to determine whether common-carrier licensing is in the public interest.¹⁰ The Havfrue system poses no such competitive or other public-interest concerns.

The Havfrue system will enhance competition on the U.S.-Denmark, U.S.-Ireland, and U.S.-Norway routes by competing vigorously with other unaffiliated submarine cable systems.

- On the U.S.-Denmark route, the Havfrue system will compete directly with the TAT-14 system. It will also compete with numerous trans-Atlantic systems providing connectivity between the United States and the United Kingdom, France, Germany, and the Netherlands (*e.g.*, Apollo, Atlantic Crossing-1, and FLAG Atlantic-1), with onward

constitute common carriage), *aff'd* 13 FCC Rcd. 21,585 (1998), *aff'd sub nom. Virgin Islands Telephone Corp. v. FCC*, 198 F.3d 921 (D.C. Cir. 1999).

⁸ *NARUC I*, 525 F.2d at 642 (stating that the court must inquire “whether there will be any legal compulsion . . . to serve [the public] indifferently”).

⁹ *St. Thomas-St. Croix Cable Order*, 11 FCC Rcd. at 14,893 ¶ 30.

¹⁰ See *AT&T Corp. et al.*, Cable Landing License, 14 FCC Rcd. 13,066, 13,080 ¶ 39 (2000) (stating that “[a]lthough this public interest analysis has generally focused on the availability of alternative facilities, we are not limited to that reasoning”); *Australia-Japan Cable (Guam) Limited*, Cable Landing License, 15 FCC Rcd. 24,057, 24,062 ¶ 13 (Int’l Bur. 2000) (stating that “[t]his public interest analysis generally has focused on whether an applicant will be able to exercise market power because of the lack of alternative facilities, although the Commission has not limited itself to that reasoning”); *Telefonica SAM USA, Inc. et al.*, Cable Landing License, 15 FCC Rcd. 14,915, 14,920 ¶ 11 (Int’l Bur. 2000) (stating that “[t]his public interest analysis has focused on the availability of alternative facilities, although the Commission has stated it is not limited to that reasoning”).

connectivity to Denmark provided by numerous submarine and terrestrial networks within Europe.¹¹

- On the U.S.-Ireland route, the Havfrue system will compete directly with GTT Atlantic (formerly known as Hibernia Atlantic) and with the combination of GTT Atlantic and GTT Express (formerly known as Hibernia Express), which provide connectivity between the United States and Ireland via Canada. The U.S.-Ireland route is also served by a myriad of systems connecting the United States and the United Kingdom, with onward connectivity via numerous United Kingdom-Ireland systems.¹²
- On the U.S.-Norway route, the Havfrue system will compete with a combination of the systems serving the U.S.-Denmark route, as noted above, and with onward connectivity provided by the Denmark-Norway 5, Denmark-Norway 6, Skagerrak 4 systems and by submarine and terrestrial connectivity via Sweden.

The Commission has previously found that facilities need not be identical in order to offer pro-competitive benefits.¹³ The existence of ample competing submarine cable facilities providing U.S.-Denmark, U.S.-Ireland, and U.S.-Norway connectivity ensures that the Havfrue system would not function as a bottleneck facility on any of those routes. The Applicants' intended operation of the Havfrue system would therefore serve the Commission's long-standing

¹¹ See TeleGeography, Submarine Cable Map <https://www.submarinecablemap.com/>.

¹² See *id.*

¹³ *St. Thomas-St. Croix Cable Order*, 11 FCC Rcd. at 14,898 ¶ 44 (stating that “requiring current identical substitute common carrier facilities before non-common carrier facilities will be authorized would serve as a disincentive for entities to take risks and expend capital to expand and upgrade facilities”).

policy to encourage competition through private submarine cable transmissions, pursuant to which the Commission has granted numerous cable landing licenses.¹⁴

E. Cable Ownership Information¹⁵

The Applicants and their respective affiliates will own and control the Havfrue system’s wet segment and common infrastructure as shown in the tables below. In Tables 1 through 3 below, the Applicants note the participation (*i.e.*, economic) interest and voting interest held by each owner.

Table 1: Ownership and Control of Havfrue Main Trunk and Common Infrastructure

Party	Participation Interest	Voting Interest
AEC2	33.333%	33.333%
Facebook affiliates <ul style="list-style-type: none"> Edge USA (portion in U.S. territory) Edge Network Services Limited (“Edge”) (portion in international waters and Danish territory) 	33.333%	33.333%
GU Holdings and affiliates <ul style="list-style-type: none"> GU Holdings (portion in U.S. territory) Google Infrastructure Bermuda Ltd. (“GIB”) (portion in international waters) GU Holdings/GIB affiliate in Denmark (portion in Danish territory) 	16.667%	16.667%
Optibulk	16.667%	16.667%

¹⁴ See *Tel-Optik Ltd.*, Memorandum Opinion and Order, 100 FCC.2d 1033, 1040-41 (1985).

¹⁵ See 47 C.F.R. § 1.767(a)(7).

Table 2: Ownership and Control of Ireland Branch

Party	Participation Interest	Voting Interest
AEC2	66.667%	66.667%
Edge	33.333%	33.333%

Table 3: Ownership and Control of Norway Branch

Party	Participation Interest	Voting Interest
Optibulk	100%	100%

Havfrue cable landing stations will be owned and controlled as shown in Table 4 below:

Table 4: Ownership and Control of Cable Landing Stations

Cable Landing Station	New or Existing Facility?	Ownership/Control
Wall, New Jersey	Existing	AEC2 USA, Edge USA, GU Holdings, and Optibulk (joint control); NJFX, LLC (“NJFX”) (ownership) ¹⁶
Blaabjerg, Denmark	New	America Europe Connect 2 Denmark ApS (“AEC2 Denmark”) (control); AEC2 Denmark, Edge Denmark, GU Holdings/GIB affiliate in Denmark, and Optibulk (joint ownership)
Old Head Beach, Leckanvy, Ireland	New	AEC2 (control); AEC2, Edge (joint ownership)
Kristiansand, Norway	New	Optibulk (control and ownership)

¹⁶ Real property rights granted by NJFX will be held by the Havfrue Parties jointly. At the joint direction of the Applicants, AEC2 USA will contract with NJFX for the provision of operation and maintenance services at that cable landing station.

Because neither Edge nor AEC2 Denmark, nor GIB, nor GU Holdings/GIB affiliate in Denmark will use the U.S. endpoints of the Havfrue system, none of these entities is required to be a joint applicant for the cable landing license.¹⁷

As noted in Table 4 above, in Wall, New Jersey, the Havfrue system will land at an existing cable landing station building owned by NJFX. As stated in part II below, the Applicants seek a waiver of 47 C.F.R. § 1.767(h)(1), as NJFX will have no ability to affect significantly the operation of the Havfrue system.

F. Certification Regarding Service to Executive Branch Agencies¹⁸

The Applicants have sent a complete copy of this application to the U.S. Departments of State, Commerce, and Defense. Counsel has certified such service in the certificate of service attached to this application.

II. REQUEST FOR WAIVER OF 47 C.F.R. § 1.767(h)(1)

As necessary, the Applicants request a waiver of 47 C.F.R. §1.767(h)(1) so that NJFX need not be a joint applicant for the Havfrue cable landing license. “The purpose of [Section 1.767(h)(1)] is to ensure that entities having a significant ability to affect the operation of the cable system become licensees so that they are subject to the conditions and responsibilities associated with the license.”¹⁹ NJFX, however, will have no ability to affect significantly the Havfrue system’s operation. Inclusion of NJFX as a joint applicant is also not necessary to ensure compliance by the Applicants with the Cable Landing License Act, the Commission’s

¹⁷ See *id.* § 1.767(h)(2).

¹⁸ See *id.* § 1.767(j).

¹⁹ See *Actions Taken Under Cable Landing License Act*, Public Notice, 23 FCC Rcd. 227, 229 (Int’l Bur. 2008) (“*TPE Cable Landing License*”) (citing *Review of Commission Consideration of Applications under the Cable Landing License Act*, Report and Order, 16 FCC Rcd. 22,167, 22,194-95 ¶¶ 53-54 (2001)).

cable landing license rules, or the terms of any cable landing license. Grant of the waiver is therefore consistent with longstanding Commission precedent.²⁰

For Havfrue’s Wall, New Jersey, landing, NJFX will provide certain limited services that would not provide it with any ability to affect significantly Havfrue’s operation. The Applicants will enter into an agreement with NJFX granting them the right to use collocation space for common system equipment (including power feed equipment) in the cable landing station. At the joint direction of the Applicants, AEC2 USA will also enter into an agreement with NJFX for the provision of operation and maintenance services at that cable landing station. The Applicants will enter into agreements with NJFX having terms and extension terms at the Applicants’ sole discretion, for a total of 25 years. The Applicants have jointly agreed that AEC2 USA will have exclusive control over the power feed equipment that they will locate in NJFX’s cable landing station and provide direction to NJFX in all matters relating to the common system equipment.

