Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of	)	
	)	
Application for a License to Land and Operate a Domestic, Private Fiber-Optic Submarine Cable System Connecting Makaha, Hawaii and Morro Bay, California, to be Known as the California-Hawaii S1 Cable System	)))))	File No. SCL-LIC-2024___________

APPLICATION FOR A CABLE LANDING LICENSE

Pursuant to an Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39, Executive Order No. 10530, and Section 1.767 of the Commission's rules, 47 C.F.R. § 1.767, Verizon Business Global LLC ("Verizon") and Hawaiian Telcom Services Company, Inc. ("Hawtel") (together, the "Applicants") hereby apply for a license to land and operate the California-Hawaii S1 ("CHI") submarine cable system, a private fiber-optic submarine cable network connecting Makaha, Hawaii and Morro Bay, California, more fully described below. The Applicants will operate the system on a non-common-carrier basis by using the system for their own internal capacity needs and by providing bulk capacity to wholesale and enterprise customers on particularized terms and conditions pursuant to individualized negotiations.

As further discussed below, the CHI cable system will consist of Segment 1 of the Japan-U.S. Cable Network ("JUS"), which was originally constructed to run between Japan and the United States.[1] The consortium that owns the JUS, of which Verizon is a member, took the

[1] *AT&T Corp., et al., Joint Application for a License to Land and Operate a Submarine Cable Network Between the United States and Japan*, 14 FCC Rcd 13066 (1999) (File Nos. SCL-LIC-19981117-00025, SCL-MOD-20130227-00002).

system out of service in 2023 except for Segment 1, and has agreed to transfer Segment 1 to Verizon. Verizon and Hawtel have separately agreed to jointly own Segment 1. An application to modify the JUS cable landing license to remove all licensees except Verizon from the license was recently filed with the Commission[2] so that Verizon can continue to operate Segment 1 until a new cable landing license is issued to the Applicants for the CHI cable system.

I. BACKGROUND AND PUBLIC INTEREST STATEMENT

The Commission issued a cable landing license for the JUS on July 8, 1999, and the system was placed into operation on September 23, 2003.[3] The JUS originally extended between three landing points in the United States (Morro Bay and Manchester, California and Makaha, Hawaii) and three landing points in Japan (Shima, Maruyama, and Kitaibaraki). As approved by the JUS consortium, the segments of the JUS in Japan and between Hawaii and Japan were taken out of service in 2023.[4] Segment 1, between Morro Bay, California and Makaha, Hawaii, remains operational.

Verizon and the other consortium members have entered into an Asset Transfer Agreement to transfer Segment 1 to Verizon. Under that agreement, upon closing Verizon will own 100 percent of and control the wet segment of Segment 1 and will continue to own 100 percent of and control the Morro Bay, California cable landing station. Verizon and AT&T also have entered into a Landing Party Agreement such that Verizon will become the landing party and control the JUS cable landing facilities in the Makaha, Hawaii cable landing station. An

---

[2] Application to Modify the Cable Landing License for the Japan-U.S. Cable Network and Request for Waiver of Section 1.767(h)(1), File No. SCL-MOD-20240618-00027 (June 18, 2024).

[3] *See* Letter from James J.R. Talbot, AT&T Services, Inc., to Marlene H. Dortch, FCC, File No. SCL-MOD-20130227-00002 (Mar. 14, 2018).

[4] *See* Letter from Ian Dillner, Verizon, to Marlene H. Dortch, FCC, File Nos. SCL-LIC-19981117-00025, SCL-MOD-20130227-00002 (June 17, 2024).

application to modify the JUS cable landing license was recently filed seeking Commission approval to effectuate these changes.[5]

In addition, Verizon and Hawtel have entered into an agreement for the joint ownership and operation of Segment 1, which will be renamed the CHI cable system. The instant application therefore seeks a new cable landing license for what will become the CHI cable system.

Grant of a license for the CHI cable system will serve the public interest, convenience, and necessity. It will permit the continued use of Segment 1 by Verizon and Hawtel to provide telecommunications and other services. Segment 1 provides high capacity connectivity and backhaul for traffic between Hawaii and the continental United States and is a valuable option for transpacific capacity and diversity, particularly following significant weather events. Its continued operations will help meet demand for voice, data, and internet traffic between Hawaii and the continental United States and continue to provide facilities-based competition on the route. It also would be disruptive to customers who rely on Segment 1 should the license not be granted.

II. INFORMATION REQUIRED BY SECTION 1.767 OF THE COMMISSION'S RULES

In accordance with Section 1.767 of the Commissions' rules, the Applicants provide the following information:

(1) Applicant Name, Address, and Telephone Number (Section 1.767(a)(1))

Verizon Business Global LLC One Verizon Way	Hawaiian Telcom Services Company, Inc. 1177 Bishop Street, Suite 32

[5] *See supra* n.2. Once Segment 1 is transferred to Verizon, Hawtel would have the right to use 50 percent of Segment 1 until a cable landing license is issued for the CHI cable system, at which time Hawtel would acquire a 50 percent ownership interest in the cable system. Until that time, Verizon would solely own and control the cable system.

Basking Ridge, NJ 07920
(703) 694-5088

Honolulu, HI 96813
Telephone: (808) 546-2534

(2) Applicant Place of Incorporation (Section 1.767(a)(2))

Verizon is a corporation organized under the laws of Delaware. Hawtel also is a corporation organized under the laws of Delaware.

(3) Applicant Contact Information (Section 1.767(a)(3))

All communications in connection with this application should be directed to the following:

For Verizon:

Ian Dillner
Verizon Communications Inc.
1300 I Street, N.W., Suite 500E
Washington, D.C. 20005
202.515.2458
ian.dillner@verizon.com

With a copy to:

Jennifer L. Kostyu
Adam D. Krinsky
Timothy J. Cooney
Wilkinson Barker Knauer, LLP
1800 M Street, N.W., Suite 800N
Washington, D.C. 20036
202.783.4141
jkostyu@wbklaw.com
akrinsky@wbklaw.com
tcooney@wbklaw.com

For Hawtel:

Les Ueoka
Hawaiian Telcom Services Company, Inc.
1177 Bishop Street, Suite 15
Honolulu, HI 96813
808.546.2898
les.ueoka@hawaiiantel.com

With a copy to:

Daniel Masutomi
1177 Bishop Street, Suite 32
Honolulu, HI 96813
808.546.2534
daniel.masutomi@hawaiiantel.com

(4) Description of the Cable System (Section 1.767(a)(4))

The CHI cable system will directly link Morro Bay, California and Makaha, Hawaii and is approximately 3932 kilometers in distance (manhole-to-manhole). It is designed for a total capacity of approximately 14.4 TB and currently equipped for approximately 6.4 TB. It consists of two dark fiber pairs (FP1 and FP2) and two lit fiber pairs as follows:

Fiber Pair	Equipped Capacity			Upgradeable Capacity
	Total	10G	100G	
FP3	3400 G	260	8	200 G
FP4	3000 G	50	25	600 G

(5) Landing Points (Section 1.767(a)(5))

The landing point information for the CHI cable system, including coordinates and maps, is provided in **Exhibit A**.

