

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

In the Matter of)	
)	
Hawaiian Telcom, Inc. and)	
Hawaiian Telcom Services Company, Inc.,)	
<i>Licensees,</i>)	File No. SCL-T/C-2020_____
Cincinnati Bell Inc.,)	
<i>Transferor,</i>)	
)	
and)	
)	
Red Fiber Parent LLC,)	
<i>Transferee</i>)	
)	
Application for Transfer of Indirect Control of)	
Cable Landing Licenses)	

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

Cincinnati Bell Inc. (“Cincinnati Bell” or “Transferor”) and Red Fiber Parent LLC (“Red Fiber Parent” 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 indirect control of Hawaiian Telcom, Inc. (“HTI”) and Hawaiian Telcom Services Company, Inc. (“HTSC”) (collectively, the “Licensees,” and together with Transferor and Transferee, the “Applicants”) to Red Fiber Parent. Such authority is necessary to complete a transaction (detailed below), whereby Red Fiber Parent will become the direct parent company of Cincinnati Bell and the

indirect parent of the Licensees (the “Transaction”).¹ The submarine cable landing licenses currently held by the Licensees will continue to be held by those same entities following consummation of the proposed Transaction and the Licensees will continue to be subsidiaries of Cincinnati Bell under Red Fiber Parent’s ownership.

HTI is 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.² HTSC is authorized to operate two of the seven cable landing stations on the HIFN, at Kawaihae and Makaha, however, HTI and not HTSC currently owns and operates the equipment associated with these two landing stations.³ The HIFN Cable, which is operated on a common carrier basis, is jointly owned with Level 3 Telecom of Hawaii, L.P. In addition, HTI owns and operates the Hawaii Inter-Island Cable System (“HICS

¹ To effectuate the Transaction, RF Merger Sub Inc. (“Merger Sub”) will merge with and into Cincinnati Bell with Cincinnati Bell surviving. Merger Sub is an Ohio corporation formed for the purposes of the Transaction and is a direct, wholly owned subsidiary of Red Fiber Parent.

² 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*”).

³ In 2015, HTSC obtained authorization for a *pro forma* assignment of the Kawaihae and Makaha cable landing stations associated with the HIFN cable from its affiliate, Wavecom Solutions Company, Inc. (“Wavecom”), a direct wholly owned subsidiary of HTI. SCL-ASG-20150512-00012. Separately, in 2016, HTI obtained authorization for a *pro forma* assignment of the HIFN Cable, except for the Kawaihae and Makaha cable landing stations, from Wavecom. SCL-ASG-20161222-00027. HTSC and HTI submit that the 2016 *pro forma* assignment should have sought authorization to assign the Kawaihae and Makaha cable landing stations to HTI. HTI currently owns and operates the building and equipment associated with the Makaha cable landing station and the equipment associated with the Kawaihae cable landing station, which is located in a building owned by HTSC. HTSC and HTI have submitted a notice of the *pro forma* assignment of the Kawaihae and Makaha cable landing stations authorizations from HTSC to HTI. See IBFS File No. SCL-ASG-20200514-00019.

Cable”) that connects four of the Hawaiian Islands, Oahu, Kauai, Maui, and Hawai‘i.⁴ Finally, HTSC holds an interest in segments four through six of the SEA-US East subsystem, a part of a 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”).⁵

As described below, Red Fiber Parent and Cincinnati Bell, the indirect parent of Licensees, have signed an agreement whereby, through a subsidiary merger, Red Fiber Parent will directly acquire 100% of Cincinnati Bell’s outstanding common stock, including indirectly 100% ownership of Licensees.⁶ As a result of the Transaction, the Licensees will continue to be subsidiaries of Cincinnati Bell under the ownership of Red Fiber Parent, and Red Fiber Parent will indirectly control the respective interests of HTI and HTSC in the HIFN Cable, the HICS Cable, and the SEA-US Cable. Following the Transaction, Licensees will continue to provide services in the United States 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 by the Commission. The Transaction, therefore, will not result in any disruption or termination of service for existing

⁴ See IBFS File Nos. SCL-LIC-19921015-00008; SCL-ASG-20110112-00002 (assigning authorization from GTE Hawaiian Telephone Company Inc. to HTI) (hereinafter collectively “*HICS Authorization*”).