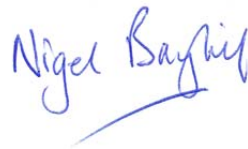
²⁰ See, e.g., *Actions Taken Under Cable Landing License Act*, Public Notice, 32 FCC Rcd. 1436, 1437-38 (Int’l Bur. 2017) (accepting the applicant’s representations that Tata “will not have the ability to affect significantly Atisa’s operation” and declining to require Tata be a joint applicant for the cable landing license); *Actions Taken Under Cable Landing License Act*, Public Notice, 24 FCC Rcd. 7828, 7829-30 (Int’l Bur. 2009) (accepting the applicants representations that “Tata will not be able to affect significantly the operation of HANTRU-1” and declining to require Tata be a joint applicant for the cable landing license); *Actions Taken Under Cable Landing License Act*, Public Notice, 24 FCC Rcd. 226, 227-28 (Int’l Bur. 2009) (noting that “Applicants will retain operational authority over their ASHC System facilities and provide direction to AT&T in all matters relating to the ASHC System”); *Actions Taken Under Cable Landing License Act*, Public Notice, 23 FCC Rcd. 13,419, 13,420 (Int’l Bur. 2008) (declining to require that Tata Communications (US) Inc.—which owns the existing cable station at Piti, Guam, where the PPC 1 System will land—be a joint applicant or licensee for the PPC 1 System, noting that “Applicants will retain operational authority over PPC 1 System facilities and provide direction to [Tata] in all matters relating to the PPC 1 System.”); *TPE Cable Landing License*, 23 FCC Rcd. at 229 (declining to require that WCI Cable, Inc. (“WCIC”)—which owns an existing cable station at Nedonna Beach, Oregon—be a joint applicant or licensee for the Trans-Pacific Express Network (“TPE”), which will land at WCIC’s Nedonna Beach cable station, finding that “WCIC will not have the ability to affect the operation of the TPE Network. Verizon will retain effective operational authority and provide direction to WCIC in all matters relating to the TPE Network”).

CONCLUSION

For the foregoing reasons, the Commission should expeditiously grant this cable landing license application for the Havfrue system pursuant to streamlined processing.

Respectfully submitted,

AMERICA EUROPE CONNECT 2 USA, INC.
as lead applicant



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USA, Inc., America Europe Connect 2
Limited, Edge Cable Holdings USA, LLC,
and Optibulk Havfrue AS*

May 11, 2018

Attachments

LIST OF APPENDICES

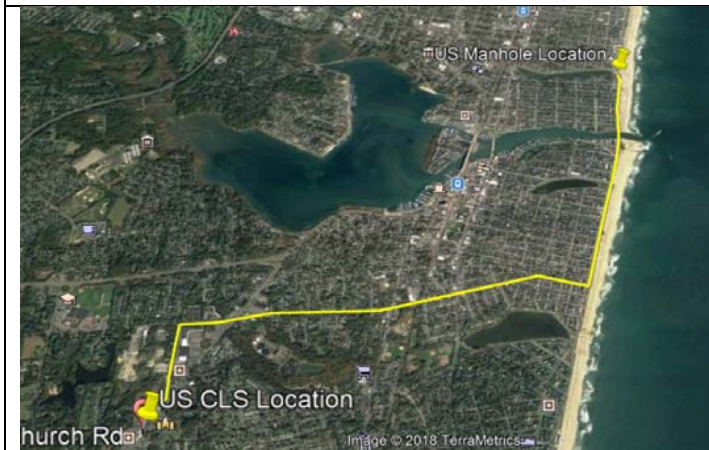
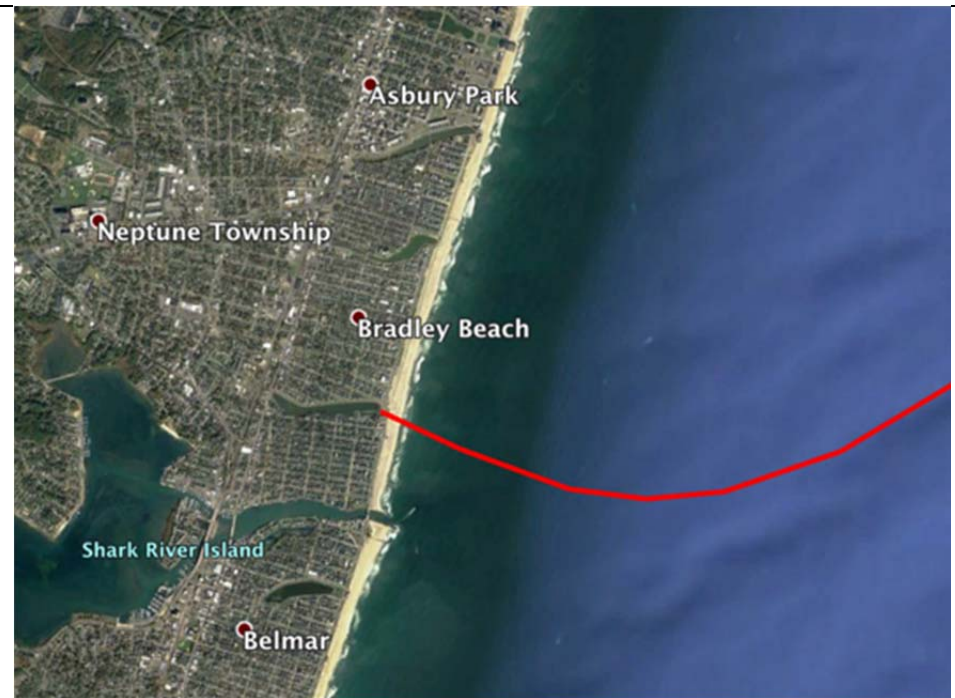
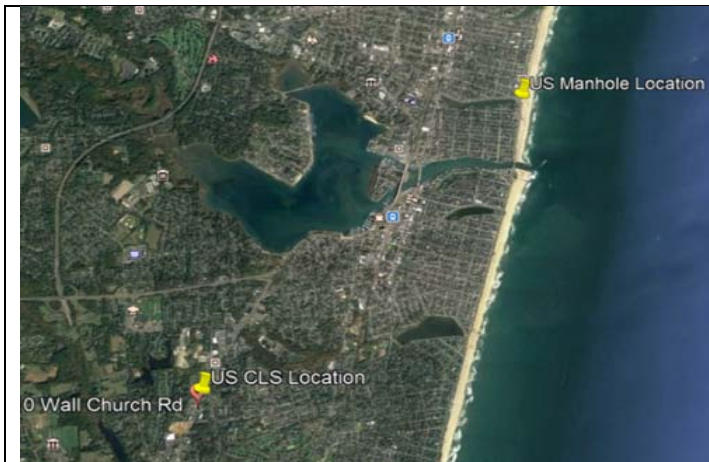
- Appendix A: America Europe Connect 2, Inc., and America Europe Connect 2 Limited Information Responsive to 47 C.F.R. § 1.767(a)(1)-(a)(3), (a)(8), (a)(9), (j), and (k)**
- Appendix B: Edge Network Services Limited Information Responsive to 47 C.F.R. § 1.767(a)(1)-(a)(3), (a)(8), (a)(9), (j), and (k)**
- Appendix C: GU Holdings Inc. Information Responsive to 47 C.F.R. § 1.767(a)(1)-(a)(3), (a)(8), (a)(9), (j), and (k)**
- Appendix D: Optibulk Havfrue AS Information Responsive to 47 C.F.R. § 1.767(a)(1)-(a)(3), (a)(8), (a)(9), (j), and (k)**
- Appendix E: Havfrue Route Map**
- Appendix F: Wall, New Jersey, Landing Point Information**
- Appendix G: Blaabjerg, Denmark, Landing Point Information**
- Appendix H: Old Head Beach, Leckanvy, Ireland, Landing Point Information**

APPENDIX E:
HAVFRUE ROUTE MAP



APPENDIX F:

