

**Before the  
Federal Communications Commission  
Washington, D.C. 20554**

In the Matter of	)	
	)	
<b>Hawaiian Telcom, Inc. and</b>	)	
<b>Hawaiian Telcom Services Company, Inc.,</b>	)	
<i>Licensees,</i>	)	
	)	File No. SCL-T/C-2017_____
<b>Hawaiian Telcom Holdco, Inc.,</b>	)	
<i>Transferor,</i>	)	
	)	
and	)	
	)	
<b>Cincinnati Bell Inc.,</b>	)	
<i>Transferee</i>	)	
	)	
Application for Transfer of Control of	)	
Cable Landing Licenses	)	

**JOINT APPLICATION FOR TRANSFER OF CONTROL OF  
CABLE LANDING LICENSES**

Hawaiian Telcom Holdco, Inc. (“Holdco” or “Transferor”) and Cincinnati Bell Inc. (“Cincinnati Bell” or “Transferee”), pursuant to the Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (1994), Executive Order No. 10530, Exec. Ord. No. 10530 *reprinted as amended* in 3 U.S.C. § 301, and Section 1.767 of the Rules of the Federal Communications Commission (“Commission”), 47 C.F.R. § 1.767, hereby request approval for the transfer of control of Hawaiian Telcom, Inc. (“HTI”), and Hawaiian Telcom Services Company, Inc. (“HTSC”) (collectively, the “Licensees,” and together with Transferor and Transferee, the “Applicants”) from Holdco to Cincinnati Bell.

HTI and HTSC are authorized by the Commission to operate the Hawaii Island Fiber Network (“HIFN Cable”), which consists of approximately 400 miles of undersea fiber that

connects the six major islands of Oahu, Kauai, Molokai, Lanai, Maui, and the island of Hawai‘i.<sup>1</sup> The HIFN Cable, which is operated on a common carrier basis, is jointly owned with tw telecom of hawaii l.p. In addition, HTI owns and operates the Hawaii Inter-Island Cable System (“HICS Cable”) that connects four of the Hawaiian Islands, Oahu, Kauai, Maui, and Hawai‘i.<sup>2</sup> Finally, HTSC holds an interest in segments four through six of the SEA-US East subsystem, non-common carrier fiber-optic submarine cable network connecting the continental United States, Indonesia, the Philippines, Guam, and Hawai‘i, the Southeast Asia-US submarine cable system (“SEA-US Cable”).<sup>3</sup>

As described below, Cincinnati Bell and the shareholders of Holdco, the indirect parent of Licensees, have signed an agreement whereby Cincinnati Bell will directly acquire 100% of Holdco, including indirectly 100% ownership of Licensees (the “Transaction”).<sup>4</sup> As a result of the Transaction, Cincinnati Bell will indirectly control the respective interests of HTI and HTSC in the HIFN Cable, the HICS Cable, and the SEA-US Cable. Although indirect control of the Licensees will change from Holdco to Cincinnati Bell, services in the United States will continue to be provided to the customers of the HIFN Cable, HICS Cable, and SEA-US Cable under existing service arrangements, consistent with the submarine cable landing licenses granted to the Licensees

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<sup>1</sup> See IBFS File Nos. SCL-LIC-19950627-00024; SCL-MOD-20001015-00036; SCL-MOD-20131114-00012; SCL-ASG-20150512-00012 (transferring interests in Kawaihae and Makaha cable landing stations, from Wavecom Solutions Corporation (“Wavecom”), a wholly owned direct subsidiary of HTI, to HTSC); SCL-ASG-20161222-00027 (transferring interest in HIFN Cable, except for Kawaihae and Makaha cable landing stations, from Wavecom to HTI) [hereinafter collectively *HIFN Authorization*].

<sup>2</sup> See IBFS File Nos. SCL-LIC-19921015-00008; SCL-ASG-20110112-00002 (assigning authorization from GTE Hawaiian Telephone Company to HTI) [hereinafter collectively *HICS Authorization*].

<sup>3</sup> See IBFS File No. SCL-LIC-20150626-00016 (joint authorization of HTSC, GTI Corporation, Globe Telecom, Inc., RAM Telecom International, Inc., TeleGuam Holdings, LLC, d/b/a GTA TeleGuam, PT Telekomunikasi Indonesia International, and Telekomunikasi Indonesia International (USA) Inc.) [hereinafter *SEA-US Authorization*].

<sup>4</sup> Applicants are concurrently filing an application to transfer control of three domestic Section 214 authorities held by HTI, HTSC and Wavecom, respectively; and two international Section 214 licenses held by HTI and HTSC, respectively. See FCC File Nos. ITC-214-20040630-00512; ITC-214-20010503-00269. Applicants are also concurrently filing applications for the transfer of control of wireless licenses held by HTI and Wavecom. See ULS File Nos. 0007862629, 0007865711, 0007867994.

by the Commission. The Transaction, therefore, will not result in any disruption, termination or confusion for existing customers and the transition from Holdco to indirect Cincinnati Bell ownership and control will be seamless. The Applicants provide the following information in support of this Application:

**I. THE APPLICANTS**

**A. Hawaiian Telcom, Inc. (Licensee)**

FRN: 0001520980

HTI, a Hawai'i corporation, is wholly owned by Hawaiian Telcom Communications, Inc. ("HTCI"), a Delaware company, which in turn is wholly owned by Holdco. As the largest full service provider of telecommunications services and products in the state of Hawai'i, HTI is the incumbent local exchange carrier ("ILEC"), serving Hawai'i for over 133 years. HTI holds a license to land and operate the HICS and HIFN cables.<sup>5</sup> Upon consummation of the Transaction, HTI will be a wholly owned indirect subsidiary of Cincinnati Bell.

