

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C.

*In the Matter of*

TPG TELECOM LIMITED,  
*Transferor,*

VODAFONE HUTCHISON AUSTRALIA PTY LIMITED  
*Transferee,*

PPC 1 LIMITED AND  
PPC 1 (US) INC.,  
*Licensees,*

Application for Consent to Transfer Control of a  
Cable Landing License for a Private Fiber-Optic  
Cable System Connecting Australia and Guam,

THE PPC-1 SYSTEM

File No. SCL-T/C-2018-\_\_\_\_\_

**JOINT APPLICATION FOR CONSENT TO TRANSFER CONTROL—  
STREAMLINED PROCESSING REQUESTED**

Pursuant to 47 U.S.C. § 34, Executive Order No. 10,530, and 47 C.F.R. § 1.767(a)(11) and (g)(6), TPG Telecom Limited (“TPG Telecom”) and Vodafone Hutchison Australia Pty Limited d/b/a Vodafone Australia (“VHA”) apply for Commission consent to transfer control of the cable landing license for the PPC-1 system held by PPC 1 Limited and PPC 1 (US) Inc. (“PPC 1 US,” together with PPC 1 Limited, the “Licensees,” and together with PPC 1 Limited, TPG Telecom, and VHA, “Applicants”). TPG Telecom, VHA, and certain VHA affiliates have entered into an agreement to achieve a merger that will create a new integrated telecommunications provider in Australia (the “Proposed Transaction”). Upon consummation of the Proposed Transaction, TPG Telecom will be owned 100-percent by VHA, and existing TPG Telecom shareholders will receive new shares in VHA. VHA will be listed on the Australian

Securities Exchange and renamed “TPG Telecom Limited,” and (old) TPG Telecom will also be renamed. After completion of the Proposed Transaction, VHA will be 49.9-percent owned by current TPG Telecom shareholders, while Vodafone Europe B.V. (“Vodafone Europe”), an indirect wholly owned subsidiary of Vodafone Group Plc (“Vodafone Group”), will indirectly own 25.05 percent of VHA’s shares and Hutchison Telecommunications (Australia) Limited (“Hutchison Telecoms Australia”), an indirect subsidiary of CK Hutchison Holdings Limited (“CKH”), will indirectly own 25.05 percent of VHA’s shares.

Consummation of the Proposed Transaction will serve the public interest, convenience, and necessity by providing the Licensees with the financial strength to compete more effectively on the Australia-Guam route, where the PPC-1 system competes with Telstra’s Australia-Japan Cable, as well as on the broader U.S.-Australia route, where the PPC-1 system competes with Telstra’s Endeavour system, the Southern Cross Cable Network (owned jointly by Spark f/k/a Telecom New Zealand, Optus (a subsidiary of Singapore Telecommunications) and Verizon), and the Hawaiki system. The Proposed Transaction will also enhance competition in Australia by creating a new integrated telecommunications provider that will compete vigorously with the incumbents, Telstra and Optus.

The Proposed Transaction raises no public interest concerns that would warrant an extended review or transaction-specific conditions for consent other than continuation of the preexisting Team Telecom mitigation.<sup>1</sup> Indeed, this application qualifies for presumptive streamlined processing under 47 C.F.R. § 1.767(k)(2). While consummation of the Proposed Transaction will result in new foreign-carrier affiliations for the Licensees, VHA and its foreign

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<sup>1</sup> See Letter from TPG Telecom Limited CEO David Teoh to DHS Assistant Secretary for Border, Immigration and Trade, File Nos. SCL-LIC-20080213-00001 and SCL-MOD-20180803-00030 (July 31, 2018) (“2018 LOA”).

affiliates will lack market power in Australia, the destination market for the PPC-1 system, where Telstra remains dominant. Moreover, the Proposed Transaction will create no new combinations that would adversely affect competition in any geographic market for submarine cable capacity.

## **I. BACKGROUND**

### **A. Parties to the Proposed Transaction**

#### **1. TPG Telecom**

TPG Telecom, the ultimate parent of the Licensees, is an Australian public company limited by shares and headquartered in Macquarie Park, Australia. Its shares trade publicly on the Australian Securities Exchange. Through its operating subsidiaries, TPG Telecom owns and operates advanced telecommunications networks and provides fixed and mobile telecommunications and Internet services in Australia. TPG Telecom operates the second largest fixed voice and data network in Australia, with over 27,000 kilometers of metropolitan and inter-capital fiber. TPG Telecom has approximately 22 percent of the fixed line broadband market and 1 percent of the mobile market. In March 2010, TPG Telecom acquired PIPE Networks Pty Limited (“PIPE Networks”), then the ultimate parent company of PPC 1 US and PPC 1 Limited, in a transaction to which the Commission consented.<sup>2</sup>

In December 2016, TPG Telecom successfully bid to acquire spectrum in Singapore and announced its intention to roll out Singapore’s 4th mobile telecommunications network. TPG’s Singapore business (“TPG Singapore”) was built and developed within TPG Telecom with the intention of separating the entity at the appropriate time. On or before the date of consummation

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<sup>2</sup> See *Actions Taken Under Cable Landing License Act*, Public Notice, File No. SCL-T/C-20091230-00041, 25 FCC Rcd. 1641 (2010).

of the Proposed Transaction, TPG Telecom will spin off TPG Singapore in a share distribution to its shareholders. TPG Telecom and TPG Singapore intend to enter into a commercial and transitional services agreement that will govern certain services to be provided after consummation of the Proposed Transaction.

## **2. VHA**

VHA is a 50-50 joint venture between an indirect subsidiary of Vodafone Group and a direct subsidiary of Hutchison Telecoms Australia. Vodafone Group is a publicly traded multinational telecommunications company headquartered in London, United Kingdom. Vodafone Group's stock trades on the London Stock Exchange under ticker symbol LON:VOD and on the NASDAQ Stock Exchange under ticker symbol NASDAQ:VOD. Hutchison Telecoms Australia is 87.87-percent owned by CKH, a publicly traded multinational conglomerate headquartered in Hong Kong. CKH's stock trades on the Hong Kong Stock Exchange under ticker symbol HKEX:1.

VHA is the third largest mobile telecommunications provider in Australia. VHA owns and operates its own 3G and 4G mobile network, which has mobile sites nationally. In addition to supplying mobile services, VHA supplies wholesale mobile services for resale to retail customers by mobile virtual network operators under their own brands. In December 2017, VHA began acquiring wholesale capacity on the Australian government-owned national broadband network ("NBN") and using that capacity to retail fixed home broadband services to VHA's customers in Australia. VHA employs approximately 2,500 people throughout Australia at its offices in Sydney, Melbourne, Brisbane, Adelaide, and Perth, its Customer Care Office in Hobart, and its retail stores throughout the country. VHA's national footprint of retail stores consists of approximately 110 company-owned stores and 326 exclusive dealer stores. As of

July 31, 2018, VHA’s mobile customer base in Australia consisted of approximately 5.98 million subscribers, and additionally several thousand fixed broadband customers. VHA’s annual revenues for the year ending December 31, 2017 totaled AUD \$3.46 billion (approximately US \$2.49 billion at current exchange rates).

### **3. PPC 1 Limited**

PPC 1 Limited is a joint licensee for the PPC-1 system with PPC 1 (US).<sup>3</sup> PPC 1 Limited, a limited liability company organized under the laws of Bermuda, owns and operates the wet-link portions of the PPC-1 system in international waters. PPC 1 Limited is an indirect, wholly-owned subsidiary of PIPE Networks (itself 100-percent owned by TPG Telecom). The Australian-territory assets of the PPC-1 system, including the Sydney cable landing station, are owned by PIPE International (Australia) Pty Limited (“PIPE International”), PPC 1 Limited’s immediate parent and a wholly-owned subsidiary of PIPE Networks. PPC 1 Limited, together with PPC 1 US and PIPE International, provide capacity to TPG Telecom and its affiliates to support international connectivity for TPG Telecom’s enterprise and retail customers in Australia. PPC 1 Limited also sells transmission capacity on the PPC-1 system to third-party telecommunications carriers, Internet content companies, and large enterprise customers. Many of the PPC-1 system’s customers contract with owners of third-party submarine cable systems

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<sup>3</sup> See *Actions Taken Under Cable Landing License Act*, Public Notice, FCC File No. SCL-LIC-20080213-00001, 23 FCC Rcd. 13,419 (2008) (“*PPC-1 Cable Landing License*”) (granting cable landing license); *Actions Taken Under Cable Landing License Act*, Public Notice, File No. SCL-MOD-20090910-00027, 24 FCC Rcd. 138,880, 13,881 (2009) (removing Papua New Guinea spur from scope of cable landing license following sale of that spur to Telikom Papua New Guinea Limited); *Actions Taken Under Cable Landing License Act*, Public Notice, File No. SCL-T/C-20091230-00041, DA 18-873 (Int’l Bur., rel. Aug. 23, 2018) (modifying cable landing license to condition it upon compliance with 2018 LOA).

providing onward connectivity from Guam to East Asia, Hawaii, and the continental United States.

#### **4. PPC 1 (US) Inc.**

PPC 1 US is a joint licensee for the PPC-1 system with PPC 1 Limited.<sup>4</sup> PPC 1 US, a Delaware corporation owned 100-percent by PPC 1 Limited, owns the portion of the PPC-1 system between the cable landing station at Piti, Guam and the limit of the U.S. territorial sea. PPC 1 US has entered into a long-term lease with Tata Communications (Guam) L.L.C., which owns the cable landing station and fronthaul facilities in Piti, for occupancy rights in the cable landing station and in ducts and conduits connecting the cable landing station to the PPC-1 landing point. As noted above, PPC 1 US, together with PPC 1 Limited and PIPE International, provides capacity to TPG Telecom and its affiliates to support international connectivity for TPG Telecom's enterprise and retail customers in Australia.