WALL, NEW JERSEY, LANDING POINT INFORMATION



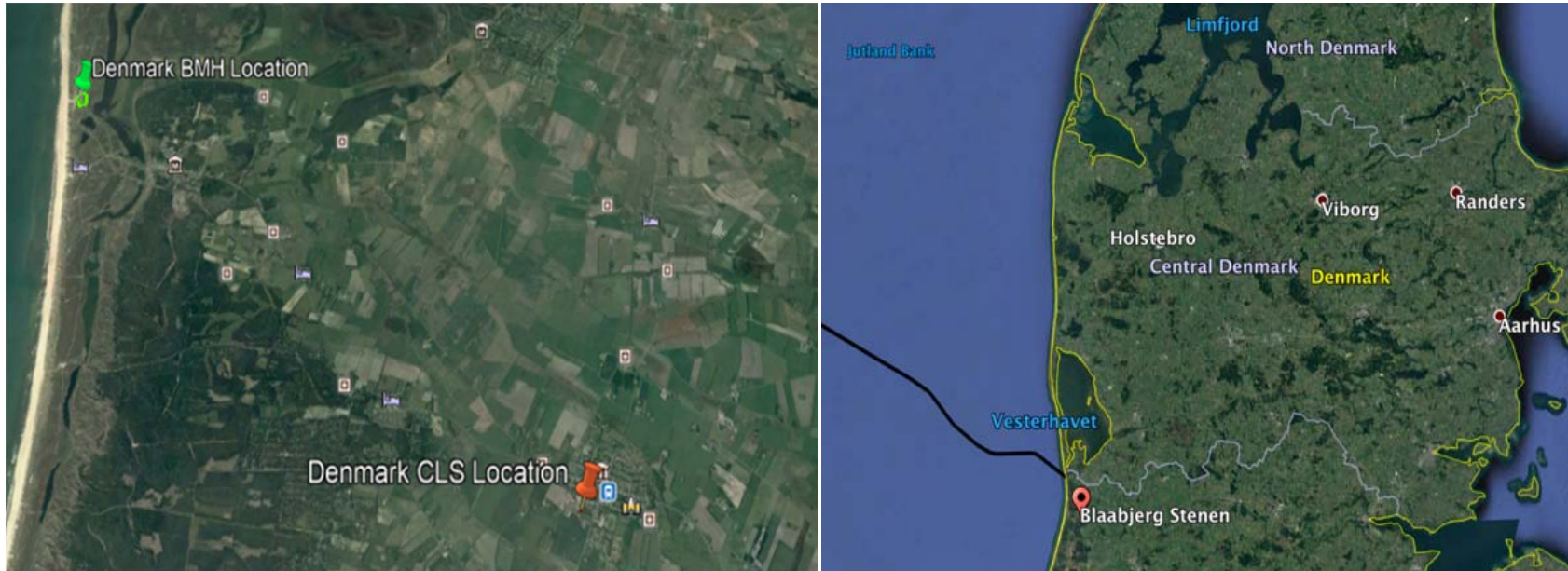
Beach manhole geographic coordinates: 40° 11' 42.85" N, 74° 0' 33.29" W

Cable landing station geographic coordinates: 40° 9' 35.62" N,
74° 3' 10.28" W

Cable landing station street address: 1410 Wall Church Road, Wall
Township, New Jersey, 07719

APPENDIX G:

BLAABJERG, DENMARK, LANDING POINT INFORMATION



Beach manhole geographic coordinates:

55°48.978'N 8°10.563'E

Cable landing station geographic coordinates:

55°46'36.32"N 8°17'6.75"E

Cable landing station street address:

Teliasonera International Carrier Denmark A/S, Industrivej 15,
6830 Nørre Nebel, Denmark

APPENDIX H:

OLD HEAD BEACH, LECKANVY, IRELAND, LANDING POINT INFORMATION



Beach manhole geographic coordinates:	53°46.582'N	9°46.302'W
Cable landing station geographic coordinates:	53°46'20.58"N	9°46'14.03"W
Cable landing station street address:	Old Head, County Mayo, Ireland (no street address)	

CERTIFICATE OF SERVICE

I, Kent Bressie, hereby certify that consistent with 47 C.F.R. § 1.767(j), I have served copies of the foregoing application for a cable landing license for the Havfrue submarine cable system, by hand delivery or electronic mail this 11th day of May, 2018 to the following:

Robert L. Strayer
Deputy Assistant Secretary of State for Cyber and
International Communications and Information Policy
Bureau of Economic and Business Affairs
U.S. DEPARTMENT OF STATE
EB/CIP : Room 4634
2201 C Street, N.W.
Washington, D.C. 20520-4634

Kathy Smith
Chief Counsel
U.S. DEPARTMENT OF COMMERCE/NTIA
14th Street and Constitution Avenue, N.W.
Room 4713
Washington, D.C. 20230

William E. Brazis II
General Counsel
DEFENSE INFORMATION SYSTEMS AGENCY
6910 Cooper Avenue
Fort Meade, Maryland 20755

A handwritten signature in black ink, appearing to read "Kent Bressie", is written over a horizontal line. The signature is cursive and somewhat stylized.

Kent Bressie

APPENDIX A:

America Europe Connect 2 USA Inc. America Europe Connect 2 Limited

America Europe Connect 2 USA Inc. (“AEC2 USA,” FRN 0027231851), a Delaware corporation with its principal place of business in Dublin, Ireland, will serve as the U.S. landing party for Havfrue. AEC2 USA’s parent company, America Europe Connect 2 Limited (“AEC2,” FRN 0027231869), an Irish limited company with its principal place of business in Dublin, Ireland, will hold participation and voting interests in the Main Trunk and the Ireland Branch of the Havfrue system, as described in part I.E of the main narrative application. Neither AEC2 USA nor AEC2 nor any of their affiliates will participate in, or hold any capacity on, the Norway Branch.

AEC2 USA and AEC2 are affiliates of America Europe Connect Licenses Limited, the cable landing license holder for the AEConnect-1 submarine cable system connecting the United States with Ireland.¹ Below, AEC2 USA and AEC2 provide information required by 47 C.F.R. § 1.767(a)(1)-(a)(3), (a)(8), (a)(9), (j), and (k).

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

(1) Applicant Names, Addresses, and Telephone Numbers²

America Europe Connect 2 USA Inc.
America Europe Connect 2, Limited
51-54 Pearse Street
Dublin 2
Ireland
D02 KA66
+ 353 1 662 4399

¹ FCC File No. SCL-LIC-20140206-00002.

² See 47 C.F.R. § 1.767(a)(1).

(2) Applicant Places of Incorporation³

AEC2 USA is a Delaware corporation. AEC2 is an Irish limited company.

(3) Contact Information⁴

Correspondence concerning the application should be sent to the following:

Nigel Bayliff
CEO
America Europe Connect 2 Limited
51-54 Pearse Street
Dublin 2
Ireland
D02 KA66
+ 353 (0)1 662 4399
nbayliff@aquacomms.com
legal@aquacomms.com

with a copy to:

Kent Bressie
Harris, Wiltshire & Grannis LLP
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Washington, D.C. 20036-3537
+1 202 730 1337
kbressie@hwglaw.com

*Counsel for America Europe Connect 2 USA Inc.
and America Europe Connect 2 Limited*

³ See *id.* § 1.767(a)(2).

⁴ See *id.* § 1.767(a)(3).

(4) Certification Regarding Ownership, Citizenship, Principal Business, and Interlocking Directorates⁵

AEC2 USA and AEC2 certify that they have the following 10-percent-or-greater direct or indirect interest holders:

- **America Europe Connect 2 Limited (“AEC2”)**
Address: 51-54 Pearse Street, Dublin 2, Ireland D02 KA66
Place of Organization: Ireland
Principal Business: telecommunications
Relationship: AEC2 holds a 100-percent voting and economic interest in AEC2 USA.
- **Aqua Comms Designated Activity Company (“Aqua Comms Parent”)**
Address: 51-54 Pearse Street, Dublin 2, Ireland D02 KA66
Place of Organization: Ireland
Principal Business: telecommunications
Relationship: Aqua Comms Parent holds a 100-percent voting and economic interest in AEC2.
- **Aqua Ventures International FZE (“Aqua Ventures”)**
Address: P.O. Box 50073, Fujairah, United Arab Emirates
Place of Organization: United Arab Emirates
Principal Business: investments
Relationship: On a fully diluted basis, Aqua Ventures holds a 53-percent voting and economic interest in Aqua Comms Parent.
- **The 2013 Bake Family Trust**
Address: 3rd Floor Charter Place, 23-27 Seaton Place, St. Helier JE4 0WH, Jersey
Place of Organization: Bailiwick of Jersey
Principal Business: investment holding
Relationship: The Bake Family Trust holds a 100-percent voting and economic interest in Aqua Ventures.

⁵ See *id.* §§ 1.767(a)(8)(i), 63.18(h).