**B. Hawaiian Telcom Services Company, Inc. (Licensee)**

FRN: 0013077250

HTSC, a Delaware corporation authorized to conduct business in the state of Hawai'i, provides interstate and intrastate long distance, high speed Internet, video, managed services, advanced communications and network services, data center services including colocation and virtual private clouds, cloud-based services, and wireless service. As described above, HTSC holds a license to operate the Kawaihae and Makaha cable landing stations for the HIFN cable and is authorized by the Commission to land and operate the SEA-US cable.<sup>6</sup> HTSC is a wholly owned

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<sup>5</sup> See *HIFN Authorization*, *supra* note 1; *HICS Authorization*, *supra* note 2.

<sup>6</sup> See *HIFN Authorization*, *supra* note 1; *SEA-US Authorization*, *supra* note 3.

indirect subsidiary of Holdco. As such, upon consummation of the Transaction, HTSC will be a wholly owned indirect subsidiary of Cincinnati Bell.

**C. Hawaiian Telcom Holdco, Inc. (Transferor)**

FRN: 0012790945

Hawaiian Telcom Holdco, Inc. (“Holdco”) is a widely held, publicly traded company (NASDAQ: HCOM) that, along with its subsidiaries, is headquartered in Honolulu, Hawai‘i. Holdco’s 100% interest in HTI and HTSC is held through an intermediate holding company HTCI.

**E. Cincinnati Bell Inc. (Transferee)**

FRN: 0003018033

Cincinnati Bell is a publicly traded corporation (NYSE: CBB). Among other services, Cincinnati Bell and its subsidiaries provide high-speed data, video and voice solutions to consumers and businesses over an expanding fiber network and legacy copper network.<sup>7</sup> Cincinnati Bell, through its subsidiary Cincinnati Bell Telephone Company LLC (“CBT”), has operated as an ILEC serving portions of Ohio, Kentucky, and Indiana for over 140 years. CBT is the only telephone company formerly associated with the Bell System that still operates independently. Beyond CBT’s ILEC territory, Cincinnati Bell provides competitive local exchange carrier (“CLEC”) services in contiguous areas in Ohio and video service in portions of Ohio, Kentucky, and Indiana through its indirect subsidiary Cincinnati Bell Extended Territories LLC (“CBET”), and provides nationwide long distance, voice over Internet protocol (“VoIP”) and CLEC service through its indirect subsidiary Cincinnati Bell Any Distance Inc. (“CBAD”).<sup>8</sup> Pursuant to the proposed Transaction, Cincinnati Bell will acquire all of the stock of Holdco and, as a result, Holdco will be a

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<sup>7</sup> Through Cincinnati Bell Technology Solutions Inc. (“CBTS”), a Delaware corporation, 100% owned by Cincinnati Bell, Cincinnati Bell also provides enterprise customers across the United States efficient, scalable office communications systems and end-to-end IT solutions.

<sup>8</sup> CBAD is 100% owned by Cincinnati Bell’s CBTS direct subsidiary.

direct, wholly owned subsidiary of Cincinnati Bell and Cincinnati Bell will become the ultimate owner of Licensees.

## **II. THE PROPOSED TRANSACTION**

Pursuant to the Agreement and Plan of Merger (the “Agreement”), dated as of July 9, 2017, by and among Cincinnati Bell, Twin Acquisition Corp. (“Merger Sub”),<sup>9</sup> and Holdco, Merger Sub will merge with and into Holdco, whereupon the separate existence of Merger Sub will cease and Holdco will be the surviving corporation (the “Transaction”). Cincinnati Bell will acquire all of the stock of Holdco, and assume its debt, for cash and Cincinnati Bell common stock worth approximately \$650 million.<sup>10</sup> As a result of this Transaction, Holdco will be a direct, wholly owned subsidiary of Cincinnati Bell and Cincinnati Bell will become the ultimate owner of Licensees.<sup>11</sup>

After the Transaction closes, Leigh Fox, the current President and Chief Executive Officer of Cincinnati Bell, will continue to serve as President and Chief Executive Officer of the combined company. Two people, who reside in Hawai‘i, will join the Board of Directors of Cincinnati Bell. Cincinnati Bell will continue to be publicly traded. Licensees and Cincinnati Bell will continue to maintain their separate local brand identities and operations and Licensees will continue to be locally managed from Hawai‘i. The Transaction will be transparent to customers and will not result

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<sup>9</sup> Merger Sub is a wholly owned Delaware subsidiary of Cincinnati Bell formed for the purposes of implementing the Transaction. More information regarding Cincinnati Bell can be found at [www.cincinnati-bell.com](http://www.cincinnati-bell.com).

