

# Morgan Lewis

**Ulises R. Pin**

**Brett P. Ferenchak**

ulises.pin@morganlewis.com

brett.ferenchak@morganlewis.com

June 17, 2019

## **VIA IBFS**

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Room TW-A325  
Washington, DC 20554

Re: IB File No. SCL-LIC-20190502-00016  
GU Holdings Inc., AARNet Pty Ltd, RTI JGA Pte. Ltd., and RTI Connectivity Pte. Ltd. -  
Application for a License to Construct, Land, and Operate a Submarine Cable Connecting  
Guam and Australia

### **SUPPLEMENT**

Dear Secretary Dortch:

This Supplement clarifies that there will be a single landing services agreement with Gateway Network Connections, LLC ("GNC") that will cover both collocation and O&M for the cable landing station in Piti, Guam. GNC is a joint venture between TeleGuam Holdings, LLC ("GTA") and Asia Connectivity Elements, Inc. ("ACE"). GNC will be a limited liability company owned 49 percent by GTA and 51 percent by ACE. Mr. Russell Matulich, a U.S. citizen, directly holds 100 percent of the voting and economic interest in ACE.

In addition, a revised Appendix A, in which GU Holdings Inc. has corrected the percentage of its ownership interest in the Guam-Sydney segment of the JGA South system, is attached.

Respectfully submitted,

*/s/ Ulises R. Pin*

Ulises R. Pin  
Brett P. Ferenchak

*Counsel for GU Holdings Inc.*

cc: David Krech (FCC)  
Jodi Cooper (FCC)

**Morgan, Lewis & Bockius LLP**

1111 Pennsylvania Avenue, NW  
Washington, DC 20004  
United States

**T** +1.202.739.3000  
**F** +1.202.739.3001

## **REVISED APPENDIX A**

### **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 25 percent of the participation (*i.e.* economic) and voting interests in the Main Trunk of the 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.<sup>1</sup> GU Holdings is an applicant to the Commission for a cable landing license for the PLCN, Havfrue, Curie, and Dunant systems.<sup>2</sup> Below, GU Holdings provides information required by 47 C.F.R. § 1.767(a)(1)-(a)(3), (a)(8), (a)(9), (j), and (k).

#### **(1) Applicant’s Name, Address, and Telephone Number<sup>3</sup>**

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

#### **(2) Applicant’s Place of Incorporation<sup>4</sup>**

GU Holdings is a Delaware corporation.

#### **(3) Contact Information<sup>5</sup>**

Correspondence concerning the application should be sent to the following:

---

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

<sup>2</sup> File Nos. SCL-LIC-20170421-00012 (PLCN), SCL-LIC-20180511-00010 (Havfrue), SCL-LIC-20181008-00034 (Curie), and SCL-LIC-20190410-00015 (Dunant).

<sup>3</sup> See 47 C.F.R. § 1.767(a)(1).

<sup>4</sup> See *id.* § 1.767(a)(2).

<sup>5</sup> See *id.* § 1.767(a)(3).

Stephanie Selmer  
Corporate Counsel  
Google LLC  
25 Massachusetts Avenue NW, 9th Floor  
Washington, DC 20001  
+1 202 346 1404  
selmer@google.com

With a copy to:

Ulises R. Pin  
Brett P. Ferenchak  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Avenue NW  
Washington, DC 20004  
+1 202 373 6000  
ulises.pin@morganlewis.com  
brett.ferenchak@morganlewis.com

**(4) Certification Regarding Ownership, Citizenship, Principal Business, and Interlocking Directorates<sup>6</sup>**

GU Holdings certifies that it has the following 10-percent-or-greater direct or indirect interest holders as of April 22, 2019:

Name:	Google International LLC (“Google International”)
Address:	1600 Amphitheatre Parkway, Mountain View, CA 94043
Citizenship:	Delaware
Principal Business:	Holding company
Relationship:	Google International holds a 100-percent voting and equity interest in GU Holdings.

Name:	Google LLC
Address:	1600 Amphitheatre Parkway, Mountain View, CA 94043
Citizenship:	Delaware
Principal Business:	Technology search services and advertising

---

<sup>6</sup> See *id.* §§ 1.767(a)(8)(i), 63.18(h).

Relationship: Google directly holds a 97-percent voting and equity interest in Google International.

Name: XXVI Holdings Inc. (“XXVI Holdings”)  
Address: 1600 Amphitheatre Parkway, Mountain View, CA 94043  
Citizenship: Delaware  
Principal Business: Holding company  
Relationship: XXVI Holdings holds a 100-percent voting and equity interest in Google LLC.