- **Dominion Fiduciary Trust Limited (“Dominion Fiduciary Trust”)**
Address: 3rd Floor Charter Place, 23-27 Seaton Place, St. Helier JE4 0WH, Jersey
Place of Organization: Bailiwick of Jersey
Principal Business: Principal business is acting as a trustee
Relationship: Dominion Fiduciary Trust serves as the trustee of, and controls The 2013 Bake Family Trust. As trustee, Dominion Fiduciary Trust holds a 100-percent voting interest in “The 2013 Bake Family Trust.”
- **Christopher Paul Bake**
Address: 13 Phillimore Gardens, Kensington, London W8 7QG, United Kingdom
Citizenship: the Netherlands
Principal Business: business management
Relationship: Mr. Bake and his family are the economic beneficiaries of “The 2013 Bake Family Trust”, although they have no voting interest in the trust itself and no right to any percentage of the assets. The trustee exercises a discretionary power to distribute economic benefits to the beneficiaries. Christopher Paul Bake is the economic settlor of the trust.
- **Pangaea Two Acquisition Holdings XV, LLC (“Pangaea Holdings”)**
Address: 505 Fifth Avenue, 15th Floor, New York, New York 10017
Place of Organization: Delaware
Principal Business: dedicated to holding interests in Aqua Comms
Relationship: On a fully diluted basis, Pangaea Holdings holds a 19.6-percent voting and economic interest in Aqua Comms Parent.
- **Pangaea Two Acquisition Holdings Parallel XV, LLC (“Pangaea Holdings Parallel”)**
Address: 505 Fifth Avenue, 15th Floor, New York, New York 10017
Place of Organization: Delaware
Principal Business: dedicated to holding interests in Aqua Comms
Relationship: On a fully diluted basis, Pangaea Holdings Parallel holds an 8.8-percent voting and economic interest in Aqua Comms Parent.
- **Pangaea Two LP (“Pangaea Two”)**
Address: 505 Fifth Avenue, 15th Floor, New York, New York 10017
Place of Organization: Delaware
Principal Business: investment partnership
Relationship: Pangaea Two is sole member of, and holds a 100-percent voting and economic interest in, Pangaea Holdings.
- **Pangaea Two Parallel, LP (“Pangaea Parallel”)**
Address: 505 Fifth Avenue, 15th Floor, New York, New York 10017
Place of Organization: Cayman Islands
Principal Business: investment partnership
Relationship: Pangaea Parallel is sole member of, and holds a 100-percent voting and economic interest in, Pangaea Holdings Parallel.

- **Pangaea Two GP, LP (“Pangaea Two GP”)**
Address: 505 Fifth Avenue, 15th Floor, New York, New York 10017
Place of Organization: Delaware
Principal Business: investment management
Relationship: Pangaea Two GP is the general partner of each of Pangaea Two and Pangaea Parallel and holds a 100-percent voting interest, and no economic interest, in each entity. The economic interests of Pangaea Two and Pangaea Parallel are each held by limited partners, with none holding a 10-percent or greater interest.
- **Pangaea Two Admin GP, LLC (“Pangaea Two Admin”)**
Address: 505 Fifth Avenue, 15th Floor, New York, New York 10017
Place of Organization: Cayman Islands
Principal Business: investment management
Relationship: Pangaea Two Admin is the general partner of Pangaea Two GP, in which it holds a 100-percent voting interest and no economic interest. The economic interests of Pangaea Two GP are held by limited partners, with none holding a 10-percent or greater interest.
- **Cartesian Capital Group, LLC (“Cartesian Capital”)**
Address: 505 Fifth Avenue, 15th Floor, New York, New York 10017
Place of Organization: Delaware
Principal Business: investment advisory
Relationship: Cartesian Capital is the managing member of Pangaea Two Admin, in which it holds a 100-percent voting and economic interest.
- **Peter M. Yu**
Address: 505 Fifth Avenue, 15th Floor, New York, New York 10017
Citizenship: United States
Principal Business: investments
Relationship: Based on publicly available information, Mr. Yu has a controlling interest in Cartesian Capital, in which he holds a voting and economic interest of between 50 and 74 percent. Accordingly, Mr. Yu has ultimate control of Pangaea Holdings and Pangaea Holdings Parallel, the two entities with direct interests in Aqua Comms Parent.⁶

No other individual or entity holds a direct or indirect 10-percent or greater interest in Aqua Comms Parent, AEC2, or AEC2 USA.

⁶ Ownership information for Cartesian Capital is also available on the website of the U.S. Securities and Exchange Commission, https://adviserinfo.sec.gov/IAPD/IAPDFirmSummary.aspx?ORG_PK=159370.

- **Irish Strategic Investment Fund of National Treasury Management Agency (“ISIF”)**
Place of Organization: Ireland -- Established under the National Treasury Management Agency (Amendment) Act 2014.
Address: Treasury Building, Grand Canal Street, Dublin 2. Ireland
Principal Business: investments
Relationship: ISIF holds a 13.8-percent voting and economic interest in Aqua Comms Parent. ISIF is a sovereign development fund controlled and managed by the Government of Ireland with an objective to invest in critical infrastructure.

The ownership structure of AEC2 and AEC2 USA is depicted in the attached Exhibits A-1 and

A-2. AEC2 USA certifies that it has no interlocking directorates with foreign carriers.

(5) Certification Regarding the Anti-Drug Abuse Act of 1988⁷

Each of AEC2 USA and AEC2 certifies that no party to this application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.⁸

(6) Certification Regarding Foreign Carrier Status and Foreign Affiliations⁹

AEC2 USA 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; and

(C) is or will be affiliated with America Europe Connect 2 Denmark ApS (“AEC2 Denmark”), a foreign carrier in Denmark that will control a cable landing station in Denmark, and with AEC2 and America Europe Connect Limited (“AECL”), each a foreign carrier in Ireland that controls or will control a cable landing station in Ireland.

AEC2 certifies that it:

(A) is not a foreign carrier in any foreign country;

⁷ See *id.* §§ 1.767(a)(8)(i), 63.18(o).

⁸ 21 U.S.C. § 862(a). Pub. L. No. 100-690, title V, §5301, 102 Stat. 4310 (1988), which related to denial of Federal benefits to drug traffickers and possessors—previously codified at 21 U.S.C. § 853(a)—was renumbered section 421 of the Controlled Substances Act by Public Law 101-647, title X, § 1002(d)(1), 104 Stat. 4827 (1990), and has been recodified as 21 U.S.C. § 862(a). 47 C.F.R. § 63.18(o) does not reflect this recodification.

⁹ See 47 C.F.R. § 1.767(a)(8)(ii).

(B) will own and control a cable landing station in Ireland as part of the Havfrue cable system; and

(C) is or will be affiliated with AEC2 Denmark, a foreign carrier in Denmark that will control a cable landing station in Denmark and with AECL, a foreign carrier in Ireland that controls a cable landing station in Ireland.

(7) Certification Regarding Destination Countries¹⁰

AEC2 USA certifies to the following: (A) it is not a foreign carrier in Denmark, Ireland, or Norway, the three foreign destination markets in which the Havfrue cable system will land; (B) it does not control a foreign carrier in Denmark, Ireland, or Norway; (C) an entity owning more than 25-percent of it or controlling it controls or will control foreign carriers in Denmark and Ireland; and (D) no grouping of two or more foreign carriers in Denmark, Ireland, or Norway (or parties that control foreign carriers in Denmark, Ireland, or Norway) own, in aggregate, more than 25 percent of it and are parties to, or beneficiaries of, a contractual relation affecting the provision or marketing of arrangements for the terms of acquisition, sale, lease, transfer, and use of capacity on the Havfrue cable system in the United States.

AEC2 certifies to the following: (A) it is a foreign carrier in Ireland but not in Denmark or Norway; (B) it will control a foreign carrier in Denmark but not in Ireland or Norway; (C) an entity owning more than 25-percent of it or controlling it controls a foreign carrier in Ireland but not in Denmark or Norway; and (D) no grouping of two or more foreign carriers in Denmark, Ireland, or Norway (or parties that control foreign carriers in Denmark, Ireland, or Norway) own, in aggregate, more than 25-percent of it and are parties to, or beneficiaries of, a contractual relation affecting the provision or marketing of arrangements for the terms of acquisition, sale, lease, transfer, and use of capacity on the Havfrue cable system in the United States.

¹⁰ See *id.* § 1.767(a)(8)(iii).

(8) Certifications Regarding WTO Status and Affiliations with Foreign Carriers Having Market Power in Foreign Destination Markets¹¹

No response is required, as Denmark and Ireland—the only countries identified in response to 47 C.F.R. § 1.767(a)(8)(iii)—are a members of the World Trade Organization.¹²

(9) Certification Regarding Routine Conditions¹³

Each of AEC2 USA and AEC2 certifies that it accepts and will abide by the routine conditions specified in 47 C.F.R. § 1.767(g).