<sup>10</sup> Holdco shareholders will have the option to elect either cash, Cincinnati Bell common stock, or some combination thereof in exchange for each share of Holdco subject to proration such that the aggregate consideration to be paid to Holdco shareholders will be 60% cash and 40% Cincinnati Bell common stock. Holdco shareholders will be entitled to receive shares representing no more than 15% of Cincinnati Bell’s common stock.

<sup>11</sup> See the pre- and post-Transaction corporate ownership structures depicted in **Exhibit A**. The Transaction, if approved, would leave HTI and HTSC as indirect subsidiaries of Cincinnati Bell through two intermediate holding companies, Holdco and HTCI. Cincinnati Bell is currently studying the possibility of merging these two intermediate holding companies into the Cincinnati Bell parent corporation some time following the closing of the Transaction. If completed, Cincinnati Bell will submit the required post-closing notice for this *pro forma* change to transfer direct stock ownership of HTI and HTSC to Cincinnati Bell.

in service disruption, termination, or customer confusion. Applicants seek approval for the Transaction under which indirect control of the Licensees will be transferred to Cincinnati Bell.

### **III. PUBLIC INTEREST CONSIDERATIONS**

Consummation of the Transaction described herein will serve the public interest. It will lead to the emergence of a more capable and better-resourced supplier in the highly competitive submarine cable market for international wholesale capacity in the Pacific region.

Cincinnati Bell is managerially, technically, and financially well-qualified to complete the Transaction and assume indirect ownership control of the Licensees. Cincinnati Bell has provided telecommunications services for more than a century and leverages a fiber-rich network to continue offering advanced telecommunications solutions to consumer, commercial, and carrier customers in its expanded territory. Cincinnati Bell believes that “fiber density” will increasingly be a market differentiator for businesses and consumers, enabling faster and more efficient commercial opportunities and its fiber facilities now pass approximately 70 percent of the locations in its operating area. As fiber becomes increasingly critical – expected to comprise 50% of the cable market by 2020 – Cincinnati Bell expects that its extensive fiber network will position it on the leading edge of the industry, able to anticipate and address customer needs. Together with HTI, Cincinnati Bell will be positioned to expand the combined Company’s Next Generation fiber network to both urban and non-urban areas in Hawai‘i, bringing superior service and speed to even more customers in Oahu and the neighbor islands. The combined fiber network will exceed 15,000 fiber route miles, further differentiating Cincinnati Bell from traditional carriers of its size.

Cincinnati Bell has the experience and resources to support and enhance the Licensees’ operations. Cincinnati Bell management has significant experience operating incumbent local exchange companies in both urban and non-urban markets and Cincinnati Bell has successfully

deployed fiber facilities and brought innovative broadband and video services to such markets. Cincinnati Bell has a proven track record in running a financially sound company well-positioned to maintain its network over the long term while successfully pursuing network expansions. The Transaction will strengthen the Licensees' existing business by giving them access to Cincinnati Bell's expansive suite of products and services, facilities and vendor relationships. Such services, facilities and vendor relationships will allow Licensees to deliver a broader suite of products and services to consumers and businesses in Hawai'i. The increased scale and resources of the combined operation will facilitate greater growth opportunities in a range of products and services including expanded broadband and entertainment products available over an enhanced fiber network. These growth opportunities will not negatively impact the Licensees' costs of operations. Moreover, leveraging best-practices of the combined entities will allow knowledge sharing leading to improved efficiencies and operations benefitting both Cincinnati Bell and Licensees. In short, Applicants anticipate that the Transaction will result in a stronger combined company and benefit consumers in the following ways:

- Licensees will gain access to Cincinnati Bell's full suite of services, facilities and vendor relationships. Such services, facilities and vendor relationships will allow Licensees to deliver a broader suite of services to customers and businesses in Hawai'i. The combined operation will have greater growth opportunities in a range of products and services.
- Customers will benefit from increased content-buying power and access to Cincinnati Bell's expanded service offerings. Additionally, Licensees will have access to Cincinnati Bell's robust analytics capabilities, which will allow for better mapping of customer demands and needs to capabilities, which will result in increased efficiencies and enhanced offerings.
- While no systems cutover is required as a result of the Transaction, both companies, with increased scale, will be able to implement combined systems with improved capabilities, allowing for improved efficiencies and improved customer support services.
- Licensees will be able to leverage Cincinnati Bell's analytics capabilities and market strategies to pursue wireless fiber builds and small cell networks.
- In the combined enterprise, although Licensees will gain access to Cincinnati Bell's

managerial and operational experience and resources, local Hawai'i management will continue to play an important role in local decision making and the ability to shape how best to meet the needs of Hawai'i's communities.