(6) Regulatory Classification (Section 1.767(a)(6))

The CHI cable system will be operated on a non-common carrier basis.[6] Non-common-carrier classification of the system is consistent with established Commission policy and precedent and judicial precedent, and it will advance the public interest.

First, the Commission should not subject the CHI cable system to common carrier regulation because the system will not operate on a common carrier basis as defined in *NARUC I*.[7] The courts have stated that "the primary *sine qua non* of common carrier status is a quasi-public character, which arises out of the undertaking 'to carry for all people indifferently.'"[8] On this system, however, capacity will either be used by the Applicants and their affiliates to meet their own internal needs for bandwidth, or made available to third parties pursuant to individually-negotiated indefeasible rights of use ("IRUs") and capacity leases, the terms of

[6] Segment 1, as part of the JUS, currently operates on a non-common carrier basis.

[7] *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 the *NARUC I* test for distinguishing common-carrier and private-carrier services following enactment of the Telecommunications Act of 1996).

[8] *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)).

which will vary depending on the characteristics and needs of the particular capacity purchase. The Commission has consistently found that such offerings do not make an applicant a common carrier.[9]

Second, under the *NARUC I* test, the Commission must determine whether the public interest requires common carrier operation of the submarine cable system.[10] Traditionally, the Commission has focused on whether an applicant has sufficient market power to warrant common carrier regulation,[11] although the Commission "is not limited to that reasoning" and has looked more broadly to determine whether common carrier regulation is in the public interest.[12] The system poses no such competitive or other public interest concerns.

The CHI cable system will compete vigorously with a variety of systems and facilities on the Hawaii-California route. This includes, for example, the Southern Cross, Asia-America Gateway, Hawaiki, and SEA-US cable systems, as well as indirect routes. Accordingly, there are sufficient alternative facilities providing transpacific connectivity to preclude the CHI cable

---

[9] *See, e.g., AT&T Corp. et al.*, Cable Landing License, 13 FCC Rcd 16232, 16238 (IB 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 14885, 14904 (IB 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 constitute common carriage), *aff'd* 13 FCC Rcd 21585 (1998), *aff'd sub nom. Virgin Islands Tel. Corp. v. FCC*, 198 F.3d 921 (D.C. Cir. 1999).

[10] *NARUC I*, 525 F.2d at 642 (court must inquire "whether there will be any legal compulsion… to serve [the public] indifferently").

[11] *St. Thomas-St. Croix Cable Order*, 11 FCC Rcd at 14893.

[12] *See AT&T Corp. et al.*, Cable Landing License, 14 FCC Rcd 13066, 13080 (1999) ("Although 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 24057, 24062 (IB 2000) ("This 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 14915, 14920 (IB 2000) ("This public interest analysis has focused on the availability of alternative facilities, although the Commission has stated it is not limited to that reasoning").

system from becoming a bottleneck facility on that route. The Applicants' intended operation of the system will therefore serve the Commission's long-standing policy to encourage competition through private submarine cable transmission, pursuant to which the Commission has granted numerous cable landing licenses.[13]

(7) Cable Ownership Information (Section 1.767(a)(7))

Verizon and Hawtel will jointly own and control the sole segment of the CHI cable system as shown below:

Table 1: Wet Segment

Party	U.S. and International Waters
Verizon Business Global LLC	50%
Hawaiian Telcom Services Company, Inc.	50%

The ownership and control of the cable landing stations for the CHI cable system are as follows:

Table 2: Cable Landing Stations

Cable Landing Station	New or Existing Facility	Ownership	Control
Makaha, Hawaii	Existing	AT&T Enterprises, LLC	Verizon Business Global LLC
Morro Bay, California	Existing	Verizon Business Global LLC	Verizon Business Global LLC

Verizon and AT&T Enterprises, LLC ("AT&T") have entered into a Landing Party Agreement such that Verizon will become the landing party and control the CHI cable landing facilities in the Makaha, Hawaii cable landing station.

[13] *See, e.g., Tel-Optik Ltd.*, Memorandum Opinion and Order, 100 FCC.2d 1033, 1040-41 (1985).

(8) Corporate Control and Affiliate Information ((Section 1.767(a)(8))

Verizon provides responses and certifications for Section 1.767(a)(8) in **Exhibit B**. Hawtel provides responses and certifications for Section 1.767(a)(8) in **Exhibit C**.

III. REQUEST FOR WAIVER OF SECTION 1.767(H)(1)

Verizon and AT&T request a waiver of Section 1.767(h)(1) of the Commission's rules so that AT&T need not be a licensee on the cable landing license because of its ownership of the Makaha, Hawaii cable landing station. "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."[14] As noted above, Verizon and AT&T have entered into a Landing Party Agreement such that Verizon will be the landing party and will control the cable landing facilities in the Makaha, Hawaii cable landing station. Accordingly, AT&T will have no independent ability to affect the system's operation and functions. Including AT&T as a licensee is also not necessary to ensure compliance by the Applicants with the Cable Landing License Act, the Commission's cable landing license rules, or the terms of the cable landing license. Moreover, grant of the waiver would be consistent with Commission precedent.[15]

---

[14] *Actions Taken Under the Cable Landing License Act*, 23 FCC Rcd 227, 229 (2008) *citing Review of Commission Consideration of Applications under the Cable Landing License Act*, 16 FCC Rcd 22167, 22194-95 ¶¶ 53-54 (2001).