Name: Alphabet Inc. (“Alphabet”)  
Address: 1600 Amphitheatre Parkway, Mountain View, CA 94043  
Citizenship: Delaware  
Principal Business: Holding company  
Relationship: Alphabet holds more than 99 percent of the voting and equity interest in XXVI Holdings.

Name: Larry Page  
Address: 1600 Amphitheatre Parkway, Mountain View, CA 94043  
Citizenship: USA  
Principal Business: CEO, Co-Founder, and Director of Alphabet  
Relationship: Mr. Page holds 42.9 percent of Alphabet’s Class B common stock, giving him a 26.1-percent voting interest in Alphabet.

Name: Sergey Brin  
Address: 1600 Amphitheatre Parkway, Mountain View, CA 94043  
Citizenship: USA  
Principal Business: Co-Founder, President, and Director of Alphabet  
Relationship: Mr. Brin holds 41.3 percent of Alphabet’s Class B common stock, giving him a 25.2-percent voting interest in Alphabet.

Alphabet’s shares trade publicly on the NASDAQ Stock Market under the ticker 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 April 22, 2019, 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 1988<sup>7</sup>**

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.<sup>8</sup>

**(6) Certification Regarding Foreign Carrier Status and Foreign Affiliations<sup>9</sup>**

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; and

**Table 1: Affiliated Foreign Carriers<sup>10</sup>**

<b>Entity</b>	<b>Country</b>
Google Cable Japan G.K.	Japan
Google Infraestrutura Brasil Ltda.	Brazil
Google Korea, LLC	Korea
Google Singapore Pte Ltd	Singapore
Infraco (Hong Kong) Limited	Hong Kong
Google Voice Ltd.	Denmark

<sup>7</sup> See *id.* §§ 1.767(a)(8)(i), 63.18(o).

<sup>8</sup> 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.

<sup>9</sup> See 47 C.F.R. § 1.767(a)(8)(ii).

<sup>10</sup> GU Holdings is affiliated with Inversiones y Servicios Dataluna Limitada and Google Taiwan Limited, which are currently applying for telecommunications authorizations in Chile and Taiwan, respectively.

	France Ireland Netherlands Spain Sweden Switzerland United Kingdom
Google Voice Canada Corp.	Canada

(D) is affiliated with the entities owning or controlling cable landing stations in Table 2 below:

**Table 2: Affiliated Entities Owning Cable Landing Stations**

Entity	CLS Location	Ownership
Google Infraestrutura Brasil Ltda.	Santos, Brazil (Monet cable)	100% ownership interest
Dapsi International ApS	Blaaberg, Denmark (Havfrue cable)	Non-controlling ownership interest of 25%

**(7) Certification Regarding Destination Countries<sup>11</sup>**

GU Holdings certifies to the following: (A) GU Holdings is not a foreign carrier in Australia, the only foreign destination market in which the system will land; (B) GU Holdings does not control a foreign carrier in Australia; (C) no entity owning more than 25 percent of GU Holdings or controlling it, controls a foreign carrier in Australia; and (D) no grouping of two or more foreign carriers in Australia (or parties that control foreign carriers in Australia) 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 system in the United States.

**(8) Certifications Regarding WTO Status and Affiliations with Foreign Carriers Having Market Power in Foreign Destination Markets<sup>12</sup>**

<sup>11</sup> See *id.* § 1.767(a)(8)(iii).

<sup>12</sup> See *id.* § 1.767(a)(8)(iv).

No response is required.

**(9) Certification Regarding Routine Conditions**<sup>13</sup>

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 Power**<sup>14</sup>

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 Australia, the only foreign destination market in which the system will land.

**(11) Streamlining—CZMA**<sup>15</sup>

GU Holdings certifies that it is not required to submit a consistency certification to any state or territory pursuant to Section 1456(c)(3)(A) of the Coastal Zone Management Act, codified at 16 U.S.C. § 1456(c)(3)(A). Guam does not list, and has never proposed to list, a cable landing license as a federal activity requiring a consistency certification.<sup>16</sup>

---

<sup>13</sup> *See id.* § 1.767(a)(9).

<sup>14</sup> *See id.* § 1.767(j), (k).

<sup>15</sup> *See id.*

<sup>16</sup> *See* Guam's Listed Federal Actions, National Oceanic and Atmospheric Administration, Office for Coastal Management, <https://coast.noaa.gov/czm/consistency/media/guam.pdf>.

## CERTIFICATION

On behalf of GU Holdings, 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.



---

Austin Schlick  
Director, GU Holdings Inc.  
25 Massachusetts Avenue NW, 9th Floor  
Washington, DC 20001

May 2, 2019