- Licensees will benefit from the financial support of the combined enterprise, thereby enabling Licensees to deliver improved services and expand infrastructure across the islands addressing demands for high quality high speed broadband and competitive video offerings.
- Cincinnati Bell will gain access to the SEA-US submarine cable for better and more cost-effective routing of international traffic and traffic between the U.S. mainland and Hawai'i, benefitting both retail customers as well as wholesale customers.

The Transaction is structured only as a change of ownership at the holding company level and will not affect any of the operations or legal identities of the Licensees. The proposed Transaction will not result in a change of carrier for any customers or any assignment of existing Commission authorizations. Further, Licensees' rates, terms and conditions of services currently provided to their customers will not change as a result of the Transaction. Any future changes will be done with careful planning and implementation in the normal course of business operations. There will be no need to change any billing systems or operational support systems before closing the Transaction. Any future service changes, information technology upgrades, or expansions to HTI's and Cincinnati Bell's systems will be done with careful planning and execution in the normal course of business operations.

The change in control will also not result in any anticompetitive effects. The Commission typically employs a regional approach in analyzing the international transport market, evaluating submarine cable capacity in the Atlantic, Pacific, and the Americas regions.<sup>12</sup> The Commission evaluates merger transactions, examining existing capacity and anticipated future capacity within

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<sup>12</sup> See *In the Matter of Applications filed by Global Crossing Limited and Level 3 Communications, Inc. for Consent to Transfer Control*, Memorandum Opinion and Order and Declaratory Ruling, 26 FCC Rcd 14056, 14069-70 (2011) (citing *In the Matter of AT&T Inc. and BellSouth Corporation, Application for Transfer of Control*, Memorandum Opinion and Order, 22 FCC Rcd 5662, 5741, ¶ 159 (2007); *In the Matter of Verizon Communications Inc. and MCI, Inc., Applications for Approval of Transfer of Control*, Memorandum Opinion and Order, 20 FCC Rcd 18433, 18514-15, ¶ 158 (2005)).



two years, to determine whether the combined entity would have the ability to exercise market power through unilateral or coordination action.<sup>13</sup> The market for transport in the Pacific region is very competitive. Cincinnati Bell does not presently operate in Hawai'i and therefore does not compete with Licensees and the Transaction will not have any impact on the current level of competition in the Pacific region. Moreover, in strengthening the financial and operational capacity and scale of Hawai'i's largest telecommunications provider, the proposed Transaction will enhance competition to the benefit of consumers. Following the consummation of the Transaction, international carriers will continue to have a range of capacity options across the highly competitive Americas market.

In sum, the proposed Transaction will improve and expand the Applicants' offerings across a broad range of services to consumers, without adversely affecting existing customers, and will enhance competition in an already competitive market. For these reasons, Applicants respectfully submit that this Transaction is in the public interest.

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

In support of this Application, Applicants submit the following information in accordance with Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767:

**(1) Name, address and telephone number of Applicants:**

Licensees:                   Hawaiian Telcom, Inc.  
                                  Hawaiian Telcom Services Company, Inc.  
                                  1177 Bishop Street  
                                  Honolulu, HI 96813  
                                  808-546-4511

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<sup>13</sup> *Id.*

Transferor: Hawaiian Telcom Holdco, Inc.  
1177 Bishop Street  
Honolulu, HI 96813  
808-546-4511

Transferee: Cincinnati Bell Inc.  
221 East Fourth Street  
Cincinnati, OH 45202  
513-397-9900

**(2) Place of Formation:**

Licensees: HTI is organized under the laws of the State of Hawai'i.  
HTSC is organized under the laws of the State of Delaware.

Transferor: Holdco is organized under the laws of the State of Delaware.

Transferee: Cincinnati Bell is organized under the laws of the State of Ohio.

**(3) Correspondence concerning this Application should be sent to:**

*For Cincinnati Bell:*

Christopher J. Wilson  
Vice President & General Counsel  
Cincinnati Bell Inc.  
221 East Fourth Street  
Cincinnati, OH 45202  
Tel: 513-397-0750  
Fax: 513-421-1367  
christopher.wilson@cinbell.com

with a copy to:

Andrew D. Lipman  
Catherine Wang  
Morgan, Lewis & Bockius LLP  
1111 Pennsylvania Ave., N.W.  
Washington, DC 20004-2541  
Tel: 202-739-3000  
Fax: 202-739-3001  
andrew.lipman@morganlewis.com  
catherine.wang@morganlewis.com

*For Holdco and the Licensees:*

Steven P. Golden  
Hawaiian Telcom, Inc.  
1177 Bishop Street  
Honolulu, HI 96813  
Tel: 808-546-3877  
Fax: 808-546-8992  
steven.golden@hawaiiantel.com

**(4) Description of the Cable System:**

A description of the HIFN Cable is on file with the Commission under FCC File No. SCL-LIC-19950627-00024; a description of the HICS Cable is on file with the Commission under FCC File No. SCL-LIC-19921015-00008; and a description of the SEA-US Cable is on file with the Commission under FCC File No. SCL-LIC-20150626-00016. Each license file is incorporated by reference herein.

