

**Received US Bank**  
**FEB 19 2008**  
**Gov't. LBX Operations**

READ INSTRUCTIONS CAREFULLY  
 BEFORE PROCEEDING

**FEDERAL COMMUNICATIONS COMMISSION  
 REMITTANCE ADVICE**

Approved by OMB  
 3060-0589  
 Page: 1 of 1

(1) LOCK BOX # <b>9/9093</b>	
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**SECTION A - PAYER INFORMATION**

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Hogan &amp; Hartson L.L.P.</b>	(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$965.00</b>
(4) STREET ADDRESS LINE NO. 1 <b>555 - 13th Street, N.W.</b>	
(5) STREET ADDRESS LINE NO. 2	
(6) CITY <b>Washington</b>	(7) STATE <b>DC</b>
(8) ZIP CODE <b>20004</b>	
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>(202) 637-6596</b>	(10) COUNTRY CODE (if not in U.S.A.)

**FCC REGISTRATION NUMBER (FRN) REQUIRED**

(11) PAYER (FRN) <b>0003-7278-72</b>	
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**IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)  
 COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET**

(13) APPLICANT NAME		
(14) STREET ADDRESS LINE NO. 1		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY	(17) STATE	(18) ZIP CODE
(19) DAYTIME TELEPHONE NUMBER (include area code)	(20) COUNTRY CODE (if not in U.S.A.)	

**FCC REGISTRATION NUMBER (FRN) REQUIRED**

(21) APPLICANT (FRN)	
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**COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET**

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE <b>\$965.00</b>	
(28A) FCC CODE 1	(29A) FCC CODE 2	

(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	
(28B) FCC CODE 1	(29B) FCC CODE 2	

**SECTION D - CERTIFICATION**

**CERTIFICATION STATEMENT**  
 I, \_\_\_\_\_, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_

**SECTION E - CREDIT CARD PAYMENT INFORMATION**

VER 01/10  
2/15/08

# HOGAN & HARTSON

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555 Thirteenth Street, NW  
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Yaron Dori  
Partner  
+1.202.637.5458  
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February 15, 2008

*Via Overnight Delivery*

Ms. Marlene H. Dortch  
Secretary, Federal Communications Commission  
c/o U.S. Bank  
1005 Convention Plaza  
SL-MO-C2-GL  
St. Louis, MO 63101  
Lockbox Number 979-093


**Re: File No. SCL \_\_\_\_\_  
In the Matter of Application for Consent to Transfer Control  
of Pacific Lightnet, Inc., to SK Telecom Holdings, L.P.**

Dear Ms. Dortch:

Attached for filing are an original and four copies of the above-referenced Application for Consent to Transfer Control of Pacific Lightnet, Inc., to SK Telecom Holdings, L.P. Kindly date-stamp the additional copy of this filing and return it in the enclosed postage prepaid envelope.

Any questions concerning this submission should be addressed to the undersigned.

Respectfully submitted,



Yaron Dori

Counsel to SK Telecom Holdings, L.P.

cc: John A. Maraia (TM Communications Hawaii, LLC)  
Laura Mayhook (Pacific Lightnet, Inc.)

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

In the Matter of

Pacific Lightnet, Inc.

Application for Consent to Transfer  
Control of Pacific Lightnet, Inc., to  
SK Telecom Holdings, L.P.

File No. SCL- \_\_\_\_\_

**APPLICATION FOR CONSENT TO TRANSFER CONTROL OF  
PACIFIC LIGHTNET, INC.**

SK Telecom Holdings, L.P. (“SK Telecom” or “Applicant” or “Transferee”), by its attorneys and pursuant to the Submarine Cable Landing License Act, 47 U.S.C. §§ 34-39, and section 1.767 of the Commission’s rules, 47 C.F.R. § 1.767, hereby seeks Commission authority to acquire control of Pacific Lightnet, Inc. (“PLNI”). As explained more fully below, this Application is eligible for streamlined processing, and SK Telecom respectfully requests such processing to facilitate the closing of the proposed transaction that is the subject of this Application as expeditiously as possible.