[15] *See, e.g., Actions Taken Under Cable Landing License Act*, Public Notice, 32 FCC Rcd 1436, 1437-38 (2017) (accepting the applicant's representations that Tata Communications (US) Inc. ("Tata") "will not have the ability to affect significantly Atisa's operation" and declining to require that Tata be a joint applicant for the cable landing license); *Actions Taken Under Cable Landing License Act*, Public Notice, 23 FCC Rcd 227, 229 (2008) (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 Cable 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."); *Actions Taken Under Cable Landing License Act*, Public Notice, DA No. 23-713 (rel. Aug. 17, 2023)

IV. OTHER INFORMATION

The Applicants certify that they are 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, 16 U.S.C. § 1456. Neither California nor Hawaii lists a cable landing license as a federal activity requiring a consistency certification.[16]

V. CONCLUSION

For the foregoing reasons, the Applicants request that the Commission grant this application.

Respectfully submitted,

/s/ Jennifer L. Kostyu

Jennifer L. Kostyu
Adam D. Krinsky
Timothy J. Cooney
Wilkinson Barker Knauer, LLP
1800 M Street, N.W., Suite 800N
Washington, DC 20036
202-783-4141 (tel.)
202-783-5851 (fax)
jkostyu@wbklaw.com
akrinsky@wbklaw.com
tcooney@wbklaw.com

Counsel to Verizon Business Global LLC

/s/ Les Ueoka

Les Ueoka
Hawaiian Telcom Services Company, Inc.
1177 Bishop Street, Suite 15
Honolulu, HI 96813
808-546-2898
les.ueoka@hawaiiantel.com

July 25, 2024

("Although AT&T is the owner of the Vero Beach, FL cable landing station, we find that, based on the agreements between the Applicant and the cable station owner described above, AT&T will not have the ability to affect significantly the operation of the cable system. Accordingly, we grant Applicant a waiver of section 1.767(h)(1) and do not require AT&T to be an applicant/licensee for the Bahamas II Cable.").

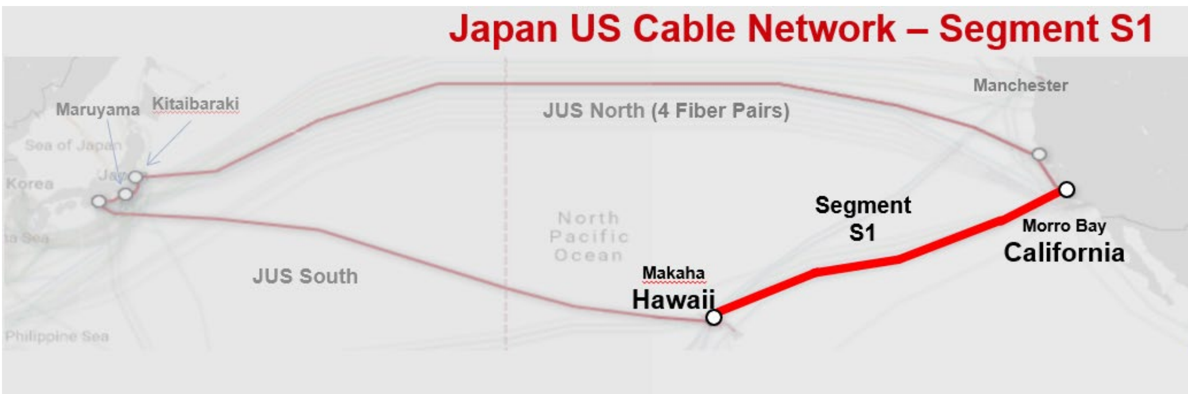
[16] *See California Coastal Management Program, List of Federal Licenses and Permits Subject to Certification for Consistency*, https://www.coastal.ca.gov/fedcd/listlic_2015.pdf; Hawaii's Listed Federal Actions, https://coast.noaa.gov/data/czm/consistency/media/hi.pdf.

EXHIBIT A

Coordinates:

	Beach Manhole		Cable Station	
Landing	**Latitude**	**Longitude**	**Latitude**	**Longitude**
Morrow Bay, CA	35-18.021N	120-52.337 W	35-18.784N	120-49.887W
Makaha, HI	21-28.650N	158-13.230W	21-28.73N	158-13.36W

Route Maps:



Morrow Bay, CA Landing Station:

Makaha, HI Landing Station:

EXHIBIT B
Verizon Business Global LLC

Corporate Control and Affiliate Information Required by 47 C.F.R. § 1.767(a)(8))

(i) Ownership, Citizenship, Principal Businesses, and Interlocking Directorates (Sections 63.18(h), (o))

Section 63.18(h). Verizon is a wholly-owned direct subsidiary of Verizon Communications Inc. ("Verizon Communications"). The address for Verizon Communications is One Verizon Way, Basking Ridge, NJ 07920. Verizon Communications is a publicly traded and widely held company, and no person or entity holds a direct or indirect 10 percent or greater ownership interest in Verizon Communications, and thus Verizon. Verizon Communications' principal business is the provision of communications services. Verizon has no interlocking directorates with a foreign carrier.

Section 63.18(o). Verizon certifies that it is not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(ii) Certification Regarding Foreign Carrier Status and Foreign Affiliations

Verizon certifies that it is not a foreign carrier. Verizon also certifies that it, through Verizon Communications, is affiliated with the following foreign carriers:

Name of the affiliated carrier:	Countries in which carrier is authorized to provide telecommunications services to the public:
Verizon Argentina S.R.L.	Argentina
Verizon Australia Pty Limited	Australia
Verizon Austria GmbH	Austria
NV Verizon Belgium Luxembourg S.A.	Belgium, Luxembourg
Verizon Telecomunicações do Brasil Ltda	Brazil
Verizon Bulgaria EOOD	Bulgaria
Verizon Canada Ltd.	Canada
Verizon Chile S.A.	Chile
Verizon Colombia S.A.	Colombia
Verizon Costa Rica S.R.L.	Costa Rica
Verizon Croatia Ltd.	Croatia