**(5) Landing Points**

General descriptions of the HIFN Cable, HICS Cable, and SEA-US Cable landing locations are on file with the Commission in the original license files, which are incorporated by reference herein.

**(6) A Statement as to Whether the Cable Will be Operated on a Common Carrier or Non-Common Carrier Basis**

Both the HIFN Cable and the HICS Cable are operated and will continue to operate on a common carrier basis. The SEA-US Cable is operated and will continue to be operated on a non-common-carrier basis.

**(7) Ownership Interests in the HICS, HIFN and SEA-US Cables**

The HICS Cable is 100% owned by HTI. Together, HTI and HTSC hold a 50% ownership

interest in the HIFN Cable.<sup>14</sup> HTSC holds a 13.27% ownership interest in segments 4, 5, and 6 of the SEA-US East subsystem of the SEA-US Cable. The interests of HTI in the HICS Cable and HIFN Cable and the interests of HTSC in the HIFN Cable and the SEA-US Cable will, upon consummation of the Transaction, become indirectly wholly owned and controlled by Cincinnati Bell.

**(8) Certification and Ownership Information Required by Section 1.767(a)(8) of the Commission's Rules, 47 C.F.R. §1.767(a)(8), Incorporating by Reference the Requirements of Section 63.18(h) and (o) of the Commission's Rules, 47 C.F.R. §§ 63.18(h) and (o):**

**Section 63.18(h) – Ten Percent or Greater Shareholders & Interlocking Directorates**

Upon completion of the Transaction, HTI and HTSC will remain direct, wholly owned subsidiaries of HTCI, a Delaware holding company with its principal business address at 1177 Bishop Street, Honolulu, Hawai'i 96813. HTCI will remain a direct, wholly owned subsidiary of Holdco. As a result of the Transaction, Holdco, HTCI, HTI and HTSC will be ultimately wholly owned by Cincinnati Bell.<sup>15</sup>

Cincinnati Bell is, and will remain post-closing, a publicly traded company. To its knowledge, Cincinnati Bell has three 10 percent or greater interest holders, BlackRock, Inc., The Vanguard Group, Inc., and GAMCO, all of which are U.S.-based investment management companies, which hold approximately 13.8%, 13.54%, and 12.37% respectively of Cincinnati Bell common stock. The percentage interest held by BlackRock, Inc., The Vanguard Group, Inc, and GAMCO Investors, Inc. is expected to be diluted as a result of the Transaction.

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<sup>14</sup> The HIFN Cable is jointly owned with tw telecom of hawaii l.p. tw telecom owns the sheath and 50 percent of the fibers within the sheath for all of the segments except for the segments to Lanai and Molokai. HTI owns the remaining 50 percent of the fibers within the interisland segments other than to Lanai and Molokai. HTI owns the sheath and 100 percent of the fibers for the Lanai and Molokai interisland segments. *See supra* note 1.

<sup>15</sup> *See* the pre- and post-Transaction corporate ownership structures depicted in **Exhibit A**.

Name: BlackRock, Inc.<sup>16</sup>  
Address: 55 East 52nd Street  
New York, NY 10055  
Citizenship: United States (Delaware)  
Principal Business: Investment Management  
% Interest: 13.8% (indirectly, as the parent of BlackRock Fund  
Advisors)<sup>17</sup>

Name: The Vanguard Group, Inc.<sup>18</sup>  
100 Vanguard Blvd.  
Malvern, PA 19355  
Citizenship: United States (Pennsylvania)  
Principal business: Investment Management  
% Interest: 13.54%<sup>19</sup>

Name: GAMCO Investors, Inc. (“GAMCO”)  
One Corporate Center  
Rye, New York 10580-1435  
Citizenship: United States (New York)  
Principal business: Investment Management  
% Interest: 12.37%<sup>20</sup>

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<sup>16</sup> BlackRock, Inc., a publicly traded corporation, holds its interest in Cincinnati Bell through BlackRock Fund Advisors, an investment management company owned by BlackRock, Inc. Based on publicly available information, Applicants are not aware of any other person or entity currently holding a 10% or greater interest in Cincinnati Bell through BlackRock, Inc.

<sup>17</sup> See BlackRock, Inc., Information Statement Pursuant to Rules 13-d-1 and 13d-2 Under the Securities and Exchange Commission Act of 1934, Amendment No. 8 (Schedule 13G/A) (Jan. 12, 2017).

<sup>18</sup> The Vanguard Group is a large privately held U.S.-based investment management company structured as a mutual company owned by funds managed by the company and ultimately by its customers. See *Why Ownership Matters*, VANGUARD, <https://about.vanguard.com/what-sets-vanguard-apart/why-ownership-matters/> (last visited August 7, 2017). The Vanguard Group’s shares in Cincinnati Bell are held through funds that the Vanguard Group owns and/or manages. The Chairman of the Board, President, and Chief Executive Officer is F. William McNabb III. The remainder of the Board is made up of Emerson U. Fullwood, Rajiv L. Gupta, Amy Gutmann, JoAnn Heffernan Heisen, F. Joseph Loughrey, Mark Loughridge, Scott C. Malpass, André F. Perold, and Peter F. Volanakis. Based on publicly available sources it appears that at least a majority of the Board are likely U.S. citizens. Applicants are not aware of any person or entity currently holding a 10% or greater ownership interest in Cincinnati Bell through the Vanguard Group.