#### **B. The Proposed Transaction**

On August 30, 2018, TPG Telecom, VHA, Vodafone Oceania Limited ("VOL") (an indirect, wholly owned subsidiary of Vodafone Group), Hutchison Telecoms Australia, and Hutchison Whampoa Ltd (a wholly owned subsidiary of CKH), executed a Scheme Implementation Deed to achieve a merger between TPG Telecom and VHA, to be implemented via a Scheme of Arrangement, a common form of transaction used in the acquisition of an Australian listed company. The Scheme of Arrangement will transfer all shares held in TPG Telecom to VHA in exchange for consideration in the form of new fully paid shares in VHA. Upon consummation of the Proposed Transaction, VHA will hold a 100-percent voting and equity interest in TPG Telecom. TPG Telecom's current shareholders will hold a 49.9-percent

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<sup>4</sup> See *PPC-1 Cable Landing License*, 23 FCC Rcd. at 13,420.

interest in VHA, Vodafone Europe will indirectly hold a 25.05-percent interest in VHA, and Hutchison Telecoms Australia will indirectly hold a 25.05-percent interest in VHA.

Some of Vodafone Europe's and Hutchison Telecoms Australia's indirect interests in VHA will be held by a newly formed company ("JVCo"). JVCo will be organized under the laws of England and Wales, and its issued share capital will be held in equal parts by Vodafone Europe and Hutchison 3G Australia Holdings Pty Limited ("H3GAH"), a direct wholly owned subsidiary of Hutchison Telecoms Australia. Although a separate entity with its own governance, JVCo will thus function as a "pass-through" entity, with all its voting and economic interests in VHA being held indirectly by JVCo's two shareholders, Vodafone Europe and H3GAH.

Vodafone Europe and Hutchison Telecoms Australia have entered into an agreement with respect to the ownership and governance of JVCo. Among other things, this agreement sets forth the procedures to be followed in the event of a deadlock concerning any decision as to how JVCo is to vote its shares in VHA or the appointment of VHA directors – procedures which ensure that neither Vodafone Europe nor Hutchison Telecoms Australia has *de facto* control of JVCo.

VHA's organizational documents will govern VHA shareholder rights. While VHA's organizational documents have not yet been finalized as of the date of this Application, VHA's organizational documents will not provide any VHA shareholder with veto rights, board representation rights, golden share rights, or anything greater than *pro rata* voting rights.

Upon completion of the Proposed Transaction, (old) TPG Telecom will be delisted and its shares will cease to trade on the Australian Securities Exchange, and VHA will be listed on the Australian Securities Exchange and renamed "TPG Telecom Limited" in conjunction with

implementation of the Scheme of Arrangement. TPG Telecom will be wholly owned and controlled by VHA.

As noted above, on or before the date of consummation of the Proposed Transaction, TPG Telecom will spin off its Singapore mobile business in a share distribution to its shareholders.

Upon consummation of the Proposed Transaction, the Licensees will be indirect, wholly-owned subsidiaries of VHA. Exhibit A to this application illustrates the pre-transaction ownership structure of TPG Telecom and the Licensees, and Exhibit B illustrates the post-transaction ownership structure. Subject to regulatory and certain other customary approvals, the Applicants expect to consummate the Proposed Transaction in the first quarter of 2019.

## **II. THE PROPOSED TRANSACTION WOULD SERVE THE PUBLIC INTEREST AND WOULD NOT HARM COMPETITION**

### **A. Standard of Review**

Although the Cable Landing License Act does not contain a public interest standard, the Commission has asserted that it determines whether a proposed transfer of control of a cable landing license is consistent with the public interest, convenience, and necessity.<sup>5</sup> In making such a determination, the Commission first assesses “whether the proposed transaction complies

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<sup>5</sup> See, e.g., *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. 14,056, 14,061 ¶ 10 (Wireline Comp. and Int’l Burs. 2011). See also *Applications of AT&T Inc. and DIRECTV For Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd. 9131, 9139-40 ¶ 18 (2015) (“*AT&T-DIRECTV Order*”); *Applications of XO Holdings and Verizon Communications, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, DA 16-1281, WC Docket No. 16-70 ¶ 7 (Wireline, Int’l, and Wireless Tel. Burs., rel. Nov. 16, 2016) (“*Verizon-XO Order*”).



with the specific provisions of the Act, other applicable statutes, and the Commission’s rules.”<sup>6</sup> Second, if a proposed transaction would not violate the Act, any other applicable statute, or any of the Commission’s rules, the Commission then considers whether a proposed transaction “could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the [Communications] Act or related statutes.”<sup>7</sup> Third, the Commission employs a balancing test “weighing any potential public interest harms of the proposed transaction against any potential public interest benefits.”<sup>8</sup> The Applicants bear the burden of proving, by a preponderance of the evidence, that on balance a proposed transaction serves the public interest.<sup>9</sup> If the Commission is unable to find that a proposed transaction would serve the

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<sup>6</sup> See *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9139-40 ¶ 18 (citations omitted); *Verizon-XO Order*, ¶ 7; *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp.*, Memorandum Opinion and Order, Declaratory Ruling and Order on Reconsideration, 28 FCC Rcd. 9642, 9650 ¶ 23 (2013) (citations omitted) (“*SoftBank-Sprint-Clearwire Order*”); *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink For Consent to Transfer Control*, Memorandum Opinion and Order, 26 FCC Rcd. 4194, 4198-99 ¶ 7 (2011) (citation omitted) (“*Qwest-CenturyLink Order*”); *AT&T Inc. and BellSouth Corp. Application for Transfer of Control*, Memorandum Opinion and Order, 22 FCC Rcd. 5662, 5672 ¶ 19 (2007) (“*AT&T-BellSouth Order*”).

<sup>7</sup> See *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, 31 FCC Rcd. at 12,505 ¶ 7; *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd. at 4199 ¶ 7; *AT&T-BellSouth Order*, 22 FCC Rcd. at 5672 ¶ 19.

<sup>8</sup> See *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18 (citation omitted); *Verizon-XO Order*, ¶ 7 (citation omitted); *SoftBank-Sprint-Clearwire Order*, 28 FCC Rcd. at 9651 ¶ 23 (citation omitted); *Qwest-CenturyLink Order*, 26 FCC Rcd. at 4199 ¶ 7 (citation omitted); *AT&T-BellSouth Order*, 22 FCC Rcd. at 5672 ¶ 19 (citation omitted).

<sup>9</sup> See *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18; *Verizon-XO Order*, 31 FCC Rcd. at 12,505-06 ¶ 7; *General Motors Corp. and Hughes Electronics Corp., Transferors, and The News Corp. Limited, Transferee, For Authority to Transfer Control*, Memorandum Opinion and Order, 19 FCC Rcd. 473, 483 ¶ 15 (2004).

public interest or presents a substantial and material question of fact, it will designate the applications for hearing pursuant to 47 U.S.C. § 309(e).<sup>10</sup>

The Proposed Transaction would not violate any provision of the Cable Landing License Act or any Commission rule, nor would it substantially frustrate or impair the Commission's implementation or enforcement of the Cable Landing License Act or interfere with the objectives of the Cable Landing License Act or other statutes. To the contrary, as detailed below, the Proposed Transaction will offer substantial public interest benefits without any material countervailing harms.

#### **B. The Proposed Transaction Will Serve the Public Interest**

Consummation of the Proposed Transaction will serve the public interest, convenience, and necessity by providing the Licensees with the financial strength to compete more effectively on the Australia-Guam route, where the PPC-1 system competes with Telstra's Australia-Japan Cable, as well as on the broader U.S.-Australia route, where the PPC-1 system competes with Telstra's Endeavour system; the Southern Cross Cable Network (owned jointly by Spark f/k/a Telecom New Zealand, Optus (a subsidiary of Singapore Telecommunications) and Verizon); and the Hawaiki system.

Consummation of the Proposed Transaction will also strengthen competition generally in the Australian telecommunications market, as it will provide VHA with the scale and financial resources to compete more effectively with Australian incumbents Telstra and Optus and

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<sup>10</sup> See *AT&T-DIRECTV Order*, 30 FCC Rcd. at 9140 ¶ 18; *Verizon-XO Order*, ¶ 7; *Comcast-NBCU Order*, 26 FCC Rcd. at 4248 ¶ 22; *Application of EchoStar Communications Corp., General Motors Corp., and Hughes Electronics Corp. (Transferors) and EchoStar Communications Corp. (Transferee)*, Hearing Designation Order, 17 FCC Rcd. 20,559, 20,574 ¶ 25 (2002).

position VHA to invest in and drive innovation, service, and product improvement to benefit Australian telecommunications customers, including customers for PPC-1 system capacity.

**C. The Proposed Transaction Would Not Create Any Anti-Competitive Effects**

The Proposed Transaction would create no new combinations that would adversely affect competition in any geographic market for submarine cable capacity, and thus the Proposed Transaction would not create any anti-competitive effects on submarine cable markets.

Consummation of the Proposed Transaction will result in new foreign-carrier affiliations for the Licensees because VHA's foreign carrier affiliates will also be affiliated with TPG Telecom's foreign carrier affiliates. However, none of VHA's or TPG Telecom's foreign carrier affiliates own or control cable landing stations in Australia—the sole foreign destination market for the PPC-1 system.

**III. INFORMATION REQUIRED BY 47 C.F.R. § 1.767(a)(11)(i)**

Pursuant to 47 C.F.R. § 1.767(a)(11)(i), the Applicants provide the following information in support of their request for Commission consent for the Proposed Transaction:

**A. Applicant Identification Information<sup>11</sup>**

In Table 1 below, the Applicants provide their names, addresses, telephone numbers, places of organization, and FCC Registration Numbers.

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<sup>11</sup> See 47 C.F.R. § 1.767(a)(1), (2).