(10) Streamlining—Market Power¹⁴

AEC2 USA and AEC2 request streamlined processing pursuant to 47 C.F.R. § 1.767(k)(2). AEC2 USA has certified that it is or will be affiliated with the Danish carrier AEC2 Denmark and the Irish carriers AEC2 and AECL. AEC2 has certified that it will be a foreign carrier in Ireland and is or will be affiliated with the Danish carrier AEC2 Denmark and the Irish carrier AECL. Each of AEC2 Denmark, and AEC2, have far less than a fifty-percent market share in either the international-transport or local access-market of Denmark or Ireland, respectively. Neither AEC2 Denmark nor AEC2 nor AECL appears on the Commission's list of foreign carriers presumed to have market power in foreign destination markets.¹⁵ These affiliates pose no risk to competition on the U.S.-Denmark or U.S.-Ireland routes, respectively, and AEC2

¹¹ See *id.* § 1.767(a)(8)(iv).

¹² See List of WTO Members and Observers (as of July 29, 2016), http://www.wto.org/english/thewto_e/whatis_e/tif_e/org6_e.htm.

¹³ See *id.* § 1.767(a)(9).

¹⁴ See *id.* § 1.767(j), (k).

¹⁵ 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).

USA and AEC2 therefore qualify for presumptive non-dominant treatment pursuant to 47 C.F.R. §§ 63.10(a)(3) and 63.12(c)(1)(ii).

(11) Streamlining—CZMA¹⁶

Each of AEC2 USA and AEC2 certifies that it is not required to submit a consistency certification to any state pursuant to Section 1456(c)(3)(A) of the Coastal Zone Management Act, codified at 16 U.S.C. § 1456(c)(3)(A). New Jersey, the only U.S. states in which the Havfrue cable system will land, do not list, and have never proposed to list, a cable landing license as a federal activity requiring a consistency certification.¹⁷

¹⁶ *See id.*

¹⁷ *See* New Jersey Coastal Management Program, Federal Consistency Listings, Federal Activities; Licenses, Permits and other Regulatory Approvals; and Federal Financial Assistance Programs (May 2008), www.nj.gov/dep/cmp/2008_fc_listing.pdf; National Oceanic and Atmospheric Administration, National Coastal Zone Management Program, New Jersey's Listed Federal Actions, <https://coast.noaa.gov/czm/consistency/media/nj.pdf> .

CERTIFICATION

On behalf of AEC2 USA and AEC2, I certify that all of the information contained in this application and Appendix A is true and correct to the best of my knowledge and belief.

**America Europe Connect 2 USA Inc.
America Europe Connect 2 Limited**



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+1 202 730 1337
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Nigel Bayliff
Chief Executive Officer
America Europe Connect 2 USA Inc.
America Europe Connect 2 Limited
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Dublin 2
Ireland
D02 KA66

*Counsel for America Europe Connect 2
USA Inc., and America Europe Connect 2
Limited*

May 11, 2018

**Exhibit A-1:
Ownership of Applicants America Europe Connect 2 USA Inc.
and America Europe Connect 2 Ltd.**

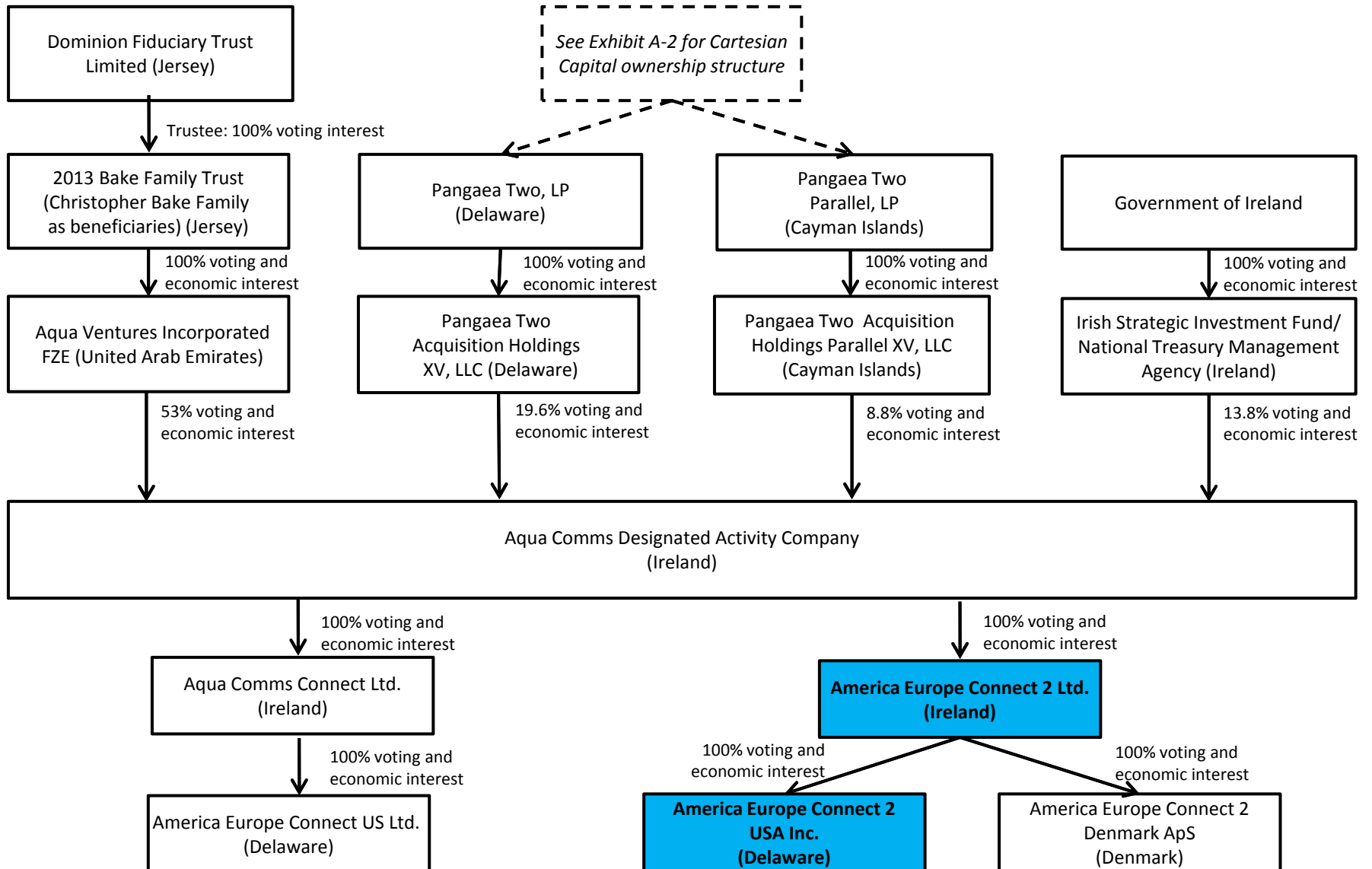
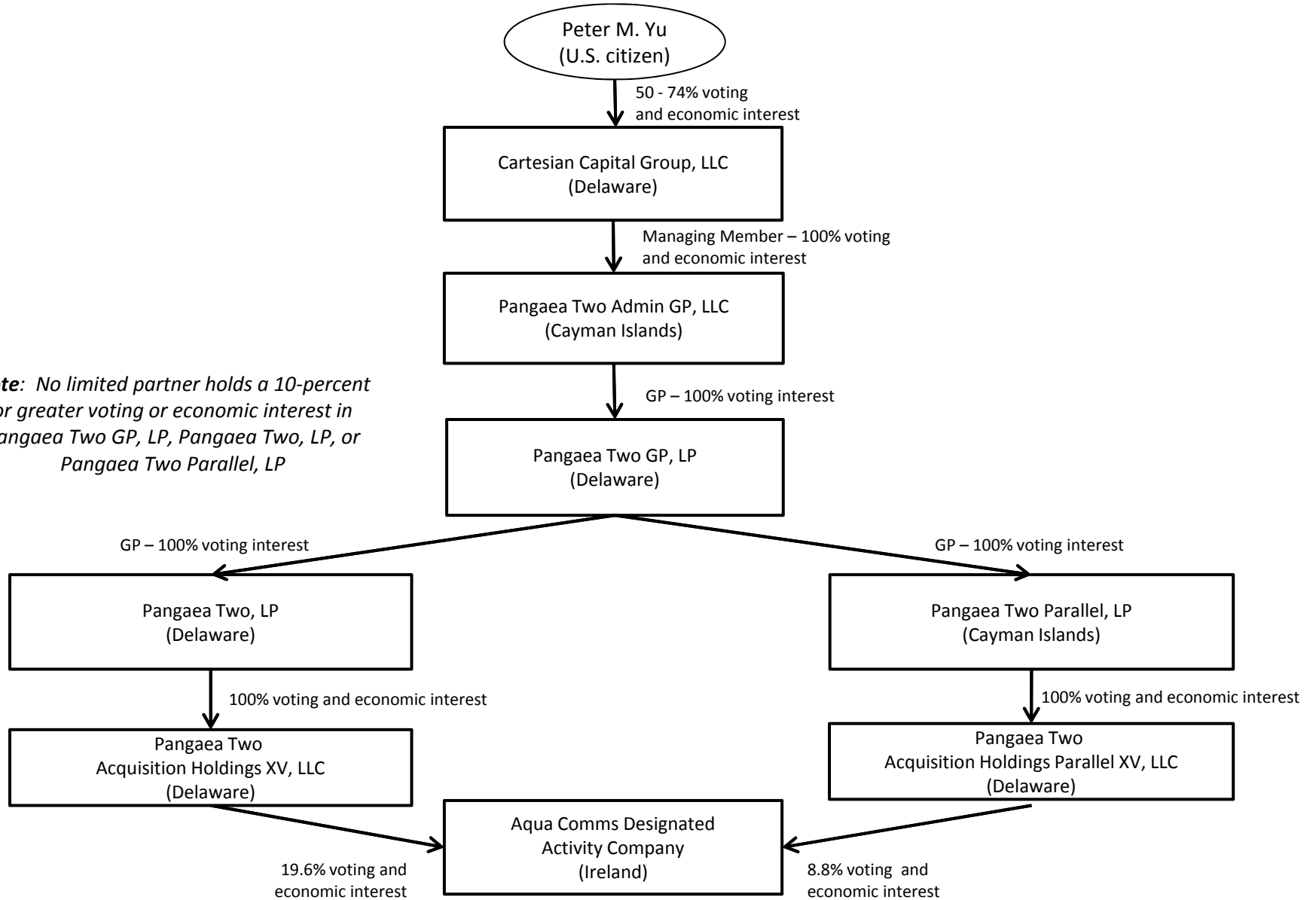


