

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

_____)
In the Matter of)
)
Waybill Management Group, LLC)
Transferor,)
)
and)
Blue Ivory, LLC,) File No. SCL-T/C-2009-_____
Transferee,)
)
Joint Application for Authority Under the)
Cable Landing License Act and Section)
1.767 of the Commission's Rules to)
Transfer Control of Cable Landing License)
Holder Paniolo Cable Company, LLC)
_____)

APPLICATION FOR TRANSFER OF CONTROL

I. INTRODUCTION

Waybill Management Group, LLC (“Transferor” or “Waybill”) and Blue Ivory, LLC (“Transferee” or “Blue Ivory”) (together, the “Applicants”), through the undersigned counsel and pursuant to the Cable Landing License Act¹ and Section 1.767 of the Commission’s Rules,² hereby request authority to transfer control of the cable landing license held by Paniolo Cable Company, LLC (the “Licensee” or “Paniolo”) (FRN: 0016137721)³ from Waybill to Blue Ivory.

¹ An Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (“Cable Landing License Act”).

² 47 C.F.R. § 1.767.

³ File No. SCL-LIC-20070223-00003. See DA No. 07-3293, Public Notice, Rep. No. SCL-00034 (rel. Jul. 18, 2007) (granting authorization to land and operate a non-common carrier fiber-optic submarine cable system extending among the Hawaiian islands of Kauai, Oahu, Molokai, Maui, and Hawaii).

A. Summary of the Transaction

On March 31, 2008, Waybill assigned its 96% membership interest in the Licensee to Blue Ivory, a Wyoming limited liability company. Prior to the assignment, Blue Ivory held a 4% membership interest in the Licensee. As a result of the assignment of Waybill's membership interest, Blue Ivory acquired control of the Licensee (the "Transfer of Control").⁴

The sole managing member of Blue Ivory is Blue Ivory Hawaii Corp., a Hawaiian corporation. The ownership interests in Blue Ivory Hawaii Corp. are held in equal share by three private trusts: (i) the Adrienne H.R. Hee Irrevocable Trust, (ii) the Breanne E. R. Hee Irrevocable Trust and (iii) the Charlton E.R. Hee Irrevocable Trust (each, a "Trust," and collectively, the "Trusts"). Each Trust holds the shares of Blue Ivory Hawaii Corp. for the benefit of the named beneficiary.⁵ The trustee of each of the Trusts is Janeen-Ann A. Olds, a U.S. citizen.⁶ Ultimate control of the cable landing license held by the Licensee is therefore held by Ms. Olds, as trustee of the Trusts.

B. Request for Streamlined Processing of this Application

Pursuant to Section 1.767(j) of the Commission's rules,⁷ the Applicants request streamlined processing of this Application. Each Applicant certifies that it is not, and is not affiliated with, a foreign carrier, including an entity that owns or controls a foreign cable landing

⁴ The Applicants have separately filed, concurrently with the filing of this Application, a request for Special Temporary Authority for the Transfer of Control.

⁵ Each Trust was formed under the laws of the State of Hawaii. Each Trust is independent of the other trusts, although all of the Trusts have the same grantor and the same trustee.

⁶ Ms. Olds is a licensed attorney with over 20 years experience representing individuals and entities in corporate, regulatory and trust matters.

⁷ 47 C.F.R. § 1.767(j).

station in any of the cable's destination markets.⁸ This Application is therefore eligible for streamlined processing pursuant to Section 1.767(k) of the Commission's rules.⁹

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

Pursuant to Section 1.767(a)(11) of the Commission's Rules,¹⁰ Applicants submit the following information in support of this Application:

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

Transferor: Waybill Management Group, LLC FRN: 0018511329
4582 S. Ulster Street, Suite 1600
Denver, CO 80236
(303) 298-1490

Transferee: Blue Ivory, LLC FRN: 0018468710
999 Bishop Street, Suite 2600
Honolulu, HI 96813
(808) 540-5756

1.767(a)(2) Jurisdiction of Formation:

Transferor: Waybill is a Delaware limited liability company.

Transferee: Blue Ivory is a Wyoming limited liability company.

1.767(a)(3) Contact Persons:

Correspondence concerning this Application should be sent to:

⁸ The subject submarine cable system is a wholly intra-Hawaiian island system that has no landing point in any foreign country.

⁹ 47 C.F.R. § 1.767(k).

¹⁰ *Id.* § 1.767(a)(11).

Frederick M. Joyce
Grace R. Chiu
Venable LLP
575 7th Street, N.W.
Washington, D.C. 20004
Tel: (202) 344-4000
Fax: (202) 344-8300
Email: RJoyce@Venable.com
GRChiu@Venable.com

with a copy to:

John C. Dodge
Davis Wright Tremaine, LLP
1919 Pennsylvania Avenue, N.W.
Suite 200
Washington, D.C. 20006
Tel: (202) 659-9750
Email: johndodge@dwt.com

and:

Parker Brophy
Waybill Management Group, LLC
4582 S. Ulster Street, Suite 1600
Denver, CO 80236

- 1.767(a)(4)-(a)(5)** Not applicable. The architecture and capacity of the Paniolo Fiber Optic Cable (“PFOC”) are a matter of public record¹¹ and did not change as a result of the Transfer of Control.
- 1.767(a)(6)** Not applicable. This Application does not seek to change the regulatory classification of the PFOC system.