**TABLE 1: APPLICANT IDENTIFICATION INFORMATION**

<b>Name, Address, and Telephone Number</b>	<b>Place of Organization</b>	<b>FRN</b>	<b>Transaction Role</b>
TPG Telecom Limited 65 Waterloo Road Macquarie Park NSW 2113 Australia +61 2 9850 0800	Australia	0019355338	Transferor
Vodafone Hutchison Australia Pty Limited Level 1, 177 Pacific Highway North Sydney NSW 2060 Australia +61 2 9964 4646	Australia	0027877539	Transferee
PPC 1 (US) Inc. Lot 14, Shell Tank Farm Piti, Guam 96910 +61 7 3233 9800	Delaware	0017368432	Joint licensee for the PPC-1 system.
PPC 1 Limited Clarendon House 2 Church Street Hamilton HM 11 Bermuda +61 7 3233 9800	Bermuda	0017368408	Joint licensee for the PPC-1 system.

**B. Contact Information<sup>12</sup>**

The Commission should address correspondence regarding this application to the persons identified in Table 2 below.

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<sup>12</sup> See *id.* § 1.767(a)(3).

**TABLE 2: APPLICANT CONTACT INFORMATION**

<b>Party</b>	<b>Company Contact</b>	<b>Counsel Contact</b>
TPG Telecom PPC 1 US PPC 1 Limited	Tony Moffatt General Counsel TPG Telecom Limited 65 Waterloo Road Macquarie Park NSW 2113 Australia +61 2 9850 0800 tony.moffatt@tpgtelecom.com.au	Kent Bressie Colleen Sechrest Harris, Wiltshire & Grannis LLP 1919 M Street, N.W., Suite 800 Washington, D.C. 20036-3537 +1 202 730 1337 kbressie@hwglaw.com
VHA	Trent Czinner Vodafone Hutchison Australia Pty Limited Level 1, 177 Pacific Highway North Sydney NSW 2060 Australia +61(0)451015404 trent.czinner@vodafone.com.au	Bennett Ross Daniel Brooks Wiley Rein LLP 1776 K Street, NW Washington, D.C. 20006 +1 202 719 7524 bross@wileyrein.com

**C. Certification Regarding Ownership, Place of Organization, Principal Business, and Interlocking Directorates<sup>13</sup>**

By its signature below, VHA certifies that the Licensees will have the following 10-percent-or-greater interest holders following consummation of the Proposed Transaction:

**PPC 1 Limited**

*Address:* Clarendon House 2 Church Street, Hamilton HM 11, Bermuda

*Place of Organization:* Bermuda

*Principal Business:* telecommunications

*Relationship:* PPC 1 Limited will hold a 100-percent voting and economic interest in PPC 1 US.

**PIPE International (Australia) Pty Limited (“PIPE International”)**

*Address:* Level 17, PIPE Networks House, 127 Creek Street, Brisbane QLD 4000  
Australia

*Place of Organization:* Australia

*Principal Business:* telecommunications

*Relationship:* PIPE International will hold a 100-percent voting and economic interest in PPC 1 Limited.

<sup>13</sup> See *id.* §§ 1.767(a)(8)(i), 63.18(h).

**PIPE Networks Pty Limited (“PIPE Networks”)**

*Address:* Level 17, PIPE Networks House 127 Creek Street, Brisbane QLD 4000  
Australia

*Place of Organization:* Australia

*Principal Business:* telecommunications

*Relationship:* PIPE Networks will hold a 100-percent voting and economic interest in PIPE International.

**TPG Telecom Limited (“TPG Telecom”)**

*Address:* 65 Waterloo Road, Macquarie Park NSW 2113, Australia

*Place of Organization:* Australia

*Principal Business:* telecommunications

*Relationship:* TPG Telecom will hold a 100-percent voting and economic interest in PIPE Networks. Upon consummation of the Proposed Transaction, TPG Telecom will be renamed.

**Vodafone Hutchison Australia Pty Limited (“VHA” or “New TPG Telecom”)**

*Address:* Level 1, 177 Pacific Highway, North Sydney NSW 2060, Australia

*Place of Organization:* Australia

*Principal Business:* telecommunications

*Relationship:* VHA will hold a 100-percent voting and economic interest in TPG Telecom (which will be renamed). Upon consummation of the Proposed Transaction, VHA will be listed on the Australian Securities Exchange and will be renamed TPG Telecom Limited.

**Washington H. Soul Pattinson and Company Limited (“WHSP”)**

*Address:* First Floor, 160 Pitt Street, Sydney NSW 2000, Australia

*Place of Organization:* New South Wales, Australia

*Principal Business:* investments; manufacture and distribution of clay products

*Relationship:* WHSP will hold a 12.61-percent voting and economic interest in VHA.

**Mr. David Teoh**

*Address:* 65 Waterloo Road, Macquarie Park NSW 2113, Australia

*Country of Citizenship:* Australia

*Principal Business:* investments

*Relationship:* Mr. Teoh will hold a 2.56-percent direct voting and economic interest in VHA and a 6.10-percent indirect voting and economic interest in VHA through (a) his 50-percent direct voting and economic interest in Rimfern Pty Ltd, which holds a 100-percent interest in Total Peripherals Pty Ltd, which in turn will have a 0.14-percent direct economic and voting interest in VHA; and (b) his 100-percent direct voting and economic interest in TSH Holdings Pty Ltd, which will have a 5.96-percent direct voting and economic interest in VHA. Rimfern Pty Ltd, TSH Holdings Pty Ltd, and Total Peripherals Pty Ltd are Australian entities located at 65 Waterloo Road, Macquarie Park NSW 2113, Australia.

**Ms. Vicky Teoh**

*Address:* 65 Waterloo Road, Macquarie Park NSW 2113, Australia

*Country of Citizenship:* Australia

*Principal Business:* investments

*Relationship:* Ms. Teoh will hold a 2.54-percent direct voting and economic interest in VHA and a 6.05-percent indirect voting and economic interest in VHA through (a) her 50-percent direct voting and economic interest in Rimfern Pty Ltd, which holds a 100-percent interest in Total Peripherals Pty Ltd, which in turn will have a 0.14-percent direct economic and voting interest in VHA; and (b) her 100-percent direct voting and economic interest in Victoria Holdings Pty Ltd, which will have a 5.91-percent direct voting and economic interest in VHA. Rimfern Pty Ltd, TSH Holdings Pty Ltd, and Victoria Holdings Pty Ltd are Australian entities located at 65 Waterloo Road, Macquarie Park NSW 2113, Australia.

**JVCo (Final name to be advised) (“JVCo”)**

*Address:* As of the date of submission of this Application, the entity name and address of JVCo have not yet been established.

*Place of Organization:* England and Wales

*Principal Business:* investments in telecommunications

*Relationship:* JVCo will hold approximately 32.5-percent of VHA’s shares, representing a 32.5-percent voting and economic interest in VHA.<sup>14</sup>

**Vodafone Oceania Limited (“VOL”)**

*Address:* Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, United Kingdom

*Place of Organization:* England and Wales

*Principal Business:* investments in telecommunications

*Relationship:* VOL directly holds 50 percent of VHA’s shares, representing a 50-percent voting and economic interest in VHA. Post consummation, VOL will hold approximately 8.8 percent of VHA’s shares, representing an 8.8-percent voting and economic interest in VHA.

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<sup>14</sup> As described in this Part, JVCo will hold a direct voting and economic interest in VHA of approximately 32.5 percent upon consummation of the Proposed Transaction, and VOL and H3GAH will each hold a direct voting and economic interest of approximately 8.8 percent. These figures are approximations because the direct voting and economic interests that each of VOL, H3GAH, and JVCo will hold in VHA will depend on the number of VHA shares issued, which will ultimately depend upon the valuation of VHA shortly prior to closing. Although the ultimate percentage interests may differ somewhat from the approximate figures provided in this Application, the uncertainty pertains only to the exact allocation of interests among the Vodafone Group affiliates and the CKH affiliates. Vodafone Europe and Hutchison Telecoms Australia will each hold an aggregate indirect voting and economic interest in VHA of 25.05 percent upon consummation of the Proposed Transaction regardless of the precise percentage interests directly held by VOL, H3GAH, and JVCo.

**Vodafone Europe B.V. (“Vodafone Europe”)**

*Address:* Rivium Quadrant 173, 15th Floor, 2909 LC, Capelle aan den IJssel, Netherlands

*Place of Organization:* Netherlands

*Principal Business:* investments in telecommunications

*Relationship:* Vodafone Europe directly holds and post consummation will continue to hold 100 percent of VOL’s shares, representing a 100-percent voting and economic interest in VOL. Post consummation, Vodafone Europe will also hold 50 percent of the issued shares of JVCo, representing a 50-percent voting and economic interest in JVCo. Vodafone Europe will therefore hold an aggregate indirect voting and economic interest of approximately 25.05 percent in VHA (*i.e.*, approximately 8.8 percent held indirectly through Vodafone Europe’s 100-percent interest in VOL and approximately 16.25 percent held indirectly through Vodafone Europe’s interest in JVCo).

**Vodafone Investments Luxembourg S.à r.l.**

*Address:* 15 rue Edward Steichen, 2540, Luxembourg

*Place of Organization:* Luxembourg

*Principal Business:* investments in telecommunications

*Relationship:* Vodafone Investments Luxembourg S.à r.l. directly holds and post consummation will continue to hold 100 percent of Vodafone Europe’s shares, representing a 100-percent voting and economic interest in Vodafone Europe.

**Vodafone Consolidated Holdings Limited**

*Address:* Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, United Kingdom

*Place of Organization:* England and Wales

*Principal Business:* investments in telecommunications

*Relationship:* Vodafone Consolidated Holdings Limited directly holds and post consummation will continue to hold 100 percent of Vodafone Investments Luxembourg S.à r.l.’s shares, representing a 100-percent voting and economic interest in Vodafone Investments Luxembourg S.à r.l.

**Vodafone Americas 4**

*Address:* Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, United Kingdom

*Place of Organization:* England and Wales

*Principal Business:* investments in telecommunications

*Relationship:* Vodafone Americas 4 directly holds and post consummation will continue to hold 100 percent of Vodafone Consolidated Holdings Limited’s shares, representing a 100-percent voting and economic interest in Vodafone Consolidated Holdings Limited.