PLNI holds an interest in the submarine cable landing license associated with the interisland cable system formerly known as the “GST Interisland Cable System.”<sup>1</sup> Specifically,

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<sup>1</sup> The submarine cable landing license associated with the GST Interisland Cable System initially was first issued to GST Pacwest Telecom Hawaii, Inc. (“GST Pacwest”). *See In re GST Pacwest Telecom Hawaii, Inc.*, 11 FCC Rcd 3024 (1996). At that time, the license was known under file number SCL-95-003. *See id.* The Commission subsequently approved a *pro forma* transfer and assignment of the license from GST Pacwest to GST Telecom Hawaii, Inc. (“GST”), as part of an internal corporate restructuring. *See FCC Public Notice, Overseas Common Carrier Section 214 Applications Actions Taken*, 12 FCC Rcd 16423, 16427 (Int’l Bureau 1997). The file number for the license subsequently changed to SCL-LIC-19950627-0024; and, on September 28, 2001, the Commission approved the transfer of control of GST’s interest in the

PLNI owns and controls 12 fibers in the interisland cable system connecting the islands of Kauai, Oahu, Maui and Hawaii, and eight fibers in the system connecting the islands of Lanai and Molokai.<sup>2</sup> PLNI utilizes the interisland cable system as part of its provision of telecommunications service to end users in Hawaii.<sup>3</sup>

On February 4, 2008, TM Communications Hawaii, LLC (“Tomen” or “Transferor”), SK Telecom and PLNI entered into a Stock Purchase Agreement (“Agreement”) pursuant to which Tomen, which together with NextNet Investments, LLC (“NextNet”), owns all of the issued and outstanding stock of PLNI, agreed to sell 100 percent of the issued and outstanding stock of PLNI to SK Telecom (the “Transaction”). Tomen was permitted to sell NextNet’s interest in PLNI to SK Telecom through an irrevocable proxy exercised to effectuate the transfer.<sup>4</sup> To effectuate the Transaction, SK Telecom will acquire all of the issued and outstanding stock of PLNI from Tomen and NextNet. Upon consummation of the Transaction, PLNI will be wholly-owned by SK Telecom and SK Telecom will control PLNI’s entire interest in the interisland cable system. The board of directors of Tomen and the managing partner of SK Telecom have, to the extent necessary, approved or ratified the Agreement.

SK Telecom is a limited partnership that was formed for the purpose of acquiring all of the outstanding stock of PLNI. SK Telecom is owned by the following principal investors: SK

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license to PLNI. *See In re GST Telecom Hawaii, Inc., and Pacific Lightnet, Inc.*, 16 FCC Rcd 17218 (2001).

<sup>2</sup> The remaining portions of the interisland cable system are owned and controlled by Time Warner Telecom of Hawaii, L.P. (“TWT”). The transfer of control for which approval is sought in this Application will have no effect on TWT’s interest in the interisland cable system.

<sup>3</sup> Notably, the system connects the six major islands that comprise the State of Hawaii.

<sup>4</sup> Because of Tomen’s irrevocable proxy in NextNet’s interest in PLNI, only Tomen is identified as the Transferor in this Application.

Capital Holdings, L.P. (“SK Capital”), a private investment management firm, which holds a 78.125 percent interest in SK Telecom. SK Capital, a limited partnership formed for the purpose of acquiring an interest in SK Telecom, is comprised of a group of private investors, each of whom is a U.S. citizen. As disclosed more fully below, four of the private investors in SK Capital each holds a greater than ten percent indirect interest in SK Telecom.

The Transaction is intended to ensure that PLNI will be better positioned to succeed in the highly competitive and increasingly global telecommunications marketplace by bringing stability and additional strategic business expertise to the company and its operations. The Transaction will affect only the ultimate ownership of PLNI and is not expected to affect the day-to-day operation of the company or its existing management personnel or structure. In this respect, the Transaction will not reduce the number of competitors in the relevant market and will be transparent to consumers. Because the Transaction will only improve PLNI’s position and will not have any adverse effects on the relevant market or consumers, approval of the Transaction is in the public interest.