Name of the affiliated carrier:	Countries in which carrier is authorized to provide telecommunications services to the public:
Verizon Czech s.r.o.	Czech Republic
Verizon Denmark A/S	Denmark
Verizon Finland Oy	Finland
Verizon France SAS	France
Verizon Deutschland GmbH	Germany
Verizon Hellas Telecommunications Single Member LLC	Greece
Verizon Communications Guatemala Limitada	Guatemala
Verizon Hong Kong Limited	Hong Kong
Verizon Hungary Telecommunications LLC	Hungary
Verizon Communications India Private Limited	India
Verizon Ireland Limited	Ireland
Verizon Italia S.p.A.	Italy
Verizon Japan Ltd	Japan
Verizon Korea Limited	Korea
Verizon Servicios Empresariales Mexico, S de R.L. de C.V.	Mexico
Verizon Nederland BV	Netherlands
Verizon New Zealand Limited	New Zealand
Verizon Norway AS	Norway
Verizon Panama S.A.	Panama
Verizon Peru S.R.L.	Peru
Verizon Polska Sp. Z.o.o	Poland
Verizon Portugal Sociedade Unipessoal, Lda	Portugal
Verizon Romania SRL	Romania
Verizon Rus LLC	Russia
Verizon Communications Singapore Pte. Ltd.	Singapore
Verizon Communications Slovakia s.r.o	Slovakia
Verizon Communications South Africa (Pty) Limited	South Africa
Verizon Spain S.L.	Spain
Verizon Sweden Aktiebolag	Sweden
Verizon Switzerland AG	Switzerland
Verizon Taiwan Co. Limited	Taiwan (Chinese Taipei)
Verizon UK Limited	United Kingdom
Verizon Venezuela, S.A.	Venezuela

Verizon further certifies that it does not own or control a cable landing station in any foreign country, and that it is not affiliated with a foreign carrier that owns or controls a cable landing station in any foreign country.

(iii) Certification Regarding Foreign Destination Countries

Verizon certifies that it does not seek to land and operate a submarine cable connecting the United States to any foreign country for which any of the following is true:

(A) it is a foreign carrier in that country;

(B) it controls a foreign carrier in that country;

(C) there exists any entity that owns more than 25 percent of Verizon, or controls Verizon, that controls a foreign carrier in that country; and

(D) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Verizon and are parties to, or the 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 CHI cable system.

(iv) Certification Regarding WTO Status and Market Power

No response is required because no foreign countries were identified in subsection (iii) above.

(9) Certification Regarding Routine Conditions (Section 1.767(a)(9))

Verizon certifies that it will accept and abide by the routine conditions specified at Section 1.767(g) of the Commission's rules.

<u>EXHIBIT C</u>
Hawaiian Telcom Services Company, Inc.

Corporate Control and Affiliate Information Required by 47 C.F.R. § 1.767(a)(8))

(iv) Ownership, Citizenship, Principal Businesses, and Interlocking Directorates (Sections 63.18(h), (o))

<u>Section 63.18(h).</u> The following entities are attributed, directly or indirectly, a 10% or greater interest in Hawtel, as calculated pursuant to the Commission's ownership attribution rules for international telecommunications carriers as amended by the Commission's *Executive Branch Process Reform Order*:[1]

1.	Name:	Hawaiian Telcom Communications, Inc. ("HTCI") (FRN: 0011062460)
	Address:	1177 Bishop Street, Honolulu, HI 96813
	Citizenship:	U.S. (Delaware)
	Ownership Percent:	100% (directly in Hawtel)
2.	Name:	Hawaiian Telcom Holdco, Inc. ("HT Holdco") (FRN: 0012790945)
	Address:	1177 Bishop Street, Honolulu, HI 96813
	Citizenship:	U.S. (Delaware)
	Ownership Percent:	100% (directly in HTCI)
3.	Name:	Cincinnati Bell Inc. ("Cincinnati Bell") (FRN: 0003018033)
	Address:	221 East Fourth Street, Cincinnati, OH 45202
	Citizenship:	U.S. (Ohio)
	Ownership Percent:	100% (directly in HT Holdco)
4.	Name:	Red Fiber Parent LLC (FRN: 0029339660)
	Address:	c/o Macquarie Infrastructure and Real Assets 125 West 55th Street, New York, New York 10019
	Citizenship:	U.S. (Delaware)
	Ownership Percent:	100% (directly in Cincinnati Bell)

---

[1] *See Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, Report and Order, 35 FCC Rcd 10927, 10985, Appx. B, ¶ 11 (2020); *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, Erratum, 35 FCC Rcd 13164, 13173, ¶ 11 (2020).

5. Name: RF Topco LLC
(FRN: 0018009647)
Address: c/o Macquarie Infrastructure and Real Assets
125 West 55th Street, New York, New York 10019
Citizenship: U.S. (Delaware)
Ownership Percent: 100% (directly in Red Fiber Parent)

6. Name: Red Fiber Holdings LLC ("RF Holdings")
(FRN: 0018009647)
Address: c/o Macquarie Infrastructure and Real Assets
125 West 55th Street, New York, New York 10019
Citizenship: U.S. (Delaware)
Ownership Percent: 100% (indirectly as sole member of RF Topco LLC)

RF Holdings is 60.8% majority owned directly by MIP V RF Partners, L.P. Minority interests in RF Holdings are held directly by (i) certain alternative investment vehicles ("AIVs") managed by the Private Equity Group of Ares Management Corporation ("Ares Management") with 19.7% in the aggregate, and (ii) REST US Infrastructure No. 2 Trust with 19.5%.

The management committee of RF Holdings is comprised of:

Name (Citizenship)
Anton Z. Moldan (Australia and United Kingdom)
Mikhail Y. Dyadyuk (United States)
Kelly C. Atkinson (United States)
Christina Marie Wire (United States)
Felix A. Bernshteyn (United States)
Steven R. Kutos (Switzerland)
Leigh R. Fox (United States)
Eric H. Kearney (United States)
John L. Scarano (United States)

7. Name: MIP V RF Partners, L.P. ("MIP V RF Partners")
(FRN: 0018009647)
Address: c/o Macquarie Infrastructure and Real Assets
125 West 55th Street, New York, New York 10019
Citizenship: U.S. (Delaware)
Ownership Percent: 60.8% equity/100% voting (indirectly as 60.8% member of RF Holdings)

The following entities are attributed a ten percent (10%) or greater indirect interest in Licensees through an interest in MIP V RF Partners, L.P.:

Name: MIP V (FCC) AIV, L.P.
(FRN: 0018009647)