Exhibit A-2: Cartesian Capital Ownership Structure



APPENDIX B:

Edge Cable Holdings USA, LLC

Edge Cable Holdings USA, LLC (“Edge USA,” FRN 0025613159), a Delaware corporation with its principal place of business in Menlo Park California, will (together with its affiliates) hold participation and voting interests in the Main Trunk and the Ireland Branch of the Havfrue system, as described in part I.E of the main narrative application. Neither Edge USA nor any of its affiliates will participate in, or hold any capacity on, Havfrue’s Norway Branch.

Edge USA is a wholly-owned, direct subsidiary of Facebook, Inc. (“Facebook”), a Delaware corporation with its principal place of business in Menlo Park, California. Edge USA provides connectivity exclusively to data centers and points of presence in the United States owned and operated by its affiliates. Edge USA currently holds a cable landing license for the Marea system,¹ and is a joint applicant for a cable landing license for the PLCN system.² Below, Edge USA provides information required by 47 C.F.R. § 1.767(a)(1)-(a)(3), (a)(8), (a)(9), (j), and (k).

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

(1) Applicant’s Name, Address, and Telephone Number³

Edge Cable Holdings USA, LLC
1601 Willow Road
Menlo Park, California 94025-1452
+1 650 543 4800

¹ FCC File No. SCL-LIC-20160525-00012.

² FCC File No. SCL-LIC-20170421-00012.

³ See 47 C.F.R. § 1.767(a)(1).

(2) Applicant's Place of Incorporation⁴

Edge USA is a Delaware limited liability company.

(3) Contact Information⁵

Correspondence concerning the application should be sent to the following:

Theresa Atkins
Associate General Counsel
Facebook, Inc.
1299 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
tatkins@fb.com

with copies to:

Andrew Guhr
Associate General Counsel, Telecommunications
Facebook, Inc.
1299 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
aguhr@fb.com

and

Kent Bressie
Harris, Wiltshire & Grannis LLP
1919 M Street, N.W., Suite 800
Washington, D.C. 20036-3537
+1 202 730 1337
kbressie@hwglaw.com

Counsel for Edge Cable Holdings USA, LLC

(4) Certification Regarding Ownership, Citizenship, Principal Business, and Interlocking Directorates⁶

Edge USA certifies that it has the following 10-percent-or-greater direct or indirect interest holders, based on the most current data as of December 31, 2017:

⁴ *See id.* § 1.767(a)(2).

⁵ *See id.* § 1.767(a)(3).

⁶ *See id.* §§ 1.767(a)(8)(i), 63.18(h).

- **Facebook, Inc. (“Facebook”)**
Address: 1601 Willow Road, Menlo Park, California 94025
Place of Organization: Delaware
Principal Business: software and technology
Relationship: Facebook holds a 100-percent voting and equity interest in Edge USA.
- **CZI Holdings, LLC (“CZI”)**
Address: 314 Lytton Avenue, Suite 200, Palo Alto, California 94301
Place of Organization: Delaware
Principal Business: philanthropy
Relationship: CZI owns 13.39-percent of Facebook’s outstanding shares and holds a 51.93-percent voting interest in Facebook.
- **Mark Zuckerberg**
Address: 1601 Willow Road, Menlo Park, California 94025
Citizenship: USA
Principal Business: software and technology
Relationship: Mr. Zuckerberg, who serves as Chairman and CEO of Facebook, owns all of CZI’s member interests and, together with his other ownership positions in Facebook, owns approximately 14.04-percent of Facebook’s outstanding shares and holds an approximate 59.63-percent voting interest in Facebook that includes (a) a 53.10-percent voting interest for shares he holds directly or controls through CZI; and (b) a 6.53-percent voting interest that he has authority to vote pursuant to voting agreements with (i) Dustin Moskovitz, Trustee of The Dustin Moskovitz 2008 Annuity Trust dated March 10, 2008, and (ii) Dustin Moskovitz, Trustee of The Dustin A. Moskovitz Trust dated December 27, 2005.

Facebook’s shares trade publicly on the NASDAQ Stock Market under the symbol “FB.”

As there is an active market in Facebook’s shares, Facebook’s share ownership is always fluid.

Moreover, Facebook can ascertain its significant shareholders only on the basis of its records and may not know of possibly related or affiliated shareholders that are not disclosed to it.

Recognizing these limitations, as of the most recent measurable date, December 31, 2017,

Facebook has no 10-percent-or-greater direct or indirect shareholders other than CZI and Mr. Zuckerberg.

Edge USA further certifies that no corporate officer and director of Edge USA is also an officer or director of any foreign carrier.

(5) Certification Regarding the Anti-Drug Abuse Act of 1988⁷

Edge USA certifies that no party to this application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.⁸

(6) Certification Regarding Foreign Carrier Status and Foreign Affiliations⁹

Edge USA 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 not affiliated with any foreign carrier and is not affiliated with any entity owning or controlling a cable landing station in any foreign country (although it is affiliated with Edge Network Holdings Limited, an entity which will own a 25-percent interest in the Bilbao, Spain, cable landing station for the MAREA system).

(7) Certification Regarding Destination Countries¹⁰

Recognizing that Edge USA will hold no interest in Havfrue's Norway Branch, Edge USA certifies to the following: (A) it is not a foreign carrier in Denmark, Ireland, or Norway, the three foreign destination markets in which the Havfrue cable system will land; (B) it does not control a foreign carrier in Denmark, Ireland, or Norway; (C) no entity owning more than 25 percent of it or controlling it controls a foreign carrier in Denmark, Ireland, or Norway; and (D) no grouping of two or more foreign carriers in Denmark, Ireland, or Norway (or parties that

⁷ See *id.* §§ 1.767(a)(8)(i), 63.18(o).

⁸ 21 U.S.C. § 862(a). Pub. L. No. 100-690, title V, §5301, 102 Stat. 4310 (1988), which related to denial of Federal benefits to drug traffickers and possessors—previously codified at 21 U.S.C. § 853(a)—was renumbered section 421 of the Controlled Substances Act by Public Law 101-647, title X, § 1002(d)(1), 104 Stat. 4827 (1990), and has been recodified as 21 U.S.C. § 862(a). 47 C.F.R. § 63.18(o) does not reflect this recodification.

⁹ See 47 C.F.R. § 1.767(a)(8)(ii).

¹⁰ See *id.* § 1.767(a)(8)(iii).

control foreign carriers in Denmark, Ireland, or Norway) own, in aggregate, more than 25 percent of it and are parties to, or beneficiaries of, a contractual relation affecting the provision or marketing of arrangements for the terms of acquisition, sale, lease, transfer, and use of capacity on the Havfrue cable system in the United States.

(8) Certifications Regarding WTO Status and Affiliations with Foreign Carriers Having Market Power in Foreign Destination Markets¹¹

No response is required.

(9) Certification Regarding Routine Conditions¹²

Edge USA certifies that it accepts and will abide by the routine conditions specified in 47 C.F.R. § 1.767(g).

(10) Streamlining—Market Power¹³

Edge USA requests streamlined processing pursuant to 47 C.F.R. § 1.767(k)(1). Edge USA certifies that it is not a foreign carrier and is not affiliated with a foreign carrier in Denmark, Ireland, or Norway, the three foreign destination markets in which Havfrue will land.