To facilitate the processing of this submission, and in accordance with the applicable requirements of section 1.767(a)(11) of the Commission’s rules, SK Telecom, and, where necessary, Tomen, hereby respectively certify the following (the numeric references below correspond to the requirements for applications set forth in section 1.767(a) of the Commission’s rules):

(1) The Transferor is Tomen and the Transferee is SK Telecom. Business addresses and telephone numbers for each entity appear below.

*The Transferor*

TM Communications Hawaii, LLC  
805 Third Avenue  
New York, NY 10022  
Tel: (212) 355-3225

*The Applicant and Transferee*

SK Telecom Holdings, L.P.  
515 South Figueroa Street, Suite 1100  
Los Angeles, CA 90071  
Tel: (213) 683-4622

(2) Both Tomen and SK Telecom are organized under the laws of the State of Delaware.

(3) Correspondence concerning this Application should be addressed to the following:

*For the Transferor (Tomen):*

John A. Maraia  
Secretary  
805 Third Avenue  
New York, NY 10022  
Tel: (212) 355-3225  
Fax: (212) 355-3499  
E-mail: [john\\_maraia@taiamerica.com](mailto:john_maraia@taiamerica.com)

*For the Applicant and Transferee (SK Telecom):*

Peter A. Rohrbach  
Yaron Dori  
Mark W. Brennan  
Hogan & Hartson L.L.P.  
555 13th Street NW  
Washington, D.C. 20004  
Tel: (202) 637-5600  
Fax: (202) 637-5910  
E-mail: [parohrbach@hhlaw.com](mailto:parohrbach@hhlaw.com)  
[ydori@hhlaw.com](mailto:ydori@hhlaw.com)

*For the Licensee (PLNI):*

Laura M. Mayhook  
Mayhook Law PLLC  
34808 N.E. 14th Avenue  
La Center, Washington 98629  
Tel: (360) 263-4340  
Fax: (360) 263-4343  
E-mail: [laura@mayhooklaw.com](mailto:laura@mayhooklaw.com)

(8) Applicant and Transferee SK Telecom hereby provides the following information and certifications required by sections 63.18(h) through (k) and (o) of the Commission's rules, 47 C.F.R. §§ 63.18(h)-(k), (o), as appropriate:

§ 63.18(h): The following entities or individuals, directly or indirectly, own at least ten percent of the equity of the Applicant and Transferee, SK Telecom, as determined by successive multiplication in the manner specified in the note to 47 C.F.R. § 63.18(h):

*Name:* SK Capital Holdings, L.P.  
*Address:* 515 S. Figueroa Street, Suite 1100, Los Angeles, California 90071  
*Citizenship:* United States  
*Principal Business:* Investment Management  
*Ownership Interest:* Holds 78.125 percent of the equity in SK Telecom Holdings, L.P.

*Name:* Robert Seidler  
*Address:* S. Figueroa Street, Suite 1100, Los Angeles, California 90071  
*Citizenship:* United States  
*Principal Business:* Private Investor  
*Ownership Interest:* Holds an indirect 16.3 percent interest in SK Telecom Holdings, L.P., through his interest in SK Capital Holdings, L.P.

*Name:* Matthew Seidler  
*Address:* S. Figueroa Street, Suite 1100, Los Angeles, California 90071  
*Citizenship:* United States  
*Principal Business:* Private Investor  
*Ownership Interest:* Holds an indirect 16.3 percent interest in SK Telecom Holdings, L.P., through his interest in SK Capital Holdings, L.P.

*Name:* Peter Seidler  
*Address:* S. Figueroa Street, Suite 1100, Los Angeles, California 90071  
*Citizenship:* United States  
*Principal Business:* Private Investor  
*Ownership Interest:* Holds an indirect 12.5 percent interest in SK Telecom Holdings, L.P., through its interest in SK Capital Holdings, L.P.

*Name:* John Seidler  
*Address:* S. Figueroa Street, Suite 1100, Los Angeles, California 90071  
*Citizenship:* United States  
*Principal Business:* Private Investor  
*Ownership Interest:* Holds an indirect 12.5 percent interest in SK Telecom Holdings, L.P., through his interest in SK Capital Holdings, L.P.