**Vodafone International 1 S.à r.l.**

*Address:* 15 rue Edward Steichen, 2540, Luxembourg

*Place of Organization:* Luxembourg

*Principal Business:* investments in telecommunications

*Relationship:* Vodafone International 1 S.à r.l. directly holds and post consummation will continue to hold 100 percent of Vodafone Americas 4's shares, representing a 100-percent voting and economic interest in Vodafone Americas 4.

**Vodafone Finance UK Limited**

*Address:* Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, United Kingdom

*Place of Organization:* England and Wales

*Principal Business:* investments in telecommunications

*Relationship:* Vodafone Finance UK Limited directly holds and post consummation will continue to hold 55.45 percent of Vodafone International 1 S.à r.l.'s shares, representing a 55.45-percent voting and economic interest in Vodafone International 1 S.à r.l.

**Vodafone Jersey Dollar Holdings Limited**

*Address:* 44 Esplanade, St Helier, JE4 9WG, Jersey

*Place of Organization:* Jersey

*Principal Business:* investments in telecommunications

*Relationship:* Vodafone Jersey Dollar Holdings Limited directly holds and post consummation will continue to hold 44.55 percent of Vodafone International 1 S.à r.l.'s shares, representing a 44.55-percent voting and economic interest in Vodafone International 1 S.à r.l.

**Vodafone Benelux Limited**

*Address:* Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, United Kingdom

*Place of Organization:* England and Wales

*Principal Business:* investments in telecommunications

*Relationship:* Vodafone Benelux Limited directly holds and post consummation will continue to hold 100 percent of Vodafone Jersey Yen Holdings Unlimited's shares, representing a 100-percent voting and economic interest in Vodafone Jersey Yen Holdings Unlimited. Vodafone Benelux Limited also directly holds and post consummation will continue to hold 77.92 percent of Vodafone Finance UK Limited's shares, representing a 77.92-percent voting and economic interest in Vodafone Finance UK Limited.

**Vodafone Jersey Yen Holdings Unlimited**

*Address:* 44 Esplanade, St Helier, JE4 9WG, Jersey

*Place of Organization:* Jersey

*Principal Business:* investments in telecommunications

*Relationship:* Vodafone Jersey Yen Holdings Unlimited directly holds and post consummation will continue to hold 22.08 percent of Vodafone Finance UK Limited's shares, representing a 22.08-percent voting and economic interest in Vodafone Finance UK Limited.

**Vodafone Holdings Luxembourg Limited**

*Address:* Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, United Kingdom

*Place of Organization:* England and Wales

*Principal Business:* investments in telecommunications

*Relationship:* Vodafone Holdings Luxembourg Limited directly holds and post consummation will continue to hold 100 percent of Vodafone Benelux Limited's shares, representing a 100-percent voting and economic interest in Vodafone Benelux Limited. Vodafone Holdings Luxembourg Limited also directly holds and post consummation will continue to hold 94.12 percent of Vodafone Jersey Dollar Holdings Limited's shares, representing a 94.12-percent voting and economic interest in Vodafone Jersey Dollar Holdings Limited.

**Vodafone 2.**

*Address:* Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, United Kingdom

*Place of Organization:* England and Wales

*Principal Business:* investments in telecommunications

*Relationship:* Vodafone 2. directly holds and post consummation will continue to hold 100 percent of Vodafone Holdings Luxembourg Limited's shares, representing a 100-percent voting and economic interest in Vodafone Holdings Luxembourg Limited.

**Vodaphone Limited**

*Address:* Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, United Kingdom

*Place of Organization:* England and Wales

*Principal Business:* investments in telecommunications

*Relationship:* Vodaphone Limited directly holds and post consummation will continue to hold 100 percent of Vodafone 2.'s shares, representing a 100-percent voting and economic interest in Vodafone 2.

**Vodafone Intermediate Enterprises Limited**

*Address:* Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, United Kingdom

*Place of Organization:* England and Wales

*Principal Business:* investments in telecommunications

*Relationship:* Vodafone Intermediate Enterprises Limited directly holds and post consummation will continue to hold 100 percent of Vodaphone Limited's shares, representing a 100-percent voting and economic interest in Vodaphone Limited.

**Vodafone International Holdings Limited**

*Address:* Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, United Kingdom

*Place of Organization:* England and Wales

*Principal Business:* investments in telecommunications

*Relationship:* Vodafone International Holdings Limited directly holds and post consummation will continue to hold 73.12 percent of Vodafone Intermediate Enterprises Limited's shares, representing a 73.12-percent voting and economic interest in Vodafone Intermediate Enterprises Limited.

**Vodafone Worldwide Holdings Limited**

*Address:* Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, United Kingdom

*Place of Organization:* England and Wales

*Principal Business:* investments in telecommunications

*Relationship:* Vodafone Worldwide Holdings Limited directly holds and post consummation will continue to hold 26.88 percent of Vodafone Intermediate Enterprises Limited's shares, representing a 26.88-percent voting and economic interest in Vodafone Intermediate Enterprises Limited.

**Vodafone International Operations Limited**

*Address:* Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, United Kingdom

*Place of Organization:* England and Wales

*Principal Business:* investments in telecommunications

*Relationship:* Vodafone International Operations Limited directly holds and post consummation will continue to hold 100 percent of Vodafone International Holdings Limited's shares, representing a 100-percent voting and economic interest in Vodafone International Holdings Limited. Vodafone International Operations Limited also directly holds and post consummation will continue to hold 100 percent of Vodafone Worldwide Holdings Limited's shares, representing a 100-percent voting and economic interest in Vodafone Worldwide Holdings Limited.

**Vodafone European Investments**

*Address:* Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, United Kingdom

*Place of Organization:* England and Wales

*Principal Business:* investments in telecommunications

*Relationship:* Vodafone European Investments directly holds and post consummation will continue to hold 100 percent of Vodafone International Operations Limited's shares, representing a 100-percent voting and economic interest in Vodafone International Operations Limited.

**Vodafone Group Plc ("Vodafone Group")**

*Address:* Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, United Kingdom

*Place of Organization:* England and Wales

*Principal Business:* investments in telecommunications

*Relationship:* Vodafone Group directly holds and post consummation will continue to hold 100 percent of Vodafone European Investments' shares, representing a 100-percent voting and economic interest in Vodafone European Investments.

**Hutchison 3G Australia Holdings Pty Limited ("H3GAH")**

*Address:* Level 1, 177 Pacific Highway, North Sydney, NSW 2060, Australia

*Place of Organization:* New South Wales, Australia

*Principal Business:* investments in telecommunications

*Relationship:* H3GAH directly holds 50 percent of VHA's issued shares, representing a 50-percent voting and economic interest in VHA. Post consummation, H3GAH will hold: (i) 50 percent of the issued shares of JVCo, representing a 50-percent voting and economic interest in JVCo, and (ii) approximately 8.8 percent of the shares of VHA, representing an 8.8-percent voting and economic interest in VHA. H3GAH will therefore hold an aggregate voting and economic interest of approximately 25.05 percent in VHA (*i.e.*, approximately 8.8 percent held directly and approximately 16.25 percent held indirectly through H3GAH's interest in JVCo).

**Hutchison Telecommunications (Australia) Limited ("Hutchison Telecoms Australia")**

*Address:* Level 1, 177 Pacific Highway, North Sydney, NSW 2060, Australia

*Place of Organization:* Australia

*Principal Business:* investments in telecommunications

*Relationship:* Hutchison Telecoms Australia directly holds and post consummation will continue to hold 100 percent of H3GAH's shares, representing a 100-percent voting and economic interest in H3GAH.

**Hutchison Telecommunications (Amsterdam) B.V. (“HTAmsterdam”)**

*Address:* Nijborg 17, 3927 DA Renswoude, The Netherlands

*Place of Organization:* The Netherlands

*Principal Business:* investments in telecommunications

*Relationship:* HTAmsterdam directly holds and post consummation will continue to hold 87.87 percent of Hutchison Telecoms Australia’s shares, representing an 87.87-percent voting and economic interest in Hutchison Telecoms Australia.

**Hutchison Telecommunications (Australia) Investments S.à r.l. (“HTA”)**

*Address:* 7, rue de Marché-aux-Herbes, L-1728, Luxembourg

*Place of Organization:* Luxembourg

*Principal Business:* investments in telecommunications

*Relationship:* HTA directly holds and post consummation will continue to hold 100 percent of HTAmsterdam’s shares, representing a 100-percent voting and economic interest in HTAmsterdam.

**HTA Investments 1 S.à r.l. (“HTAI 1”)**

*Address:* 7, rue de Marché-aux-Herbes, L-1728, Luxembourg

*Place of Organization:* Luxembourg

*Principal Business:* investments in telecommunications

*Relationship:* HTAI 1 directly holds and post consummation will continue to hold 100 percent of HTA’s shares, representing a 100-percent voting and economic interest in HTA.

**Glenfer Group Limited (“Glenfer”)**

*Address:* Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands

*Place of Organization:* British Virgin Islands

*Principal Business:* investments in telecommunications

*Relationship:* Glenfer directly holds and post consummation will continue to hold 100 percent of HTAI 1’s shares, representing a 100-percent voting and economic interest in HTAI 1.

**Hutchison Telecommunications Group Holdings Limited (“HTGroup”)**

*Address:* Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands

*Place of Organization:* British Virgin Islands

*Principal Business:* investments in telecommunications

*Relationship:* HTGroup directly holds and post consummation will continue to hold 100 percent of Glenfer’s shares, representing a 100-percent voting and economic interest in Glenfer.

**Ommaney Holdings Limited (“Ommaney”)**

*Address:* 22 Floor, Hutchison House, 10 Harcourt Road, Hong Kong

*Place of Organization:* Hong Kong

*Principal Business:* investments in telecommunications

*Relationship:* Ommaney directly holds and post consummation will continue to hold 100 percent of HTGroup’s shares, representing a 100-percent voting and economic interest in HTGroup.