<sup>19</sup> See Vanguard Group, Inc., Information Statement Pursuant to Rules 13-d-1 and 13d-2 Under the Securities and Exchange Commission Act of 1934, Amendment No. 9 (Schedule 13G/A) (Feb. 10, 2017).

<sup>20</sup> This percentage ownership represents the aggregate ownership of multiple investment entities under the direct or indirect control of Mario J. Gabelli (“Gabelli”), a U.S. citizen whose business address is One Corporate Center, Rye New York 10580-1435. The entities controlled by Gabelli have the same business address. Their percentage equity ownership in Cincinnati Bell are: GAMCO Asset Management Inc., a New York corporation with 6.68%; Gabelli Funds, LLC, a New York corporation with 5.18%; MJG Associates, Inc., a Connecticut corporation with .01%; and Teton Advisors, Inc., a Delaware corporation with .36%. See GAMCO Investors, Inc. et al., Information Statement Pursuant to Rules 13-d-1 and 13d-2 Under the Securities and Exchange Commission Act of 1934, Amendment No. 10 (Schedule 13D/A) (Dec. 12, 2014).

Cincinnati Bell does not expect any new person or entity to own or control 10% or more of its stock as a result of the Transaction.

Except for its indirect subsidiary, CBTS Canada Inc. (“CBTS Canada”), Cincinnati Bell does not have any interlocking directorates with foreign carriers. All of the following directors and officers of CBTS Canada are also officers of Cincinnati Bell:

**CBTS Canada Directors**

Leigh R. Fox  
Christopher C. Elma

**CBTS Canada and CBI Officers**

Leigh R. Fox	Chief Executive Officer
Thomas E. Simpson	Chief Operating Officer
Christopher J. Wilson	Vice President & General Counsel
Christopher C. Elma	Vice President, Treasury & Tax
Joshua T. Duckworth	Vice President & Controller & Investor Relations
Julie M. Barlow	Managing Director, Tax
Connie M. Vogt	Corporate Secretary

For the Commission’s convenience, pre- and post-closing organization illustrative charts are provided as **Exhibit A**.

**Section 1.767(a)(8)(ii) – Certification Regarding Foreign Carrier Status and Foreign Affiliation:**

By its signature to this application, the Transferee, Cincinnati Bell, hereby certifies that it is not a foreign carrier, and does not directly own a cable landing station in any foreign country.<sup>21</sup>

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<sup>21</sup> Cincinnati Bell is affiliated with a foreign carrier through its indirect subsidiary CBTS Canada, a company organized under the laws of Ontario, Canada, which holds a Reseller Registration and Basic Telecommunications Services (“BTS”) License to provide resold long distance service on a non-dominant competitive basis in Canada. Upon completion of the Transaction, HTI, HTSC and Wavecom will become affiliated with CBTS Canada. CBTS Canada does not own any cable landing facilities.

**Section 1.767(a)(8)(iii) – Certification Regarding Destination Markets:**

By its signature to this application, the Transferee, Cincinnati Bell, certifies that following consummation of the Transaction, none of its affiliates will provide international telecommunications services to any destination market of the HIFN Cable, the HICS Cable or the SEA-US Cable where : (i) it is a foreign carrier in that country; or (ii) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Cincinnati Bell and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of international basic telecommunications services in the United States. Cincinnati Bell certifies that it does not, by this application, seek to provide international telecommunications services to countries where it controls foreign carriers.

**Section 63.18(o) – Certification Regarding the Anti-Drug Abuse Act of 1988:**

By its signature to this application, Cincinnati Bell hereby certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission’s Rules, 47 C.F.R. §§ 1.2001-1.2003 (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. §3301), that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

**(9) Certification of Compliance:**

By its signature to this application, Cincinnati Bell certifies that it accepts and will abide by the routine conditions set forth in Section 1.767(g) of the Commission’s Rules, 47 C.F.R. §1.767(g).

**V. NATIONAL SECURITY REVIEW**

HTSC is a party to an agreement with the United States Department of Homeland Security (“DHS”) (the “NSA”) governing its operations on the SEA-US Cable.<sup>22</sup> In addition, HTI has

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<sup>22</sup> See Petition to Adopt Conditions to Authorizations and Licenses, File No. SCL-LIC-20150626-00016 (Jan. 12, 2017) (including attached Agreement between GTI Corporation d/b/a GTI Telecom, Hawaiian Telcom Services

provided a Letter of Assurance (“LOA”) to DHS and the U.S. Department of Justice (“DOJ”) providing certain commitments with regard to its operations on the HIFN Cable and the HICS Cable.<sup>23</sup> By their signature herein, HTSC, HTI and Cincinnati Bell certify that after the closing of the Transaction, they will continue to abide by the commitments made in the NSA and LOA.