Each above-referenced private investor holds his interest in SK Telecom Holdings, L.P., through his respective interest in SK Telecom Capital, L.P.

Applicant and Transferee SK Telecom does not have any interlocking directorates, as that term is defined in 47 C.F.R. § 63.09(g), with a foreign carrier.

§ 63.18(i): Applicant and Transferee SK Telecom hereby certifies that it is not a foreign carrier and is not affiliated with a foreign carrier, as those terms are defined in sections 63.09(d) and (e) of the Commission's rules, 47 C.F.R. §§ 63.09(d) and (e).

§ 63.18(j): Applicant and Transferee SK Telecom hereby certifies that it does not seek to provide international telecommunications services to any destination country for which the following is true: (1) SK Telecom is a foreign carrier in that country; (2) SK Telecom controls a foreign carrier in that country; (3) any entity that owns more than 25 percent of SK Telecom, or that controls SK Telecom, controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of SK Telecom and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the U.S.

§ 63.18(k): Not applicable in light of the above response.



§ 63.18(o): Pursuant to sections 1.2001 through 1.2003 of the Commission's rules, Transferor Tomen and Applicant and Transferee SK Telecom hereby certify that no party to this Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

(9) Applicant and Transferee SK Telecom and PLNI, the licensee herein, accept and will abide by the routine conditions specified in section 1.767(g) of the Commission's rules, 47 C.F.R. § 1.767(g), consistent with the information set forth in this Application.

(10) Transferor Tomen and Applicant and Transferee SK Telecom possess no further information that is required for the Commission to act on this Application; however, they reserve the right to supplement this Application if further information is needed by the Commission or the International Bureau.

*Request for Streamlined Processing:* Pursuant to the requirements of section 1.767(j) of the Commission's rules, 47 C.F.R. § 1.767(j), Transferor Tomen and Applicant and Transferee SK Telecom respectfully request that this Application be processed on a streamlined basis. This Application is eligible for streamlined treatment pursuant to section 1.767(k)(1) of the Commission's rules, 47 C.F.R. § 1.767(k)(1), because Applicant and Transferee SK Telecom hereby certifies that it is not a foreign carrier and is not affiliated with a foreign carrier in any destination market for which the cable may be used.

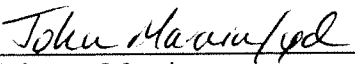
**Conclusion**

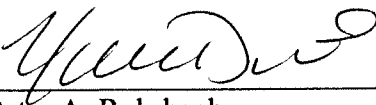
For the reasons discussed herein, the parties to this Application respectfully request that the Commission grant authority for the proposed transfer of control expeditiously pursuant to the Commission's streamlined processing procedures.

Respectfully submitted,

TM Communications Hawaii, LLC

SK Telecom Holdings, L.P.

By:   
John A. Maraia  
Secretary  
805 Third Avenue  
New York, NY 10022  
Tel: (212) 355-3225  
Fax: (212) 355-3499  
E-mail: [john\\_maraia@taiamerica.com](mailto:john_maraia@taiamerica.com)

By:   
Peter A. Rohrbach  
Yaron Dori  
Mark W. Brennan  
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[ydori@hhlaw.com](mailto:ydori@hhlaw.com)  
[mwbrennan@hhlaw.com](mailto:mwbrennan@hhlaw.com)

Attorneys for the Transferee

Dated: February 15, 2008

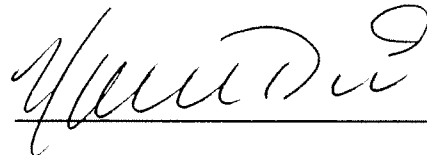
## CERTIFICATE OF SERVICE

The undersigned hereby certifies that, pursuant to the terms of 47 C.F.R. § 1.767(j), a copy of the foregoing Application was today served via U.S. Mail and electronic mail on the following individuals:

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

Kathy Smith  
Office of Chief Counsel  
NTIA/U.S. Department of Commerce  
14th Street and Constitution Avenue, N.W.  
Washington, D.C. 20230

Hillary Morgan  
Deputy General Counsel  
Defense Information Systems Agency, Code RGC  
701 S. Courthouse Road  
Arlington, Virginia 22204



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