**Hutchison International Limited (“HIL”)**

*Address:* 22 Floor, Hutchison House, 10 Harcourt Road, Hong Kong

*Place of Organization:* Hong Kong

*Principal Business:* investments

*Relationship:* HIL directly holds and post consummation will continue to hold 100 percent of Ommaney’s shares, representing a 100-percent voting and economic interest in Ommaney.

**Hutchison Whampoa Limited (“HWL”)**

*Address:* 22 Floor, Hutchison House, 10 Harcourt Road, Hong Kong

*Place of Organization:* Hong Kong

*Principal Business:* investments

*Relationship:* HWL directly holds and post consummation will continue to hold 100 percent of HIL’s shares, representing a 100-percent voting and economic interest in HIL.

**Cheung Kong (Holdings) Limited (“Cheung Kong”)**

*Address:* 22 Floor, Hutchison House, 10 Harcourt Road, Hong Kong

*Place of Organization:* Hong Kong

*Principal Business:* investments

*Relationship:* Cheung Kong indirectly holds and post consummation will continue to indirectly hold 49.97 percent of HWL, representing a 49.97-percent voting and economic interest in HWL. Cheung Kong’s 49.97-percent interest in HWL is indirectly held through twenty wholly-owned subsidiaries, none of which will be a 10-percent-or-greater interest holder in either of the Licensees post-consummation.

**CK Hutchison Global Investments Limited (“CKHGlobal”)**

*Address:* 22 Floor, Hutchison House, 10 Harcourt Road, Hong Kong

*Place of Organization:* British Virgin Islands

*Principal Business:* investments

*Relationship:* CKHGlobal directly holds and post consummation will continue to hold 50.03 percent of HWL, representing a 50.03-percent voting and economic interest in HWL.

**CK Hutchison Holdings Limited (“CKH”)**

*Address:* 12 Floor, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong

*Place of Organization:* Cayman Islands

*Principal Business:* investments

*Relationship:* CKH directly holds and post consummation will continue to hold 100 percent of CKHGlobal’s shares, representing a 100-percent voting and economic interest in CKHGlobal. CKH also directly holds and post consummation will continue to hold 100 percent of Cheung Kong’s shares, representing 100 percent of the voting and economic interests in Cheung Kong. CKH thus, through its 100 percent interests in both CKHGlobal and Cheung Kong, indirectly holds and post consummation will continue to hold 100 percent of the voting and economic interests in HWL.

**Li Ka-Shing Unity Trustee Company Limited, as trustee for The Li Ka-Shing Unity Trust**

*Registered Address:* P.O. Box 309, Umland House, George Town KY1-1104, Grand Cayman, Cayman Islands

*Place of Organization:* Cayman Islands

*Principal Business:* trustee of a discretionary trust

*Relationship:* The Li Ka-Shing Unity Trustee Company Limited, as trustee for The Li Ka-Shing Unity Trust, holds and post consummation will continue to hold a 26.02-percent voting and economic interest in CKH (of which 23.685 percent is held directly and 2.335-percent is held indirectly through wholly owned subsidiaries of the trustee).

No person or entity other than those identified above will hold a 10-percent-or-greater direct or indirect equity interest in either of the Licensees as a result of the consummation of the Proposed Transaction.

By its signature below, VHA certifies that it has or will have post-consummation the following interlocking directorates with foreign carriers:

Vivek Badrinath is a director of the Transferee, VHA, and is a director of Vodafone India Limited, Vodafone Egypt Telecommunications S.A.E., and Safaricom PLC, which are telecommunications carriers in India, Egypt, and Kenya, respectively.

Thomas Reisten is a director of the Transferee, VHA, and is a director of Ghana Telecommunications Company Limited, a telecommunications carrier in Ghana.

FOK Kin Ning is a director of the Transferee, VHA, and is a director of Hutchison Drei Austria GmbH, Hi3G Denmark ApS, Hutchison Telephone Company Limited, Three Ireland (Hutchison) Limited, Hutchison Telephone (Macau) Company Limited, Hi3G Access AB, and Hutchison 3G UK Limited, which are telecommunications carriers in Austria, Denmark, Hong Kong, Ireland, Macau, Sweden, and the United Kingdom, respectively. He also is the President Commissioner of the Board of Commissioners of PT Hutchison 3 Indonesia, a telecommunications carrier in Indonesia. Additionally, necessary approvals are currently being sought to appoint Mr. Fok as a director of Wind Tre SpA, which is a telecommunications carrier in Italy, and this appointment is expected to be effected prior to the end of 2018.

Frank John SIXT is a director of the Transferee, VHA, and is a director of Hi3G Denmark ApS, Three Ireland (Hutchison) Limited, Wind Tre SpA, Hutchison Telecommunications Lanka (Private) Limited, Hi3G Access AB, and Hutchison 3G UK Limited, which are telecommunications carriers in Denmark, Ireland, Italy, Sri Lanka, Sweden, and the United Kingdom, respectively. He also is a Commissioner on the Board of Commissioners of PT Hutchison 3 Indonesia, a telecommunications carrier in Indonesia.

Mr. LAI Kai Ming is a director of the Transferee, VHA, and is a director of Hutchison Telephone Company Limited and Hutchison 3G UK Limited, which are telecommunications carriers in Hong Kong and the United Kingdom, respectively.

Mr. WOO Chiu Man is a director of the Transferee, VHA, and is a director of Hutchison Telephone Company Limited, Hutchison Telephone (Macau) Company Limited, and Vietnamobile Telecommunications Joint Stock Company, which are telecommunications carriers in Hong Kong, Macau, and Vietnam, respectively. He also is the President Director of the Board of Directors of PT Hutchison 3 Indonesia, a telecommunications carrier in Indonesia.

Upon consummation of the Proposed Transaction, Mr. Lai Kai Ming and Mr. Woo Chiu Man will cease to be directors of VHA.

**D. Certification Regarding the Anti-Drug Abuse Act of 1988<sup>15</sup>**

By their respective signatures below, the Applicants certify that no party to this application is subject to a denial of federal benefits under Section 5301 of the Anti-Drug Abuse Act of 1988, as amended.<sup>16</sup>

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<sup>15</sup> See 47 C.F.R. §§ 1.767(a)(8)(i), 63.18(o).

<sup>16</sup> 21 U.S.C. § 862(a); Anti-Drug Abuse Act of 1988, Pub. L. No. 100-690, § 5301, 102 Stat. 4181, 4310-12 (1988), which related to denial of Federal benefits to drug traffickers and



**E. Certification Regarding Foreign Carrier Status and Foreign Affiliations<sup>17</sup>**

By its signature below, VHA certifies that upon consummation of the Proposed Transaction: (1) VHA will be a foreign carrier in Australia, (2) it is presently and will continue to be affiliated with the VHA foreign carrier affiliates identified in Exhibit C (none of which own or control cable landing stations in foreign countries except as identified in Exhibit C) and will, upon consummation of the Proposed Transaction, also be affiliated with the TPG Telecom foreign carrier affiliates listed in Table 3 below.

**TABLE 3: POST-CONSUMMATION AFFILIATED FOREIGN CARRIERS AND CABLE LANDING STATION INTERESTS OF VHA, WHICH WERE PREVIOUSLY ONLY AFFILIATES OF TPG TELECOM LIMITED**

<b>Country</b>	<b>Entity</b>	<b>Owns/Controls Cable Landing Station? Y/N</b>
Australia	TPG Telecom Limited	N
Australia	AAPT Limited	N
Australia	Adam Internet Pty Ltd	N
Australia	Agile Pty Ltd	N
Australia	Chime Communications Pty Ltd	N
Australia	PIPE International (Australia) Pty Ltd	Y
Australia	PIPE Networks Pty Limited	N
Australia	PowerTel Limited	N
Australia	Soul Pattinson Telecommunications Pty Limited	N
Australia	Transact Capital Communications Pty Limited	N

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possessors—previously codified at 21 U.S.C. § 853(a)—was renumbered section 421 of the Controlled Substances Act of 1990, Pub. L. No. 101-647, § 1002(d)(1), 104 Stat. 4789, 4827 (1990), and has been recodified as 21 U.S.C. § 862(a). 47 C.F.R. § 63.18(o) does not reflect this recodification.

<sup>17</sup> See 47 C.F.R. § 1.767(a)(8)(ii).

**F. Certification Regarding Destination Countries<sup>18</sup>**

By its signature below, VHA certifies that upon consummation of the Proposed Transaction: (1) VHA will be a foreign carrier in Australia, the only foreign destination where the PPC-1 system lands; (2) VHA will control the following carriers in Australia: (i) TPG Telecom Limited (to be renamed); (ii) AAPT Limited; (iii) Adam Internet Pty Ltd; (iv) Agile Pty Ltd; (v) Chime Communications Pty Ltd; (vi) Pipe International (Australia) Pty Ltd; (vii) PIPE Networks Pty Limited; (viii) PowerTel Limited; (ix) Soul Pattinson Telecommunications Pty Limited; (x) Transact Capital Communications Pty Limited; (xi) Vodafone Australia Pty Limited; and (xii) Vodafone Network Pty Limited.

Further, by its signature below, VHA certifies that upon consummation of the Proposed Transaction: (3) no entity that will own more than 25 percent of VHA, or that controls VHA, controls a foreign carrier in Australia other than Vodafone Group (which owns Vodafone Enterprise Australia Pty Limited, which provides fixed network services and owns six points of presence in Australia); and (4) no grouping of two or more foreign carriers (or parties that control foreign carriers in Australia) own, in aggregate, more than 25 percent of VHA and are parties to, or beneficiaries of, a contractual relation affecting the provision or marketing of arrangements for the terms of acquisition, sale, lease, transfer, and use of capacity on the PPC-1 system in the United States.

**G. Certifications Regarding WTO Status and Affiliations with Foreign Carriers Having Market Power in Foreign Destination Markets<sup>19</sup>**

No response is required, as VHA did not identify any non-WTO markets in response to 47 C.F.R. § 1.767(a)(8)(iii).