(11) Streamlining—CZMA¹⁴

Edge USA certifies that it is not required to submit a consistency certification to any state pursuant to Section 1456(c)(3)(A) of the Coastal Zone Management Act, codified at 16 U.S.C. § 1456(c)(3)(A). New Jersey, the only U.S. states in which the Havfrue cable system will land,

¹¹ *See id.* § 1.767(a)(8)(iv).

¹² *See id.* § 1.767(a)(9).

¹³ *See id.* § 1.767(j), (k).

¹⁴ *See id.*

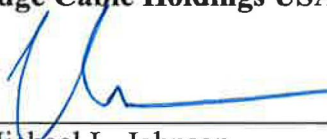
do not list, and have never proposed to list, a cable landing license as a federal activity requiring a consistency certification.¹⁵

¹⁵ See New Jersey Coastal Management Program, Federal Consistency Listings, Federal Activities; Licenses, Permits and other Regulatory Approvals; and Federal Financial Assistance Programs (May 2008), www.nj.gov/dep/cmp/2008_fc_listing.pdf; National Oceanic and Atmospheric Administration, National Coastal Zone Management Program, New Jersey's Listed Federal Actions, <https://coast.noaa.gov/czm/consistency/media/nj.pdf> .

CERTIFICATION

On behalf of Edge USA, I certify that all of the information contained in this application and Appendix B is true and correct to the best of my knowledge and belief.

Edge Cable Holdings USA, LLC



Michael L. Johnson
Assistant Secretary
Edge Cable Holdings USA, LLC
1601 Willow Road
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*Counsel for
Edge Cable Holdings USA, LLC*

May 11, 2018

APPENDIX C:
GU Holdings Inc.

GU Holdings Inc. (“GU Holdings,” FRN 0017777483), a Delaware corporation with its principal place of business in Mountain View, California, will—with its affiliates—hold participation and voting interests in the Main Trunk (U.S.-Denmark) of the Havfrue system, as described in part I.E of the main narrative application.

GU Holdings is an indirect, wholly-owned subsidiary of Google LLC (“Google”), whose innovative search technologies and other Internet applications connect millions of people around the world with information every day.

GU Holdings currently holds FCC cable landing licenses for the Unity, Monet, and FASTER systems,¹ and is a joint applicant to the Commission for a cable landing license for the PLCN system.² Below, GU Holdings provides information required by 47 C.F.R. § 1.767(a)(1)-(a)(3), (a)(8), (a)(9), (j), and (k).

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

(1) Applicant’s Name, Address, and Telephone Number³

GU Holdings Inc.
1600 Amphitheatre Parkway
Mountain View, California 94043
+1 650 253 0000

¹ FCC File Nos. SCL-LIC-20080516-00010 (Unity), SCL-LIC-20150408-00008 (Monet), and SCL-LIC-20150626-00015 (FASTER).

² FCC File No. SCL-LIC-20170421-00012.

³ See 47 C.F.R. § 1.767(a)(1).

(2) Applicant’s Place of Incorporation⁴

GU Holdings is a Delaware corporation.

(3) Contact Information⁵

Correspondence concerning the application should be sent to the following:

Stephanie Selmer
Counsel
Google LLC
25 Massachusetts Avenue, N.W.
Washington, D.C. 20001
+1 202 346 1404
selmer@google.com

(4) Certification Regarding Ownership, Citizenship, Principal Business, and Interlocking Directorates⁶

GU Holdings certifies that it has the following 10-percent-or-greater direct or indirect interest holders, based on the most current data as of March 29, 2018:

- **Google International LLC (“Google International”)**
Address: 1600 Amphitheatre Parkway, Mountain View, California 94043
Place of Organization: Delaware
Principal Business: Holding company
Relationship: Google International holds a 100-percent voting and equity interest in GU Holdings.
- **Google LLC (“Google”)**
Address: 1600 Amphitheatre Parkway, Mountain View, California 94043
Place of Organization: Delaware
Principal Business: Technology search services and advertising
Relationship: Google holds a 97-percent voting and equity interest in Google International.⁷
- **XXVI Holdings Inc. (“XXVI Holdings”)**
Address: 1600 Amphitheatre Parkway, Mountain View, California 94043
Place of Organization: Delaware

⁴ See *id.* § 1.767(a)(2).

⁵ See *id.* § 1.767(a)(3).

⁶ See *id.* §§ 1.767(a)(8)(i), 63.18(h).

⁷ YouTube, LLC (“YouTube”) holds a 3-percent voting and equity interest in Google International. Google holds a 100-percent voting and equity interest in Youtube.

Principal Business: Holding company

Relationship: XXVI Holdings holds a 100-percent voting and equity interest in Google.

- **Alphabet Inc. (“Alphabet”)**

Address: 1600 Amphitheatre Parkway, Mountain View, California 94043

Place of Organization: Delaware

Principal Business: Holding company

Relationship: Alphabet holds a 100-percent voting and equity interest in XXVI Holdings.

- **Larry Page**

Address: 1600 Amphitheatre Parkway, Mountain View, California 94043

Citizenship: USA

Principal Business: CEO, Co-Founder, and Director of Alphabet

Relationship: Mr. Page holds 42.5 percent of Alphabet’s Class B common stock, giving him a 25.9-percent voting interest in Alphabet.

- **Sergey Brin**

Address: 1600 Amphitheatre Parkway, Mountain View, California 94043

Citizenship: USA

Principal Business: Co-Founder, President, and Director of Alphabet

Relationship: Mr. Brin holds 41.1 percent of Alphabet’s Class B common stock, giving him a 25.1-percent voting interest in Alphabet.

Alphabet’s shares trade publicly on the NASDAQ Stock Market under the symbols “GOOG” and “GOOGL.” As there is an active market in Alphabet’s shares, Alphabet’s share ownership is always fluid. Moreover, Alphabet can ascertain its significant shareholders only on the basis of its records and may not know of possibly related or affiliated shareholders that are not disclosed to it. Recognizing these limitations, as of the most recent measurable date, March 29, 2018, Alphabet has no 10-percent-or-greater direct or indirect shareholders other than Messrs. Page and Brin.

GU Holdings further certifies that no corporate officer or director of GU Holdings is also an officer or director of any foreign carrier.

(5) Certification Regarding the Anti-Drug Abuse Act of 1988⁸

GU Holdings certifies that it is not subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.⁹

(6) Certification Regarding Foreign Carrier Status and Foreign Affiliations¹⁰

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 foreign carriers as noted in Table 1 below, none of which owns or controls a cable landing station in a foreign country.

TABLE 1: AFFILIATED FOREIGN CARRIERS

Entity	Country	Owns/Controls Cable Landing Station? Y/N
Google Cable Japan G.K.	Japan	No
Google Infraestrutura Brasil Limitada	Brazil	No
Google Korea, LLC	Korea	No
Google Singapore Pte Ltd	Singapore	No
Infraco (Hong Kong) Limited	Hong Kong	No

⁸ See *id.* §§ 1.767(a)(8)(i), 63.18(o).

⁹ 21 U.S.C. § 862(a). Pub. L. No. 100-690, title V, §5301, 102 Stat. 4310 (1988), which related to denial of Federal benefits to drug traffickers and possessors—previously codified at 21 U.S.C. § 853(a)—was renumbered section 421 of the Controlled Substances Act by Public Law 101-647, title X, § 1002(d)(1), 104 Stat. 4827 (1990), and has been recodified as 21 U.S.C. § 862(a). 47 C.F.R. § 63.18(o) does not reflect this recodification.

¹⁰ See 47 C.F.R. § 1.767(a)(8)(ii).

(7) Certification Regarding Destination Countries¹¹

Recognizing that GU Holdings will hold no interest in Havfrue's Norway Branch, GU Holdings certifies to the following: (A) GU Holdings is not a foreign carrier in Denmark, Ireland, or Norway, the three foreign destination markets in which the Havfrue cable system will land; (B) GU Holdings does not control a foreign carrier in Denmark, Ireland, or Norway; (C) no entity owning more than 25 percent of GU Holdings or controlling it controls a foreign carrier in Denmark, Ireland, or Norway; and (D) no grouping of two or more foreign carriers in Denmark, Ireland, or Norway (or parties that control foreign carriers in Denmark, Ireland, or Norway) own, in aggregate, more than 25 percent of GU Holdings and are parties to, or beneficiaries of, a contractual relation affecting the provision or marketing of arrangements for the terms of acquisition, sale, lease, transfer, and use of capacity on the Havfrue cable system in the United States.

(8) Certifications Regarding WTO Status and Affiliations with Foreign Carriers Having Market Power in Foreign Destination Markets¹²

No response is required.

¹¹ See *id.* § 1.767(a)(8)(iii).