¹¹ See File No. SCL-LIC-20070223-00003.

1.767(a)(7) List of the Proposed Owners of the Cable System.

The ownership structure the PFOC system following the Transfer of Control is detailed in the Applicants' response to Section 1.767(a)(8), below. Table 1, below, details the voting and ownership interest being transferred on a segment-specific basis and a U.S. cable landing station-specific basis.

Table 1
The Paniolo Fiber-Optic Cable System

Voting Interest	Cable Segment	Ownership Interest	Connection Path or Landing Points
100%	Kekaha, Kauai to Makaha, Oahu	100%	1. Akialoa Road, Kekaha, Kauai
		100%	2. Kili Drive, Makaha, Oahu
100%	Hawaii Kai, Oahu to Kaunakakai, Molokai	100%	3. Sandy Beach Park, Hawaii Kai, Oahu
		100%	4. Onealii Homesteads, Kaunakakai, Molokai
100%	Kaunakakai, Molokai to Lahaina, Maui	100%	5. Wahikuli, Lahaina, Maui
100%	Makena, Maui to Kawaihae, Hawaii	100%	6. Poolenalena Park, Makena, Maui
		100%	7. Kaewa Place, Kawaihae, Hawaii

1.767(a)(8) Certification and Ownership Information Required by Sections 63.18(h)-(k), (o) of the Commission's rules:

Each Applicant certifies that it is not, and is not affiliated with, a foreign carrier, including an entity that owns or controls a foreign cable landing station in any of the cable's destination markets.

63.18(h): The Transfer of Control resulted in the following ownership structure of the Licensee:

The following entity holds a ten percent (10%) or greater membership (equity) interest in the Licensee:

Entity Name:	<u>Blue Ivory, LLC</u>
Address:	999 Bishop Street, Suite 2600 Honolulu, HI 96813
Citizenship:	U.S.
Principal Business:	General investment
Percent Equity:	100%

The following entity holds a ten percent (10%) or greater membership (equity) interest in Blue Ivory, LLC:

Entity Name: Blue Ivory Hawaii Corp.
Address: 999 Bishop Street, Suite 2600
Honolulu, HI 96813
Citizenship: U.S.
Principal Business: General investment
Percent Equity: 100%

The following entities each hold a ten percent (10%) or greater equity interest in Blue Ivory Hawaii Corp.:

Entity Name: The Adrienne H.R. Hee Irrevocable Trust
Address: Attn: Janeen-Ann A. Olds (Trustee)
999 Bishop Street, Suite 2600
Honolulu, Hawaii 96813

Citizenship: U.S.
Principal Business: Private trust
Percent Equity: 33%

Entity Name: The Breanne E. R. Hee Irrevocable Trust
Address: Attn: Janeen-Ann A. Olds (Trustee)
999 Bishop Street, Suite 2600
Honolulu, HI 96813

Citizenship: U.S.
Principal Business: Private trust
Percent Equity: 33%

Entity Name: The Charlton E.R. Hee Irrevocable Trust
Address: Attn: Janeen-Ann A. Olds (Trustee)
999 Bishop Street, Suite 2600
Honolulu, HI 96813

Citizenship: U.S.
Principal Business: Private trust
Percent Equity: 33%

No other person or entity, directly or indirectly, holds a ten percent (10%) or greater equity interest in the Transferee.

The following person, in her capacity as trustee of the Trusts, holds a ten percent (10%) or greater voting interest in Blue Ivory Hawaii Corp.:

Name:	Janeen-Ann A. Olds
Address:	999 Bishop Street, Suite 2600 Honolulu, HI 96813
Citizenship:	U.S.
Principal Business:	Attorney
Percent Equity:	0%
Percent Voting:	100%

In addition to the equity and voting interests identified above, the following persons or entities have indirect control of the Licensee by means of management authority:

- Blue Ivory has sole management authority over the Licensee (except in limited circumstances involving the institution of bankruptcy or insolvency proceedings by Paniolo or the dissolution of liquidation of Paniolo).
- Blue Ivory Hawaii Corp. has sole management authority over Blue Ivory, including the right to appoint the manager of Blue Ivory. The sole officer and director of Blue Ivory Hawaii Corp. is Janeen-Ann A. Olds, a U.S. citizen. Pursuant to her authority to appoint the manager of Blue Ivory, LLC Ms. Olds has indirect management control over the Licensee.

63.18(h) (Interlocking directorates): There are no officers or directors of Blue Ivory that are officers and directors of foreign carriers.

63.18(i): Each Applicant certifies that it is not, and is not affiliated with, a foreign carrier.

63.18(j): Not applicable.

63.18(k): Not applicable.