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<sup>18</sup> See *id.* § 1.767(a)(8)(iii).

<sup>19</sup> See *id.* § 1.767(a)(8)(iv).

**H. Certification Regarding Routine Conditions<sup>20</sup>**

By its signature below, VHA certifies that it will accept and will abide by the routine conditions specified in 47 C.F.R. § 1.767(g).

**I. Streamlining<sup>21</sup>**

The Applicants request streamlined processing pursuant to 47 C.F.R. § 1.767(k)(2) of the Commission's rules, as they and their foreign affiliates lack market power in Australia, a WTO member country and the sole foreign destination market for the PPC-1 system.<sup>22</sup> As this application does not seek authority for any new or modified submarine cable construction, no certification is required with respect to the Coastal Zone Management Act.<sup>23</sup>

**J. Certification Regarding Service to Executive Branch Agencies<sup>24</sup>**

The Applicants have served a complete copy of this application to the U.S. Departments of State, Commerce, and Defense, and certified such service in the attached certificate of service.

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<sup>20</sup> *See id.* § 1.767(a)(9).

<sup>21</sup> *See id.* § 1.767(j), (k).

<sup>22</sup> *See* World Trade Organization, *Members and Observers* (as of July 29, 2016), [https://www.wto.org/english/thewto\\_e/whatis\\_e/tif\\_e/org6\\_e.htm](https://www.wto.org/english/thewto_e/whatis_e/tif_e/org6_e.htm).

<sup>23</sup> *See* 47 C.F.R. § 1.767(k)(4).

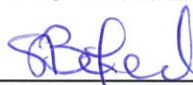
<sup>24</sup> *See id.* § 1.767(j).

## CONCLUSION

For the reasons stated above, the Applicants request that the Commission grant consent expeditiously to transfer control of the Licensees from TPG Telecom to VHA.

Respectfully submitted,

### **TPG Telecom Limited**



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Stephen Banfield  
Secretary  
65 Waterloo Road  
Macquarie Park NSW 2113  
Australia


### **PPC 1 (US) Inc.**



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Stephen Banfield  
Secretary  
Lot 14, Shell Tank Farm  
Piti, Guam 96910

### **PPC 1 Limited**



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Stephen Banfield  
Secretary  
Clarendon House 2 Church Street  
Hamilton HM 11  
Bermuda

Kent Bressie  
Colleen Sechrest  
Harris, Wiltshire & Grannis LLP  
1919 M Street, N.W., Suite 800  
Washington, D.C. 20036-3537  
+1 202 730 1337  
kbressie@hwglaw.com

*Counsel for TPG Telecom Limited,  
PPC 1 (US) Inc. and PPC 1 Limited*

**Vodafone Hutchison Australia Pty Limited**



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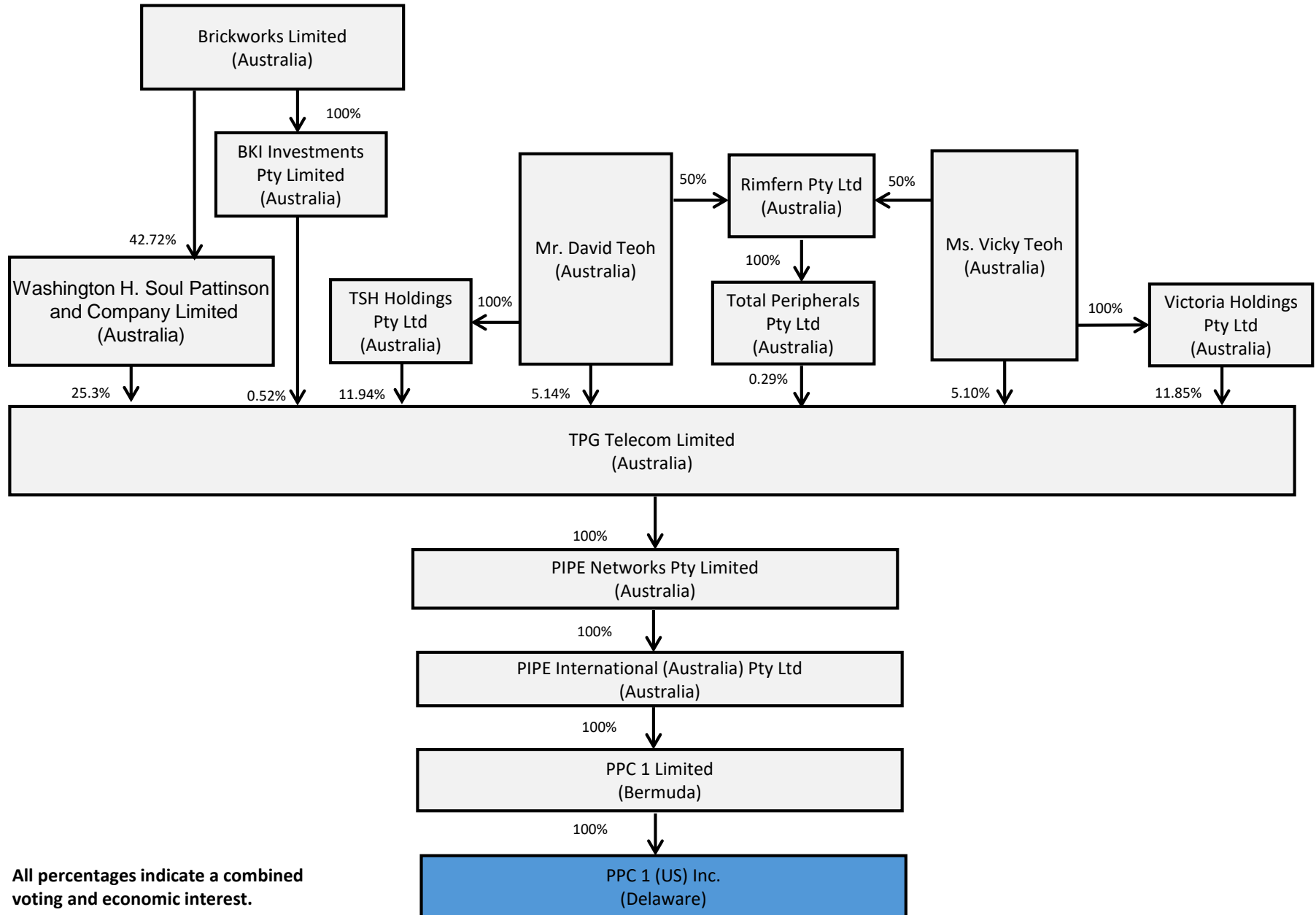
Bennett Ross  
Daniel Brooks  
Wiley Rein LLP  
1776 K Street, NW  
Washington, D.C. 20006  
+1 202 719 7524  
bross@wileyrein.com

Trent Czinner  
Vodafone Hutchison Australia Pty Limited  
Level 1, 177 Pacific Highway  
North Sydney NSW 2060  
Australia