¹² See *id.* § 1.767(a)(8)(iv).

(9) Certification Regarding Routine Conditions¹³

GU Holdings certifies that it accepts and will abide by the routine conditions specified in 47 C.F.R. § 1.767(g).

(10) Streamlining—Market Power¹⁴

GU Holdings requests streamlined processing pursuant to 47 C.F.R. § 1.767(k)(1). GU Holdings certifies that it is not a foreign carrier and is not affiliated with a foreign carrier in Denmark, Ireland, or Norway, the three foreign destination markets in which Havfrue will land.

(11) Streamlining—CZMA¹⁵

GU Holdings certifies that it is not required to submit a consistency certification to any state pursuant to Section 1456(c)(3)(A) of the Coastal Zone Management Act, codified at 16 U.S.C. § 1456(c)(3)(A). New Jersey, the only U.S. state in which the Havfrue cable system will land, does not list, and has never proposed to list, a cable landing license as a federal activity requiring a consistency certification.¹⁶

¹³ *See id.* § 1.767(a)(9).

¹⁴ *See id.* § 1.767(j), (k).

¹⁵ *See id.*

¹⁶ *See* New Jersey Coastal Management Program Federal Consistency Listings, Federal Activities; Licenses, Permits and other Regulatory Approvals; and Federal Financial Assistance Programs (May 2008), www.nj.gov/dep/cmp/2008_fc_listing.pdf; National Oceanic and Atmospheric Administration, National Coastal Zone Management Program, New Jersey's Listed Federal Actions, <https://coast.noaa.gov/czm/consistency/media/nj.pdf>.

CERTIFICATION

On behalf of GU Holdings, I certify that all of the information contained in this application and Appendix C is true and correct to the best of my knowledge and belief.

GU Holdings Inc.



Austin Schlick
Director
GU Holdings Inc.
25 Massachusetts Avenue, N.W.
Washington, D.C. 20001
+1 202 346 1100
schlick@google.com

April 27, 2018

APPENDIX D:

Optibulk Havfrue AS

Optibulk Havfrue AS (“Optibulk,” FRN 0027231836), a Norwegian limited company with its principal place of business in Oslo, Norway, will hold participation and voting interests in the Main Trunk and the Norway Branch of the Havfrue system, as described in part I.E of the main narrative application. Neither Optibulk nor any of its affiliates will participate in, or hold any capacity on, Havfrue’s Ireland Branch.

Optibulk is a Norwegian limited company created and wholly owned by its direct parent company, Bulk Infrastructure AS (“Bulk”), a Norwegian limited company with its principal place of business in Oslo, Norway, for purposes of investing in the Havfrue submarine cable system. Bulk is a Norwegian industrial group that operates data centers (including the Oslo Internet Exchange and the data center park N01 Campus in Vennesla, Norway) and provides fiber connectivity and real estate logistics services. Below, Optibulk provides information required by 47 C.F.R. § 1.767(a)(1)-(a)(3), (a)(8), (a)(9), (j), and (k).

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

(1) Applicant’s Name, Address, and Telephone Number¹

Optibulk Havfrue AS
Frognerstranda 2
0250 Oslo
Norway
+47 478 07 000

¹ See 47 C.F.R. § 1.767(a)(1).

(2) Applicant's Place of Incorporation²

Optibulk is a Norwegian limited company.

(3) Contact Information³

Correspondence concerning the application should be sent to the following:

Nina Bull Langehaug
Vice President Legal
Bulk Infrastructure AS
Frognerstranda 2
0250 Oslo
Norway
+47 478 07 000
nbl@bulk.no

with a copy to:

Kent Bressie
Harris, Wiltshire & Grannis LLP
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Counsel for Optibulk Havfrue AS

(4) Certification Regarding Ownership, Citizenship, Principal Business, and Interlocking Directorates⁴

Optibulk certifies that it has the following 10-percent-or-greater direct or indirect interest holders:

- **Bulk Infrastructure AS (“Bulk”)**
Address: Frognerstranda 2, 0250 Oslo, Norway
Place of Organization: Norway
Principal Business: infrastructure
Relationship: Bulk holds a 100-percent voting and equity interest in Optibulk.

² See *id.* § 1.767(a)(2).

³ See *id.* § 1.767(a)(3).

⁴ See *id.* §§ 1.767(a)(8)(i), 63.18(h).

- **Bulk Industrier AS (“Bulk Industrier”)**
Address: Frognerstranda 2, 0250 Oslo, Norway
Place of Organization: Norway
Principal Business: investments
Relationship: Bulk Industrier holds a 90.5-percent voting interest and a 71.5- percent equity interest in Bulk.

- **Peder Nærbø**
Address: Plahteskogen 19, 1363 Høevik, Norway
Citizenship: Norway
Principal Business: Founder and Chairman of Bulk and Bulk Industrier
Relationship: Mr. Nærbø holds a 100-percent voting and equity interest in Bulk Industrier.

Optibulk further certifies that no corporate officer or director of Optibulk is also an officer or director of any foreign carrier.

(5) Certification Regarding the Anti-Drug Abuse Act of 1988⁵

Optibulk certifies that no party to this application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.⁶

(6) Certification Regarding Foreign Carrier Status and Foreign Affiliations⁷

Optibulk 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 not affiliated with any foreign carrier and is not affiliated with any entity owning or controlling a cable landing station in any foreign country.

⁵ See *id.* §§ 1.767(a)(8)(i), 63.18(o).

⁶ 21 U.S.C. § 862(a). Pub. L. No. 100-690, title V, §5301, 102 Stat. 4310 (1988), which related to denial of Federal benefits to drug traffickers and possessors—previously codified at 21 U.S.C. § 853(a)—was renumbered section 421 of the Controlled Substances Act by Public Law 101-647, title X, § 1002(d)(1), 104 Stat. 4827 (1990), and has been recodified as 21 U.S.C. § 862(a). 47 C.F.R. § 63.18(o) does not reflect this recodification.

⁷ See 47 C.F.R. § 1.767(a)(8)(ii).

(7) Certification Regarding Destination Countries⁸

Recognizing that Optibulk does not plan to hold any interest in Havfrue's Ireland Branch, Optibulk certifies to the following: (A) it is not a foreign carrier in Denmark, Ireland, or Norway, the three foreign destination markets in which the Havfrue cable system will land; (B) it does not control a foreign carrier in Denmark, Ireland, or Norway; (C) no entity owning more than 25 percent of it or controlling it controls a foreign carrier in Denmark, Ireland, or Norway; and (D) no grouping of two or more foreign carriers in Denmark, Ireland, or Norway (or parties that control foreign carriers in Denmark, Ireland, or Norway) own, in aggregate, more than 25 percent of it and are parties to, or beneficiaries of, a contractual relation affecting the provision or marketing of arrangements for the terms of acquisition, sale, lease, transfer, and use of capacity on the Havfrue cable system in the United States.

(8) Certifications Regarding WTO Status and Affiliations with Foreign Carriers Having Market Power in Foreign Destination Markets⁹

No response is required.

(9) Certification Regarding Routine Conditions¹⁰

Optibulk certifies that it accepts and will abide by the routine conditions specified in 47 C.F.R. § 1.767(g).

⁸ See *id.* § 1.767(a)(8)(iii).

⁹ See *id.* § 1.767(a)(8)(iv).

¹⁰ See *id.* § 1.767(a)(9).

(10) Streamlining—Market Power¹¹

Optibulk requests streamlined processing pursuant to 47 C.F.R. § 1.767(k)(1). Optibulk certifies that it is not a foreign carrier and is not affiliated with a foreign carrier in Denmark, Ireland, or Norway, the three foreign destination markets in which Havfrue will land.

(11) Streamlining—CZMA¹²

Optibulk certifies that it is not required to submit a consistency certification to any state pursuant to Section 1456(c)(3)(A) of the Coastal Zone Management Act, codified at 16 U.S.C. § 1456(c)(3)(A). New Jersey, the only U.S. states in which the Havfrue cable system will land, do not list, and have never proposed to list, a cable landing license as a federal activity requiring a consistency certification.¹³

¹¹ *See id.* § 1.767(j), (k).

¹² *See id.*

¹³ *See* New Jersey Coastal Management Program, Federal Consistency Listings, Federal Activities; Licenses, Permits and other Regulatory Approvals; and Federal Financial Assistance Programs (May 2008), www.nj.gov/dep/cmp/2008_fc_listing.pdf; National Oceanic and Atmospheric Administration, National Coastal Zone Management Program, New Jersey's Listed Federal Actions, <https://coast.noaa.gov/czm/consistency/media/nj.pdf>.

CERTIFICATION

On behalf of Optibulk, I certify that all of the information contained in this application and Appendix D is true and correct to the best of my knowledge and belief.

Optibulk Havfrue AS



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