## **VI. STREAMLINED PROCESSING REQUEST**

The Applicants hereby request streamlined processing pursuant to Sections 1.767(j) and (k) of the Commission’s rules, 47 C.F.R. §§ 1.767(j), (k). In particular, post-closing, none of the Applicants will be affiliated with a dominant foreign carrier. Moreover, this application raises no competition or public interest concerns that would require consideration outside of the Commission’s streamlined review process. For all of these reasons, this application is eligible for streamlined processing under the Commission’s rules.

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Company, Inc., RAM Telecom International, Inc., and TeleGuam Holdings, LLC d/b/a GTA and U.S. Department of Homeland Security (Jan. 11, 2017)).

<sup>23</sup> See Petition to Adopt Conditions to Authorizations and Licenses, File Nos. ITC-T/C-20120716-00183; ISP-PDR-20120716-00003; WC Docket No. 12-206 (Dec, 10, 2012) (including attached LOA from HTI to DHS and DOJ (Dec. 7, 2017)).



**VII. CONCLUSION**

For the foregoing reasons, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted,

**Hawaiian Telcom Holdco, Inc.**  
**Hawaiian Telcom, Inc.**  
**Hawaiian Telcom Services Company, Inc.**

**Cincinnati Bell Inc.**

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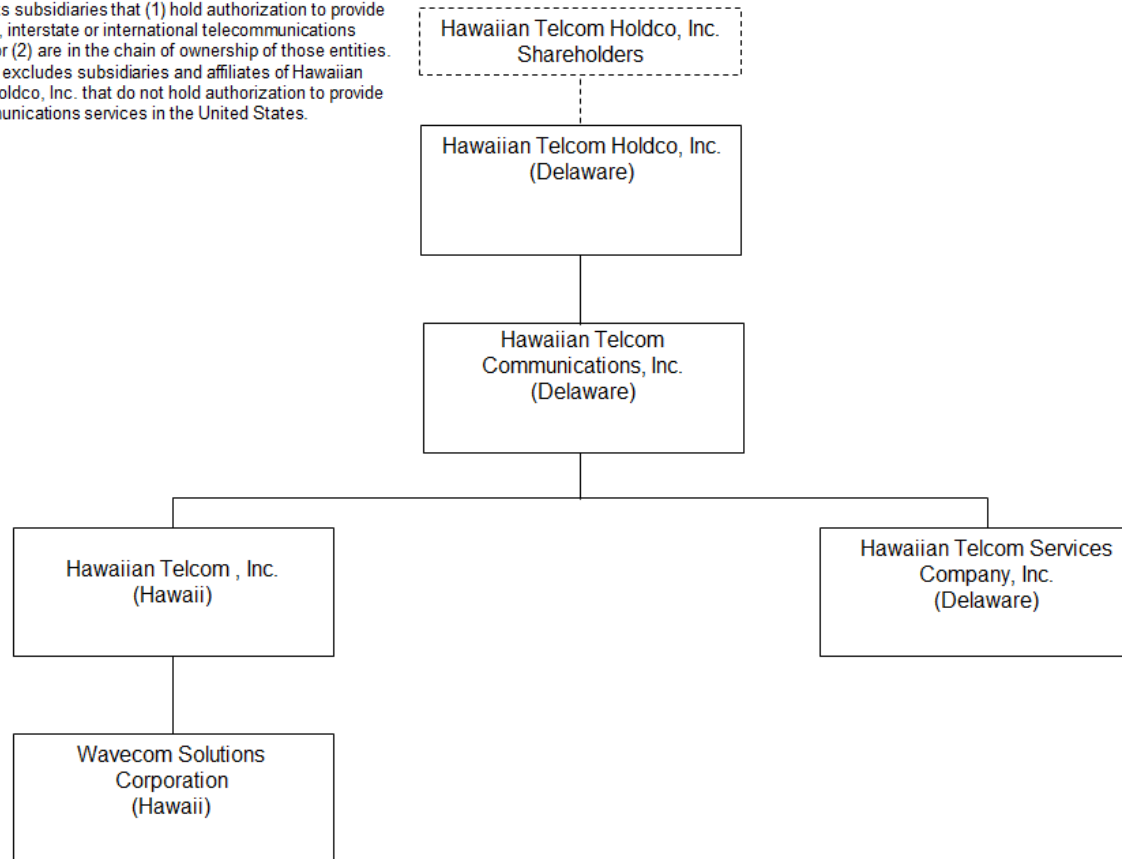
*Counsel for Cincinnati Bell Inc.*