Address:	c/o Macquarie Infrastructure and Real Assets 125 W. 55th Street, New York, NY 10019
Citizenship:	U.S. (Delaware)
Ownership Percent:	37.0% equity/100% voting (indirectly through 60.8% direct limited partnership interest of MIP V RF Partners)
Name:	Macquarie Infrastructure Partners V GP LLC ("MIP V GP")[2] (FRN: 0018009647)
Address:	125 W. 55th Street, Level 15, New York, NY 10019
Citizenship:	U.S. (Delaware)
Ownership Percent:	<5% equity/100% voting (indirectly through general partner interest in MIP V (FCC) AIV, L.P. and MIP V RF Partners)
Name:	Macquarie Infrastructure Partners Inc. ("MIP Inc.") (FRN: 0019903368)
Address:	125 W. 55th Street, Level 15, New York, NY 10019
Citizenship:	U.S. (Delaware)
Ownership Percent:	0% equity/100% voting (indirect voting interest through management agreement with MIP V GP)
Name:	Macquarie Infrastructure and Real Assets Inc. ("MIRA Inc.") (FRN: 0018009647)
Address:	125 W. 55th Street, Level 15, New York, NY 10019
Citizenship:	U.S. (Delaware)
Ownership Percent:	<5% equity/100% voting (indirectly through 100% ownership of MIP Inc. and as appointing member of MIP V GP)
Name:	Macquarie Asset Management US Inc. (FRN: 0018009647)
Address:	125 W. 55th Street, Level 15, New York, NY 10019
Citizenship:	U.S. (Delaware)
Ownership Percent:	<5% equity/100% voting (indirectly through100% ownership of MIRA Inc.)
Name:	Macquarie Asset Management US Holdings Pty Limited (FRN: 0018009647)
Address:	50 Martin Place, Sydney, NSW 2000, Australia

[2] 100% of the economic interest in MIP V GP LLC is held by Macquarie Infrastructure and Real Assets Investments Limited, which is organized in the United Kingdom and its principal business is Investments. Macquarie Infrastructure Real Assets Investments Limited is an affiliate of MIRA Inc. and a wholly owned subsidiary of Macquarie International Limited, which is organized in the United Kingdom and its principal business is Investments. Macquarie Infrastructure Real Assets Investments Limited is also a wholly-owned indirect subsidiary of Macquarie Group Limited.

Citizenship:	Australia
Ownership Percent:	<5% equity; 100% voting (indirectly through 100% ownership of Macquarie Asset Management US Inc.)

Name:	Macquarie Asset Management Holdings Pty Limited (FRN: 0018009647)
Address:	50 Martin Place, Sydney, NSW 2000, Australia
Citizenship:	Australia
Ownership Percent:	<5% equity/100% voting (indirectly through 100% ownership of Macquarie Asset Management US Holdings Pty Limited)

Name:	Macquarie Group Limited ("MGL") (FRN: 0018009647)
Address:	50 Martin Place, Sydney, NSW 2000, Australia
Citizenship:	Australia
Ownership Percent:	<5% equity/100% voting (indirectly through 100% ownership of Macquarie Asset Management Holdings Pty Limited)

No other individual or entity is attributed a 10% or greater interest in MGL.

8. The interests in RF Holdings indirectly held by Ares Management are held directly by several alternative investment vehicle entities (the "Ares AIVs"), which are each limited partnerships organized in Delaware and managed by the Private Equity Group of Ares Management. None of the Ares AIVs hold an indirect equity or voting interest in the Licensees of 10% or greater. The direct equity interests in RF Holdings held by the Ares AIVs are approximately 19.7% in the aggregate. The general partner of each Ares AIV is a Delaware entity ultimately controlled by Ares Management.

   The following entities are attributed a ten percent (10%) or greater indirect, interest in Licensees through an interest in the Ares AIVs:

Name:	ASOF Investment Management LLC (FRN: 0021537378)
Address:	c/o Ares Management LLC 2000 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067
Citizenship:	U.S. (Delaware)
Ownership Percent:	0% equity/16.0% voting (indirectly as manager of certain Ares AIVs)

Name:	Ares Investments Holdings LLC (FRN: 0021537378)
Address:	c/o Ares Management LLC

	2000 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067
Citizenship:	U.S. (Delaware)
Ownership Percent:	<1% equity/16.6% voting (indirectly as sole member of certain general partners of several Ares AIVs having an aggregate interest in RF Holdings of 16.6%)

The sole member of ASOF Investment Management LLC is:

Name:	Ares Management LLC (FRN: 0021537378)
Address:	c/o Ares Management LLC 2000 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067
Citizenship:	U.S. (Delaware)
Ownership Percent:	0% equity/19.7% voting (indirectly as sole member of ASOF Investment Management LLC and certain other manager or general partner entities of the Ares AIVs having an aggregate interest in RF Holdings of 19.7%)

The sole member of Ares Management LLC is:

Name:	Ares Management Holdings L.P. (FRN: 0021537378)
Address:	c/o Ares Management LLC 2000 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067
Citizenship:	U.S. (Delaware)
Ownership Percent:	0% equity/19.7% voting (indirectly as sole member of Ares Management LLC)

Ares Investments Holdings LLC and Ares Management Holdings L.P. are indirectly controlled by Ares Management Corporation (FRN: 0021537378), which is a Delaware corporation whose shares of Class A common stock, par value $0.01 per share (the "Class A Common Stock"), are publicly traded on the New York Stock Exchange under the ticker symbol "ARES." All intervening controlling holding companies between Ares Investments Holdings LLC and Ares Management Holdings L.P., on the one hand, and Ares Management Corporation, on the other hand, are Delaware entities. Ares Management Corporation has a board of directors that is responsible for the oversight of its business and operations. None of the members of Ares Management's board of directors individually has an indirect equity or voting interest in Licensees of 10% or greater by virtue of such person's position as a member of Ares Management's board of directors.

Ares Management Corporation has three classes of voting common stock, the Class A Common Stock, Class B common stock, $0.01 par value per share (the "Class B

Common Stock"), and Class C common stock, $0.01 par value per share (the "Class C Common Stock"). Pursuant to Ares Management Corporation's Certificate of Incorporation in effect as of the date hereof, the holders of the Class B Common Stock and the Class C Common Stock, collectively, will generally have the majority of the votes on any matter submitted to the stockholders of Ares Management if certain conditions are met. Ares Management GP LLC, a Delaware limited liability company ("Ares Management GP"), is the sole holder of the Class B Common Stock. Ares Voting LLC, a Delaware limited liability company ("Ares Voting LLC"), is the sole holder of the Class C Common Stock. Ares Partners Holdco LLC, a Delaware limited liability company ("Ares Partners Holdco"), is the sole member of Ares Management GP and Ares Voting. Ares Partners Holdco is managed by a board of managers; none of the managers on the board individually has an indirect equity or voting interest in Licensees of 10% or greater by virtue of such person's position as a manager of Ares Partners Holdco.