*Counsel for Vodafone Hutchison  
Australia Pty Limited*

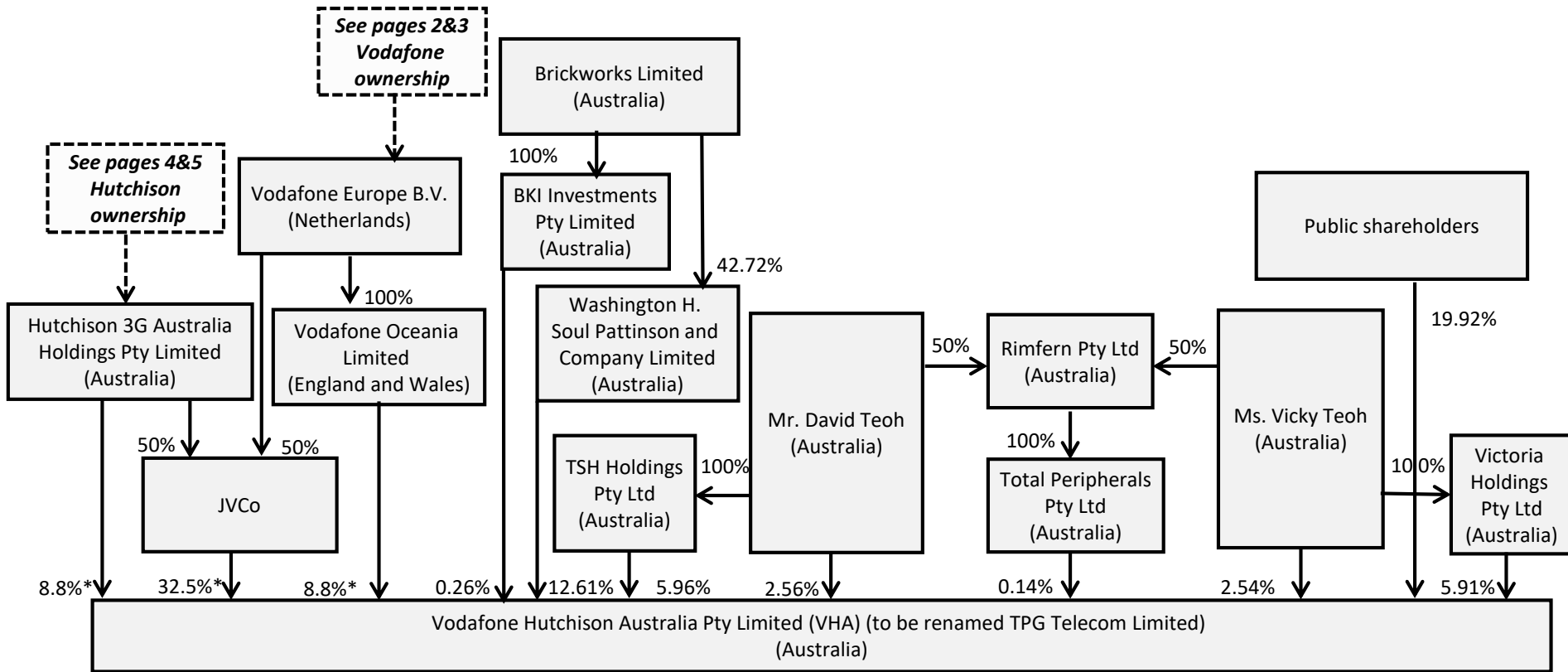
November 19, 2018

# Exhibit A: Pre-Consummation Ownership of Licensees

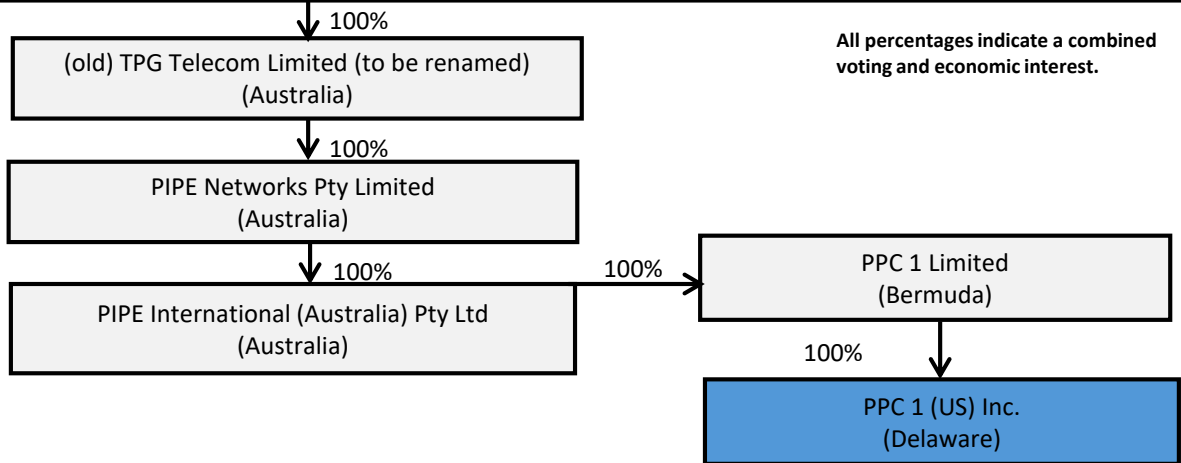


All percentages indicate a combined voting and economic interest.

# Exhibit B: Post-Consummation Ownership of Licensees

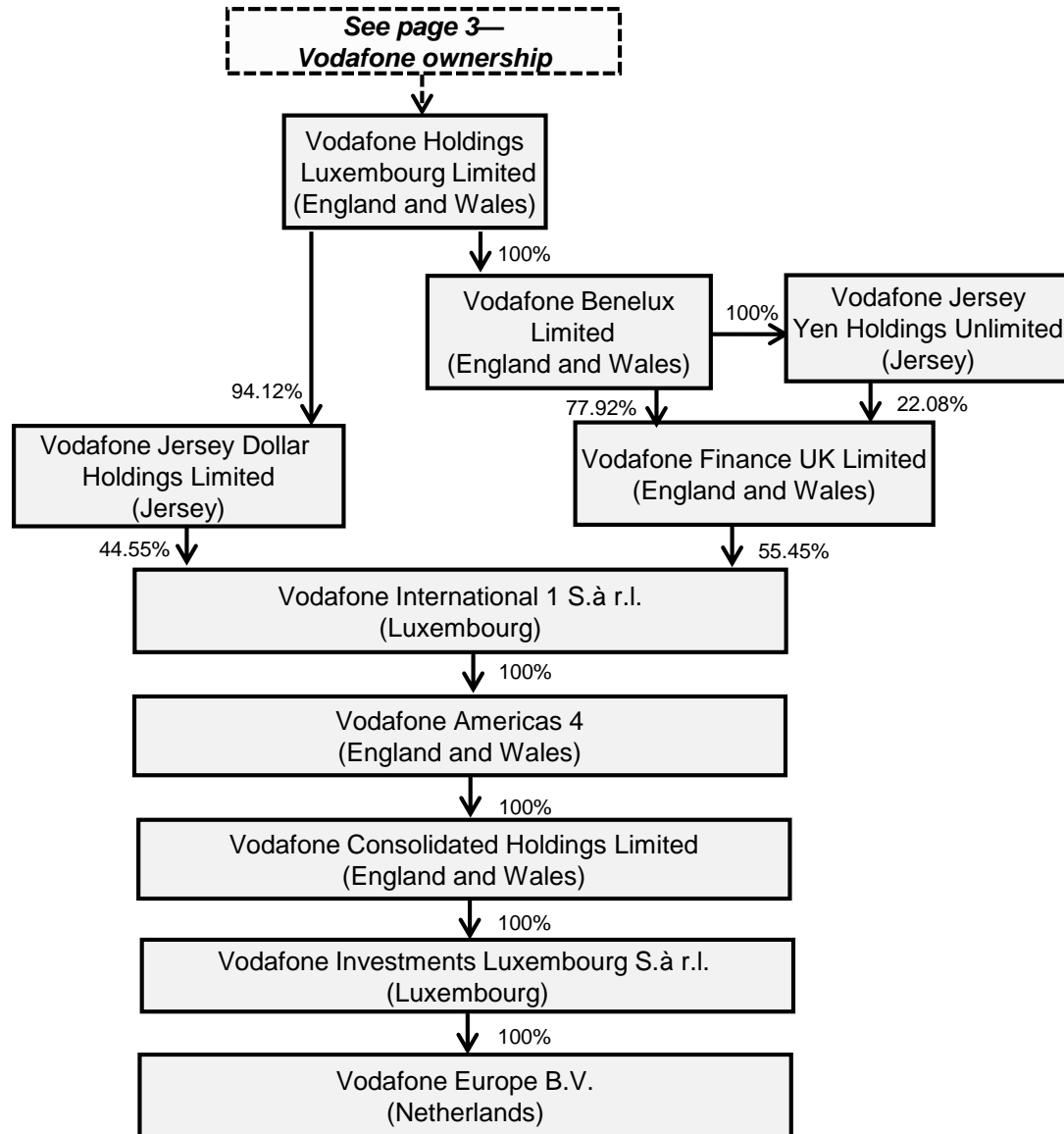


\*As explained on page 15 of the Application, VOL and H3GAH will each hold a direct voting and economic interest in VHA of approximately 8.8 percent upon consummation of the Proposed Transaction, and JVCo will hold a direct voting and economic interest of approximately 32.5 percent. These figures are approximations because the direct voting and economic interests that each of VOL, H3GAH, and JVCo will hold in VHA depends on the number of VHA shares issued, which will ultimately depend upon the valuation of VHA shortly prior to closing. Although the ultimate percentage interests may differ somewhat from the approximate figures provided here, the uncertainty pertains only to the exact allocation of interests among the Vodafone Group affiliates and CKH affiliates. Vodafone Europe and Hutchison Telecoms Australia will each hold an aggregate indirect voting and economic interest in VHA of 25.05 percent upon consummation of the Proposed Transaction regardless of the precise percentage interests directly held by VOL, H3GAH, and JVCo.



All percentages indicate a combined voting and economic interest.

# Vodafone Ownership



All percentages indicate a combined voting and economic interest.



# Vodafone ownership (Cont'd)

BlackRock, Inc.  
(Delaware)

7% →

Vodafone Group Plc  
(England and Wales)

No other investors with a 10% or greater interest in the Licensees

↓ 100%  
Vodafone European Investments  
(England and Wales)

↓ 100%  
Vodafone International Operations Limited  
(England and Wales)

↓ 100%  
Vodafone Worldwide Holdings Limited  
(England and Wales)

↓ 100%  
Vodafone International Holdings Limited  
(England and Wales)

↓ 26.88%      ↓ 73.12%  
Vodafone Intermediate Enterprises Limited  
(England and Wales)

↓ 100%  
Vodafone Limited  
(England and Wales)

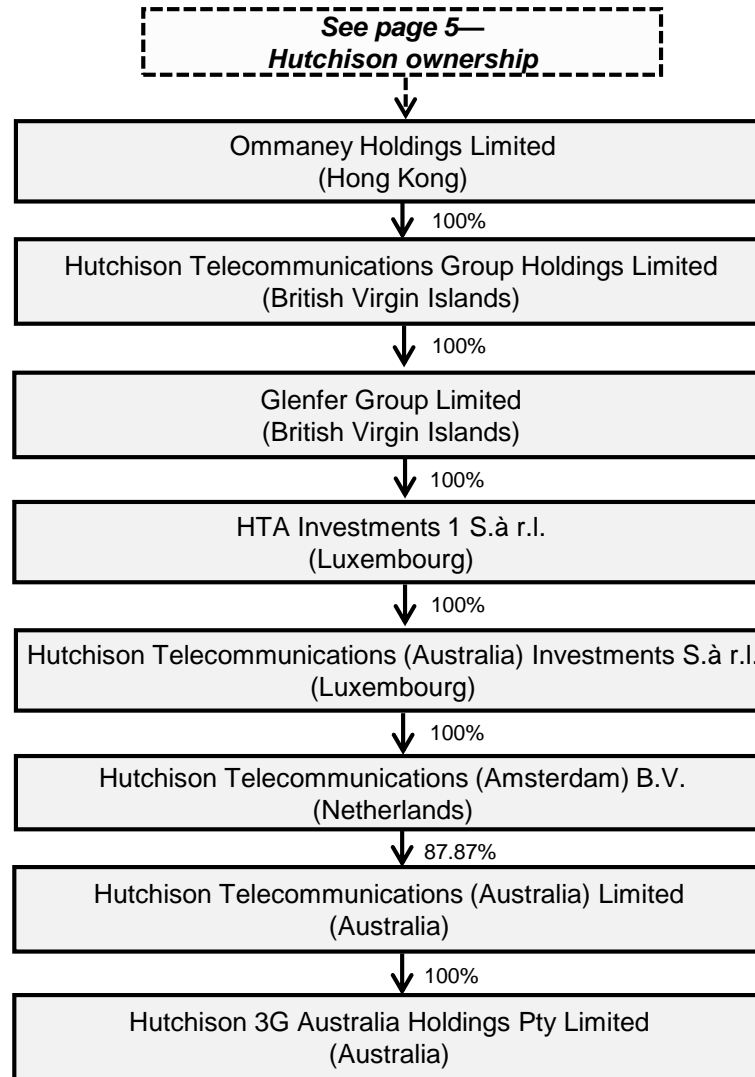
↓ 100%  
Vodafone 2.  
(England and Wales)

↓ 100%  
Vodafone Holdings Luxembourg Limited  
(England and Wales)

Note: Black Rock, Inc.'s Interest is indirectly held through subsidiaries.