Date: August 11, 2017

Exhibit A

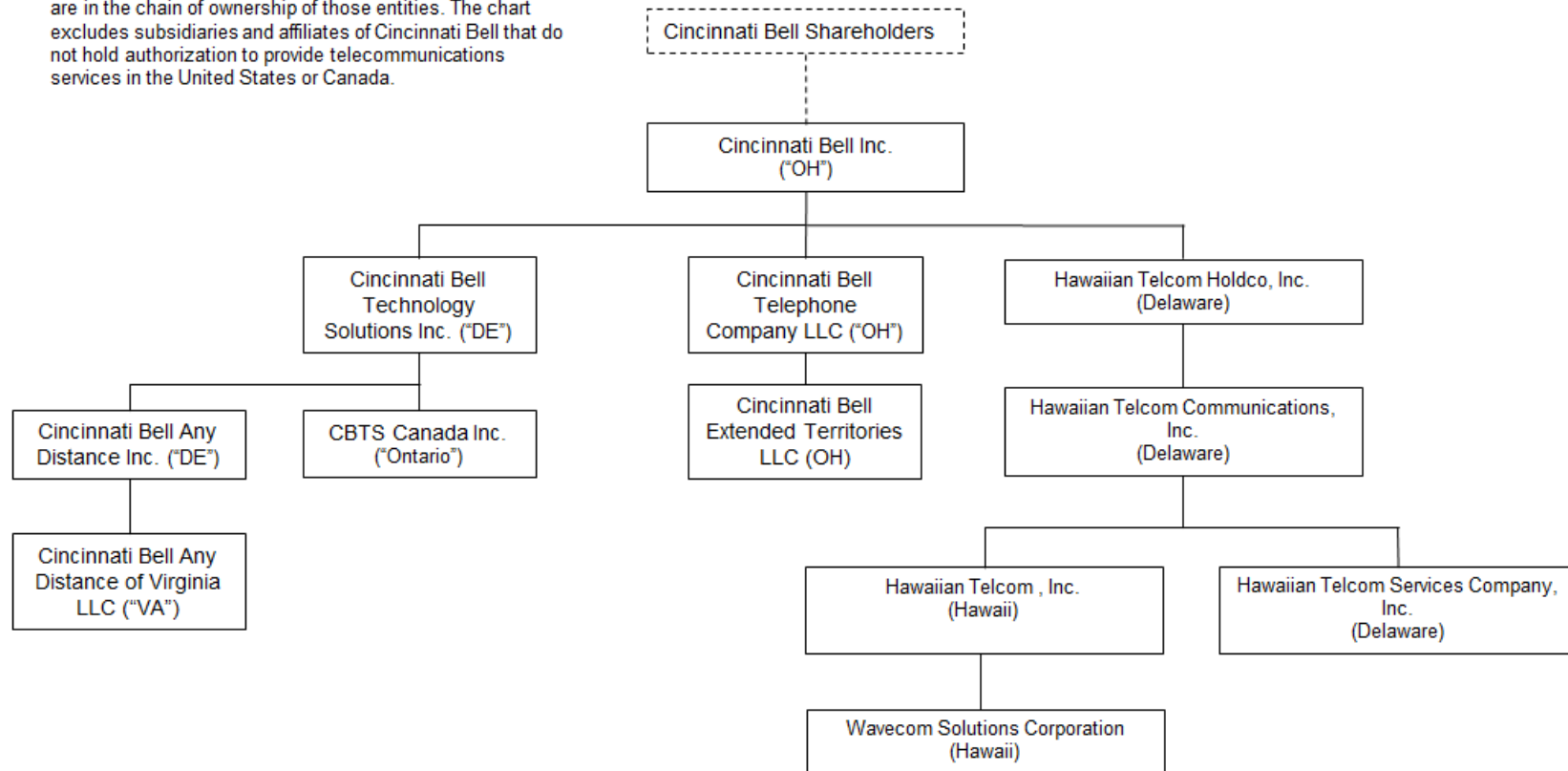
# Hawaiian Telcom Pre-Transaction Corporate Organization Chart

\* All solid lines in this chart represent 100% ownership. The entities listed herein only include Hawaiian Telcom Holdco, Inc. and its subsidiaries that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries and affiliates of Hawaiian Telcom Holdco, Inc. that do not hold authorization to provide telecommunications services in the United States.



# Hawaiian Telcom and Cincinnati Bell Post-Transaction Corporate Organization Chart

\* All solid lines in this chart represent 100% ownership. The entities listed herein only include Cincinnati Bell and its subsidiaries that (1) hold authorization to provide intrastate, interstate or international telecommunications services or (2) are in the chain of ownership of those entities. The chart excludes subsidiaries and affiliates of Cincinnati Bell that do not hold authorization to provide telecommunications services in the United States or Canada.



## VERIFICATION

I, Christopher J. Wilson, state that I am Vice President and General Counsel of Cincinnati Bell 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 with respect to the Company and its subsidiaries are true and correct to my knowledge, information, and belief.

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

10<sup>th</sup> day of August 2017.

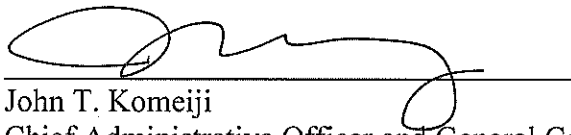


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## VERIFICATION

I, John T. Komeiji, state that I am the Chief Administrative Officer and General Counsel of Hawaiian Telcom Holdco, 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 with respect to the Company and its subsidiaries are true and correct to my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 10th day of August 2017.



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**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that the foregoing document was service this date upon the following:

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/s/

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Denise Wood

August 11, 2017