9. The interests in RF Holdings indirectly held by Retail Employees Superannuation Trust ("REST"), an Australian superannuation fund managed by Retail Employees Superannuation Pty Limited ("Rest Trustee"), as trustee of the fund,[3] are held directly by REST US Infrastructure No. 2 Trust ("Rest Immediate Entity"). Rest Immediate Entity holds 19.5% direct interest in RF Holdings and a 1.9% indirect interest in RF Holdings through a limited partnership interest in MIP V (FCC) AIV, L.P.

Name:	REST US Infrastructure No. 2 Trust ("Rest Immediate Entity") (FRN: 0031461676)
Address:	Level 5, 321 Kent Street, Sydney, New South Wales, Australia
Citizenship:	Australia
Ownership Percent:	21.4% (indirectly as 19.5% member of RF Holdings and 1.9% limited partnership interest in MIP V (FCC) AIV, L.P.)

The following entities are attributed a ten percent (10%) or greater indirect interest in Licensees through an interest in Rest Immediate Entity:

Name:	REST Nominees No. 2 Pty Ltd (FRN: 0031461676)
Address:	Level 5, 321 Kent Street, Sydney, New South Wales, Australia
Citizenship:	Australia
Ownership Percent:	21.4% (indirectly as trustee of Rest Immediate Entity)

[3] A superannuation fund is a form of regulated pension plan established under Australian law where the employer makes statutory contributions on behalf of its employees to provide for the employees' retirement where contributions to the fund, earning on fund investments and withdrawals from the fund may attract certain tax concessions.

Name:	REST International Infrastructure Investments Holding Trust (FRN: 0031461676)
Address:	Level 5, 321 Kent Street, Sydney, New South Wales, Australia
Citizenship:	Australia
Ownership Percent:	21.4% (indirectly through beneficial ownership of Rest Immediate Entity)

Name:	REST Nominees No. 1 Pty Ltd (FRN: 0031461676)
Address:	Level 5, 321 Kent Street, Sydney, New South Wales, Australia
Citizenship:	Australia
Ownership Percent:	21.4% (indirectly through legal ownership of Rest Intermediate Entity and as trustee of REST International Infrastructure Investments Holding Trust)

Name:	Retail Employees Superannuation Trust ("REST") (FRN: 0031461676)
Address:	Level 5, 321 Kent Street, Sydney, New South Wales, Australia
Citizenship:	Australia
Ownership Percent:	21.4% (indirectly through beneficial ownership of REST International Infrastructure Investments Holding Trust, REST Nominees No. 1 Pty Ltd, and REST Nominees No. 2 Pty Ltd.)

Name:	Retail Employees Superannuation Pty Ltd (FRN: 0031461676)
Address:	Level 5, 321 Kent Street, Sydney, New South Wales, Australia
Citizenship:	Australia
Ownership Percent:	21.4% (indirectly as trustee of REST and through legal ownership of REST Nominees No. 1 Pty Ltd and REST Nominees No. 2 Pty Ltd)

While Retail Employees Superannuation Pty Ltd is the trustee of REST, its shares must be held by a person who is a sponsor (persons who represent the interests of employers or members who participate in REST or a group of such employers or members) or their nominee. Currently, there are 4 A Class shares and 4 B Class shares issued and held by nominees for the sponsor members of REST; none individually holds an indirect equity or voting interest in Filer that is 10% or greater. Shop, Distributive and Allied Employees' Association ("SDA"), a not-for- profit labor union formed in Australia and representing over 200,000

> members, is the beneficial owner of the A Class shares, which represent a 50% Interest in Retail Employees Superannuation Pty Limited. No member beneficially controls greater than 10% of SDA. As trustee, Retail Employees Superannuation Pty Ltd is responsible for managing the Retail Employees Superannuation Trust for the benefit of its members. Approximately 1.9 million members are the ultimate beneficial owners of Retail Employees Superannuation Trust. These members have no voting or control rights in REST.

To the best of Hawtel's knowledge, no other individual or entity is attributed, directly or indirectly, a 10% or greater interest in Hawtel. Ownership charts depicting the ownership structure of Hawtel is provided as Attachment 1.

Interlocking Directorates. Except for officers and directors of Cincinnati Bell's indirect subsidiaries OnX Enterprise Solutions Ltd. ("OnX"), a Canadian competitive resale telecommunications provider, and CBTS Technology Solutions Ireland Limited, a licensed carrier in Belgium, Poland, and Portugal,[4] Hawtel does not have any interlocking directorates with foreign carriers. Please see Attachment 2 for a list of the interlocking officers and directors.

Section 63.18(o). Hawtel certifies that it is not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(v) Certification Regarding Foreign Carrier Status and Foreign Affiliations

Hawtel certifies that: (1) Hawtel is not an authorized foreign carrier in any foreign destination market, and (2) Hawtel is affiliated with a foreign carrier. Specifically, (1) OnX Enterprise Solutions Ltd., a company organized under the laws of Ontario, Canada, and also an indirect subsidiary of Cincinnati Bell, holds a Reseller Registration and Basic Telecommunications Services ("BITS") License to provide resold long-distance service on a non-dominant competitive basis in Canada; (2) CBTS Technology Solutions Ireland Limited, a

[4] CBTS Technology Solutions Ireland Limited has made filings to deregister as a licensed carrier in Poland, and Portugal, subject to the approval of the applicable licensing authority. CBTS Technology Solutions Ireland Limited intends to deregister in Belgium.