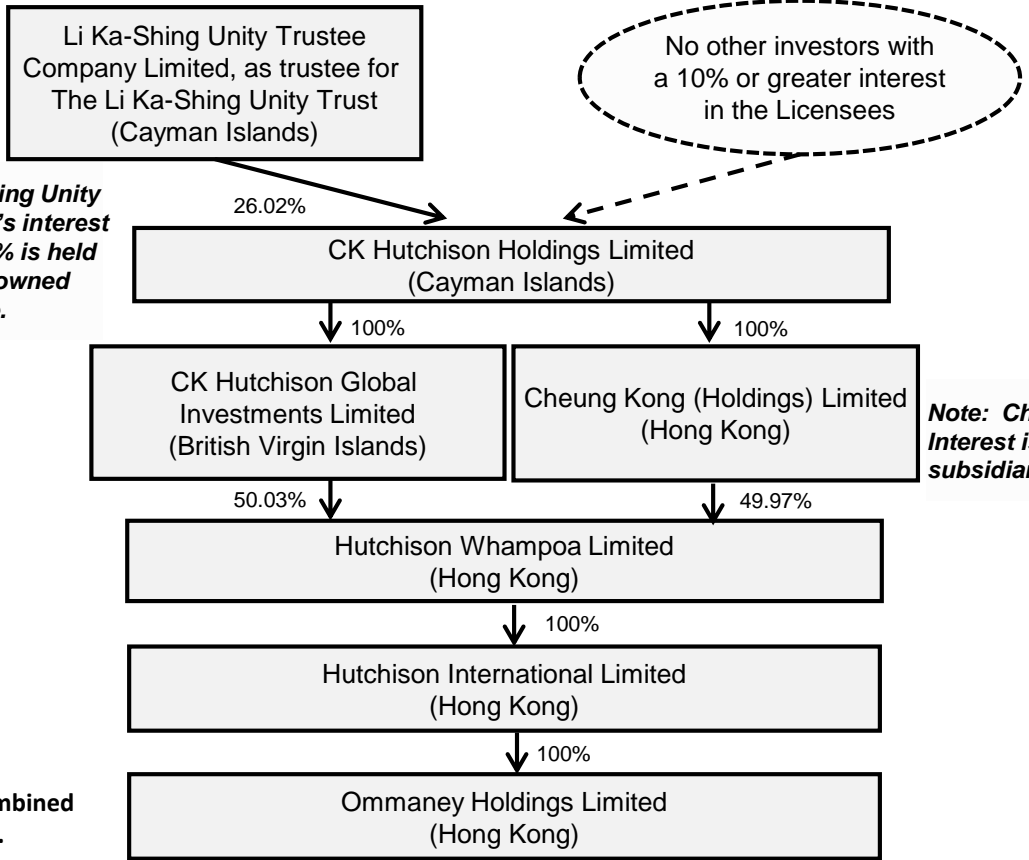
All percentages indicate a combined voting and economic interest.

# Hutchison Ownership



All percentages indicate a combined voting and economic interest.

## Hutchison Ownership (Cont'd)



**Note: 23.685% of Li Ka-Shing Unity Trustee Company Limited's interest is held directly, and 2.335% is held indirectly through wholly owned subsidiaries of the trustee.**

**Note: Cheung Kong (Holdings) Limited Interest is held through 20 wholly-owned subsidiaries.**

**All percentages indicate a combined voting and economic interest.**

**EXHIBIT C**  
**POST-CONSUMMATION AFFILIATED FOREIGN CARRIERS AND CABLE**  
**LANDING STATION INTERESTS OF VODAFONE GROUP AND CKH**

Country	Entity	Owns/Controls Cable Landing Station? Y/N
Albania	Vodafone Albania Sh.A	N
Australia	Vodafone Enterprise Australia Pty Limited	N
Austria	Hutchison Drei Austria GmbH	N
	Vodafone Enterprise Austria GmbH	N
Bahrain	Vodafone Enterprise Bahrain W.L.L.	N
Belgium	Vodafone Belgium SA/NV	N
Bulgaria	Vodafone Enterprise Bulgaria LLC	N
Canada	Vodafone Canada Inc.	N
Czech Republic	Vodafone Czech Republic A.S.	N
	Vodafone Enterprise Europe (UK) Limited	N
Democratic Republic of the Congo	Vodacom Congo (RDC) SA	N
Denmark	Hi3G Denmark ApS	N
	Vodafone Enterprise Denmark A/S	N
Egypt	Vodafone Egypt Telecommunications S.A.E.	N
Finland	Vodafone Enterprise Finland AS	N
France	Vodafone Enterprise France SAS	N
Germany	Vodafone Enterprise Germany GmbH	N
	Vodafone GmbH	N
	Vodafone Global Enterprise Limited	N
Ghana	Ghana Telecommunications Company Limited	Y
Greece	Vodafone-Panafon Hellenic Telecommunications Company S.A.	N
Hong Kong	Hutchison Telephone Company Limited	N
	Vodafone Enterprise Global Network Hong Kong Ltd	N

<b>Country</b>	<b>Entity</b>	<b>Owns/Controls Cable Landing Station? Y/N</b>
Hungary	Vodafone Magyarorszag Mobile Tavkozlesi Zartkoruen Mukodo Reszvenytarsasag	N
	Vodafone Global Enterprise Limited	N
India	Vodafone Idea Limited	Y
Indonesia	PT Hutchison 3 Indonesia	N
Ireland	Three Ireland (Hutchison) Limited	N
	Vodafone Ireland Limited	N
	Vodafone Global Enterprise Limited	N
Italy	Wind Tre SpA	N
	Vodafone Enterprise Italy S.r.L.	N
	Vodafone Italia S.p.A.	N
Japan	Cable & Wireless U.K. Japan Branch	N
Kenya	Vodafone Kenya Limited	N
	Safaricom Plc	N
Lesotho	Vodacom Lesotho (Pty) Limited	N
Luxembourg	Vodafone Enterprise Luxembourg S.A.	N
Macau	Hutchison Telephone (Macau) Company Limited	N
Malaysia	Vodafone Global Enterprise (Malaysia) SDN BDH	N
Malta	Vodafone Malta Limited	Y
Mexico	Vodafone Empresa México S.de R.L. de C.V.	N
Mozambique	VM, SA	N
Netherlands	VodafoneZiggo Group Holding B.V.	N
	Vodafone Enterprise Netherlands B.V.	N
	Vodafone Global Enterprise Limited	N
New Zealand	Vodafone New Zealand Limited	Y
Nigeria	Vodacom Business Africa (Nigeria) Limited	N
Norway	Vodafone Enterprise Norway AS	N

<b>Country</b>	<b>Entity</b>	<b>Owns/Controls Cable Landing Station? Y/N</b>
Portugal	Vodafone Enterprise Spain S.L.U. (Sucursal em Portugal)	N
	Vodafone Portugal - Comunicacoes Pessoais, S.A	N
Romania	Vodafone Romania S.A	N
Russia	Cable & Wireless CIS Svyaz LLC	N
Singapore	Vodafone Enterprise Singapore Pte. Ltd	N
Slovakia	Cable and Wireless Global Network Limited, organizačná zložka	N
South Africa	Vodacom Group Limited	N
South Korea	Vodafone Enterprise Korea Limited	N
Spain	Vodafone Enterprise Spain, S.L.U.	N
	Vodafone Espana S.A.U.	Y
Sri Lanka	Hutchison Telecommunications Lanka (Private) Limited	N
Sweden	Hi3G Access AB	N
	Vodafone Enterprise Sweden AB	N
Switzerland	Vodafone Enterprise Switzerland AG	N
Taiwan	Vodafone Enterprise Taiwan Limited	N
Tanzania	Vodacom Tanzania Public Limited Company	N
Turkey	Vodafone Telekomunikasyon A.S	N
United Kingdom	Hutchison 3G UK Limited	N
	Vodafone Limited	Y
	Vodafone Global Enterprise Limited	N
Ukraine	LLC Vodafone Enterprise Ukraine	N
Vietnam	Vietnamobile Telecommunications Joint Stock Company	N

## CERTIFICATE OF SERVICE

I, Kent Bressie, hereby certify that consistent with 47 C.F.R. § 1.767(j), I have served copies of the foregoing application for consent to the Proposed Transaction, by hand delivery or electronic mail this 19th day of November, 2018, to the following:

Robert L. Strayer  
U.S. Deputy Assistant Secretary of State for  
Cyber and International Communications and  
Information Policies  
Bureau of Economic and Business Affairs  
U.S. DEPARTMENT OF STATE  
EB/CIP : Room 4634  
2201 C Street, N.W.  
Washington, D.C. 20520-4634

Kathy Smith  
Chief Counsel  
U.S. DEPARTMENT OF COMMERCE/NTIA  
14th Street and Constitution Avenue, N.W.  
Room 4713  
Washington, D.C. 20230

William E. Brazis, II  
General Counsel  
DEFENSE INFORMATION SYSTEMS AGENCY  
6910 Cooper Avenue  
Fort Meade, Maryland 20755



Kent Bressie