63.18(o): Each Applicant certifies pursuant to Sections 1.2001 through 1.2003 of the Commission's rules¹² that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.¹³

¹² 47 C.F.R. §§ 1.2001-1.2003).

¹³ 21 U.S.C. § 862.

1.767(a)(9) Certification of Compliance: By the attached certification, the Transferee certifies that it accepts and will abide by the routine conditions specified in paragraph (g) of Section 1.767 of the Commission's rules.¹⁴

1.767(a)(10) Not applicable.

1.767(a)(11) Information Required of Transfer of Control Applicants: Pursuant to authorization granted in File No. SCL-LIC-20070223-00003, Paniolo holds a cable landing license to land and operate a non-common carrier fiber-optic submarine cable system extending among the Hawaiian islands of Kauai, Oahu, Molokai, Maui, and Hawaii. *See* DA No. 07-3293, Pub. Not. Rep. No. SCL-00034 (rel. Jul. 18, 2007).

III. CONCLUSION

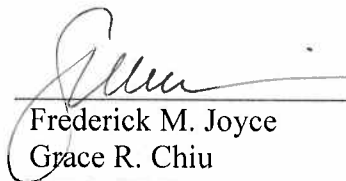
For the reasons stated above, the Applicants respectfully submit that the public interest, convenience, and necessary would be furthered by a grant of this Application for approval to transfer control of Paniolo Cable Company, LLC, holder of the cable landing license identified herein, from Waybill Management Group, LLC to Blue Ivory, LLC, as set forth herein.

Respectfully submitted,

John C. Dodge
DAVIS WRIGHT TREMAINE, LLP
1919 Pennsylvania Avenue, N.W.
Suite 200
Washington, D.C. 20006
Tel: (202) 973-4205
Fax: (202) 973-4499
Email: johndodge@dwt.com

Counsel to
Waybill Management Group, LLC

Dated: February 25, 2009




Frederick M. Joyce
Grace R. Chiu
VENABLE LLP
575 7th Street, N.W.
Washington, D.C. 20004
Tel: (202) 344-4000
Fax: (202) 344-8300
Email: FMJoyce@Venable.com
GRChiu@Venable.com

Counsel to Blue Ivory, LLC

¹⁴ 47 C.F.R. § 1.767(g).

CERTIFICATION OF TRANSFEREE

I, Janeen-Ann A. Olds, hereby certify under penalty of perjury that I am the President of Blue Ivory Hawaii Corp., the corporate parent of Blue Ivory, LLC, the Transferee identified in the foregoing application, and that I am authorized to make this certification on behalf of the Transferee. I certify that the Transferee is not, and is not affiliated with, a foreign carrier in any of the subject cable's destination markets, and that the Transferee is not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862. I further certify that the Transferee will accept and will abide by the routine conditions specified in paragraph (g) of Section 1.767 of the Commission's rules, 47 C.F.R. § 1.767(g). Finally, I hereby certify that the information in the foregoing application is true and accurate to the best of my knowledge.

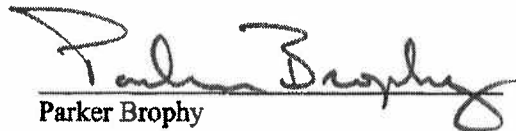


Janeen-Ann A. Olds
President
Blue Ivory Hawaii Corp.

Dated: February __/__, 2009

CERTIFICATION OF TRANSFEROR

I, Parker Brophy, hereby certify under penalty of perjury that I am authorized to make this certification on behalf of Waybill Management Group, LLC, the Transferor identified in the foregoing application. I hereby certify that the Transferor is not, and is not affiliated with, a foreign carrier in any of the Paniolo Fiber Optic Cable's destination markets. I further certify that the Transferor is not subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862. Finally, I hereby certify that the information in the foregoing application is true and accurate to the best of my knowledge.


Parker Brophy

Dated: February 12, 2009

CERTIFICATE OF SERVICE

The undersigned does hereby certify that on this 25th day of February, 2009, a complete copy of the foregoing document was served upon the following:

Ambassador David A. Gross
U.S. Coordinator
EB/CIP
U.S. Department of State
2201 C Street, N.W.
Washington, D.C. 20520-5818
(via first class U.S. mail, postage prepaid)

Kathy Smith
Office of Chief Counsel/NTIA
U.S. Department of Commerce
14th Street and Constitution Avenue, N.W.
Washington, D.C. 20230
(via first class U.S. mail, postage prepaid)

Hillary Morgan
Defense Information Systems Agency
Code RGC
701 S. Courthouse Road
Arlington, VA 22204
(via first class U.S. mail, postage prepaid)

Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554
(via first class U.S. mail, postage prepaid)

George Li
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554
(via electronic mail to George.Li@fcc.gov)

David Krech
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554
(via electronic mail to David.Krech@fcc.gov)

Susan O'Connell
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554
(via electronic mail to [Susan O'Connell@fcc.gov](mailto:Susan.O'Connell@fcc.gov))

By: 
Suzanne C. Hicks