company organized under the laws of Ireland, is registered to provide telecommunications services in Austria, Belgium, Finland, Germany, Ireland, Luxembourg, Poland, and Portugal; (3) TDC A/S (formerly TeleDanmark Communications), organized under the laws of Denmark, is an incumbent provider of facilities-based wireline telecommunications services in Denmark and provides mobile wireless and broadband services in Denmark; (4) Inea S.A., organized under the laws of Poland, is a provider of competitive retail telecommunications services in Poland and provides mobile telephony, broadband and other services in Poland; (5) KCOM Group PLC, organized under the laws of the United Kingdom, is an incumbent provider of facilities-based wireline telecommunications services in the Hull and East Yorkshire region of the United Kingdom and provides broadband and other communications services in the United Kingdom; (6) Nu Mobile Pty Ltd., organized under the laws of Australia, is a reseller of mobile wireless services in Australia; (7) Vocus Group Limited, organized under the laws of Australia, is a fiber network operator providing enterprise telecommunications services in Australia and New Zealand and mobile wireless services in New Zealand, is authorized as a telecommunications service provider in Singapore and Hong Kong, and owns and controls cable landing stations in Australia (on the Australian Singapore Cable, Darwin-Jakarta-Singapore Cable, and North-West Cable System), and in Singapore and Indonesia (on the Australian Singapore Cable); (8) Open Fiber S.p.A, organized under the laws of Italy, is a wholesale fiber network operator authorized to provide telecommunications services in Italy; (9) Voneus Broadband, organized under the laws of the United Kingdom, provides wireline and fixed wireless broadband services to residential and commercial customers in the United Kingdom; (10) FibreConnect S.p.A, organized under the laws of Italy, is a wholesale fiber network provider authorized to provide telecommunications services to enterprise customers in Italy; and (11) GigaComm, organized under the laws of Australia, provides wireline and wireless broadband services to residential and commercial customers in Australia.

(vi) Certification Regarding Foreign Destination Countries

Hawtel certifies that it does not seek to land and operate a submarine cable connecting the United States to any foreign country for which any of the following is true:

(A) it is a foreign carrier in that country;

(B) it controls a foreign carrier in that country;

(C) there exists any entity that owns more than 25 percent of Hawtel, or controls Hawtel, that controls a foreign carrier in that country; and

(D) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Hawtel and are parties to, or the 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 CHI cable system.

(iv) Certification Regarding WTO Status and Market Power

No response is required because no foreign countries were identified in subsection (iii) above.

(10) Certification Regarding Routine Conditions (Section 1.767(a)(9))

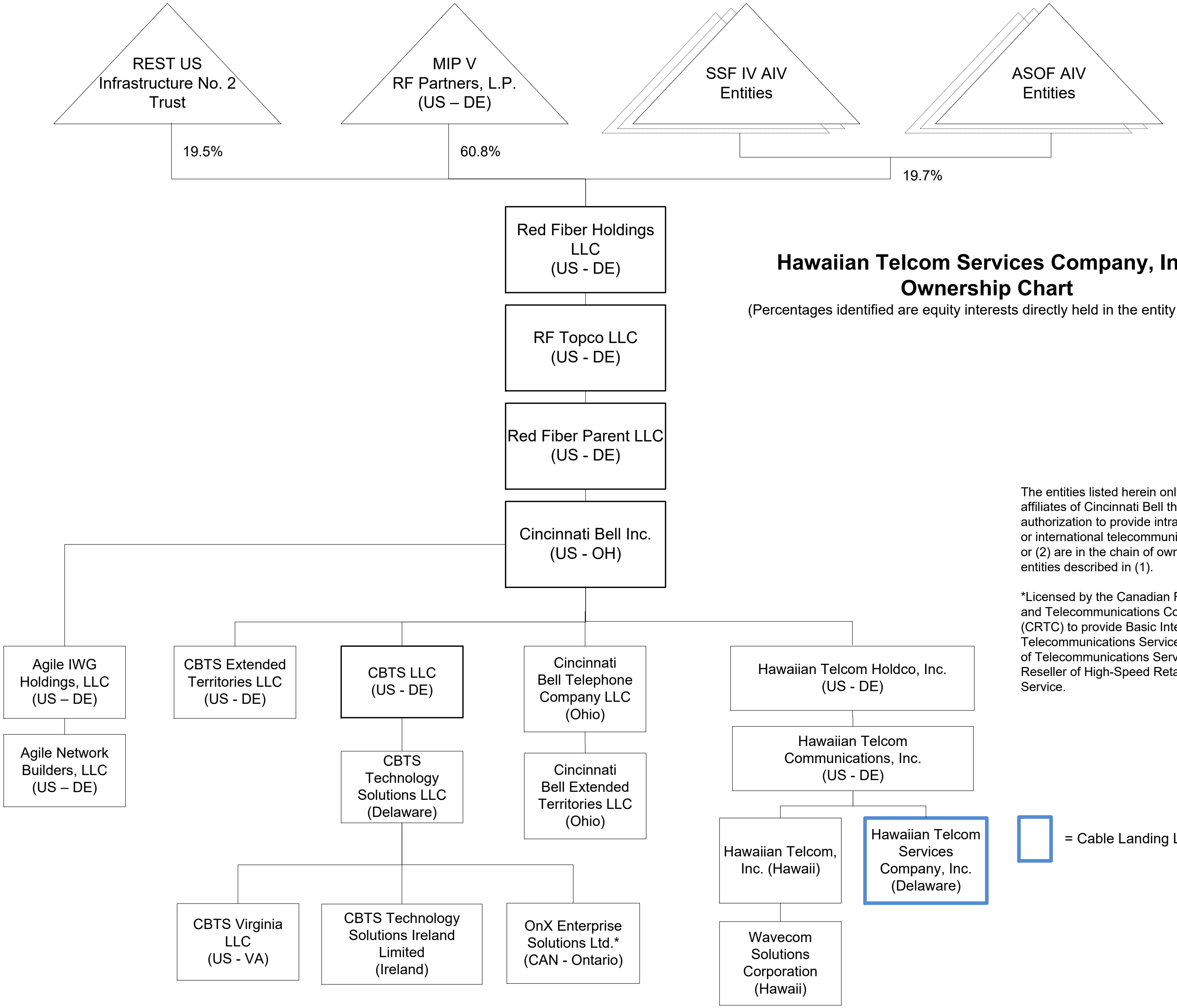
Hawtel certifies that it will accept and abide by the routine conditions specified at Section 1.767(g) of the Commission's rules.

ATTACHMENT 1

(Hawtel Organizational Chart)

Hawaiian Telcom Services Company, Inc.
Ownership Chart

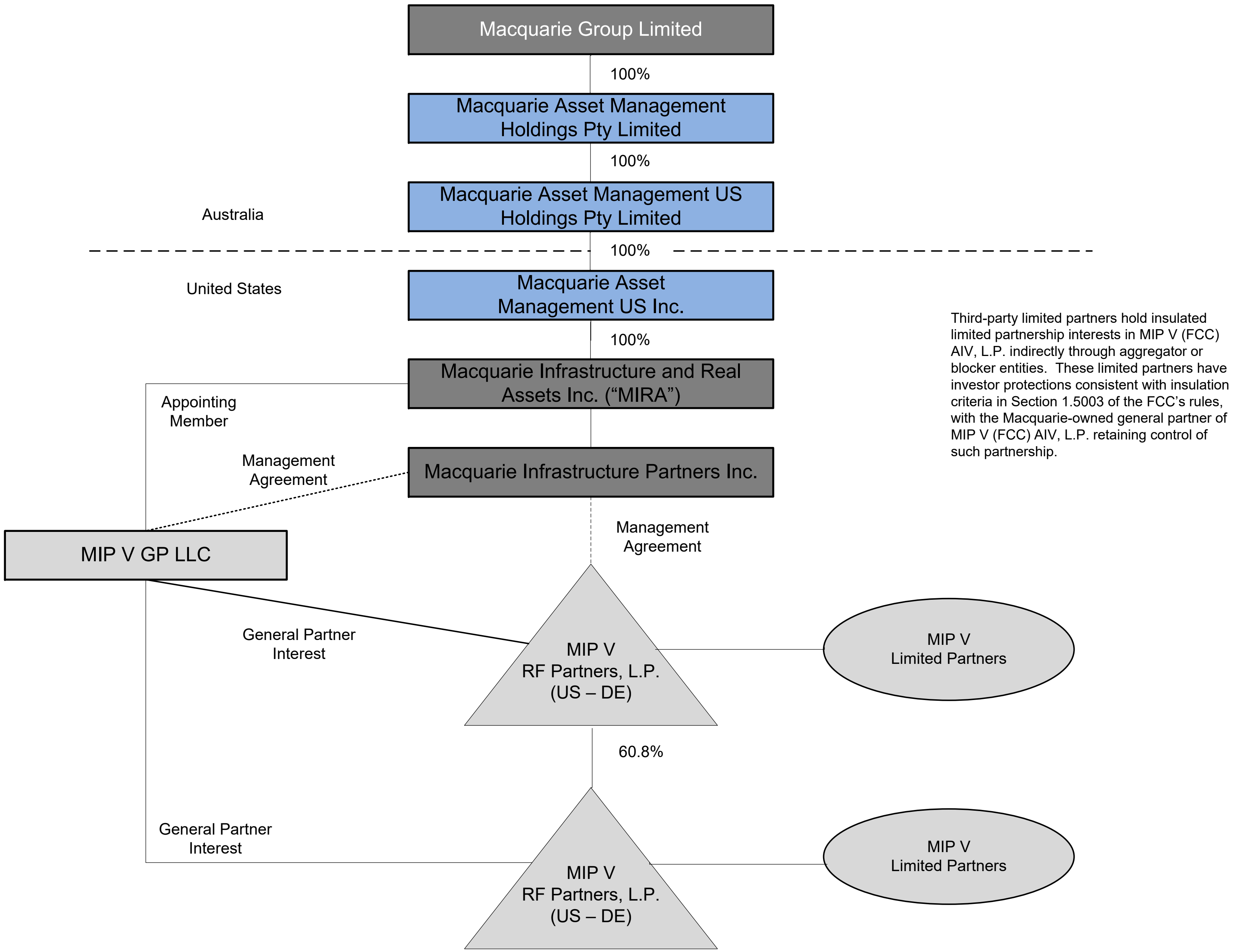
(Percentages identified are equity interests directly held in the entity below.)



The entities listed herein only include those affiliates of Cincinnati Bell that (1) hold authorization to provide intrastate, interstate or international telecommunications services, or (2) are in the chain of ownership of those entities described in (1).

*Licensed by the Canadian Radio-television and Telecommunications Commission (CRTC) to provide Basic International Telecommunications Services, as a Reseller of Telecommunications Services, and as a Reseller of High-Speed Retail Internet Service.

Post-Transaction Organizational Chart



ATTACHMENT 2

(Hawtel Interlocking Directorates)

OnX Enterprise Solutions Ltd ("OnX")

Officers:	*Joshua T. Duckworth*	Chief Financial Officer
	Mary E. Talbott	Chief Legal Officer
	Angela J. Huber	Vice President and Treasurer
	Suzanne E. Maratta	Vice President and Corporate Controller
	Shawn C. McMillan	Vice President and Chief Security Officer
	Connie M. Vogt	Corporate Secretary
	Michael R. Murphy	Director, Corporate Tax
	Rachael F. Vorst	Assistant Treasurer

Hawaiian Telcom, Inc.

Officers:	*Joshua T. Duckworth*	Chief Financial Officer
	Mary E. Talbott	Chief Legal Officer
	Angela J. Huber	Vice President and Treasurer
	Suzanne E. Maratta	Vice President and Corporate Controller
	Shawn C. McMillan	Vice President and Chief Security Officer
	Connie M. Vogt	Corporate Secretary
	Michael R. Murphy	Director, Corporate Tax
	Rachael F. Vorst	Assistant Treasurer

CBTS Technology Solutions Ireland Limited

Officer:	*Connie M. Vogt*	Joint Secretary

To Hawtel's knowledge, other than the Officers and Directors listed above, no person serving on the board or as an officer of Cincinnati Bell, Hawtel, or their respective subsidiaries, also serves as an officer or director of a foreign carrier or domestic carrier affiliate of a foreign carrier.

CERTIFICATION

I, William H. Johnson, state that I am Senior Vice President and Deputy General Counsel of Verizon Business Global LLC (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

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

/s/ William H. Johnson

Dated: July 25, 2024

CERTIFICATION

I, Les Ueoka, state that I am Associate General Counsel and Assistant Secretary of Hawaiian Telcom Services Company, Inc. (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

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

/s/ Les Ueoka

Dated: July 25, 2024

CERTIFICATE OF SERVICE

I, Jennifer L. Kostyu, 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 by overnight delivery on this 25th day of July, 2024, to the following:

U.S. Coordinator, EB/CIP
U.S. Department of State
2201 C Street, N.W.
Washington, D.C. 20520-5818

Office of Chief Counsel/NTIA
U.S. Department of Commerce
14th St. and Constitution Ave., N.W.
Washington, D.C. 20230

Defense Information Systems Agency
ATTN: GC/DO1
6910 Cooper Avenue
Fort Meade, MD 20755-7088

/s/ Jennifer L. Kostyu