⁵ 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*”).

⁶ Applicants are concurrently filing an application to transfer control of six domestic Section 214 authorities held by Cincinnati Bell Telephone Company LLC (“CBT”), Cincinnati Bell Technology Solutions LLC (“CBTS”), Cincinnati Bell Extended Territories LLC (“CBET”), HTI, HTSC and Wavecom, respectively; and three international Section 214 licenses held by CBTS, HTI and HTSC, respectively. See WC Docket No. 20-146 and FCC File Nos. ITC-T/C-20200515-00070, ITC-T/C-20200515-00071, ITC-T/C-20200515-00072. Applicants are also concurrently filing an application seeking approval for the transfer of control of wireless licenses held by HTI. See ULS File No. 0009033032.

customers of Licensees that will continue to be subsidiaries of Cincinnati Bell under the ownership of Red Fiber Parent.

The Applicants provide the following information in support of this Application:

I. DESCRIPTION OF THE APPLICANTS

A. Hawaiian Telcom, Inc. (“HTI”) (Licensee)

FRN: 0001520980

HTI, a Hawai‘i corporation, is a direct, wholly owned subsidiary of Hawaiian Telcom Communications, Inc. (“HT Communications”), a Delaware corporation, and an indirect, wholly owned subsidiary of Cincinnati Bell. As the largest full service provider of telecommunications services and products in Hawai‘i, HTI is the incumbent local exchange carrier, serving Hawai‘i for nearly 135 years. HTI provides voice and data network solutions supported by the reach and reliability of its next generation fiber network and a 24/7 state-of-the-art network operations center. HTI’s statewide backbone is one of the largest Internet Protocol (“IP”) networks in Hawai‘i and provides the foundation upon which to expand its portfolio of advanced services to consumers and businesses throughout the state. HTI holds a license to land and operate the HICS and HIFN cables.⁷ Upon consummation of the Transaction, HTI will remain an indirect, wholly owned subsidiary of Cincinnati Bell and will be a wholly owned, indirect subsidiary of Red Fiber Parent.

B. Hawaiian Telcom Services Company, Inc. (“HTSC”) (Licensee)

FRN: 0013077250

Through its indirect, wholly owned subsidiary HT Communications, Cincinnati Bell also indirectly owns HTSC, a Delaware corporation authorized to conduct business in Hawai‘i. HTSC provides interstate and intrastate long distance, high speed Internet, video, managed services,

⁷ See *HIFN Authorization*, *supra* note 2; *HICS Authorization*, *supra* note 4.

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 cable⁸ and is authorized by the Commission to land and operate the SEA-US cable.⁹ Upon consummation of the Transaction, HTSC will remain an indirect, wholly owned subsidiary of Cincinnati Bell and will be a wholly owned, indirect subsidiary of Red Fiber Parent.

C. Cincinnati Bell Inc. (“Transferor”)

FRN: 0003018033

Cincinnati Bell is a widely held, publicly traded Ohio corporation (NYSE: CBB). Through its various subsidiaries, Cincinnati Bell provides high-speed data, video, and voice solutions to consumers and businesses over an expanding fiber network and legacy copper network. Cincinnati Bell’s early decision to accelerate its regional fiber build-out a decade ago has created a unique network capable of producing higher bandwidth and faster Internet speed than its competitors. Cincinnati Bell continues to transform from a legacy copper-based telecommunications company into a technology company with state-of-the-art fiber assets serving customers with data, video, voice, and IT solutions to meet their evolving needs. Cincinnati Bell subsidiaries are authorized by the Commission to provide interstate and international telecommunications services. More detail about Cincinnati Bell can be found at www.cincinnati-bell.com.

⁸ See n. 3, *supra*.

⁹ See *HIFN Authorization*, *supra* note 2; *SEA-US Authorization*, *supra* note 5.

D. Red Fiber Parent LLC (“Red Fiber Parent” or “Transferee”)

FRN: 0029339660

Red Fiber Parent is a Delaware limited liability company that has been established as an acquisition vehicle for purposes of the Transaction. At closing of the Transaction, Red Fiber Parent will be majority owned indirectly by MIP V (FCC) AIV, L.P., a Delaware limited partnership (“MIP V”), a fund managed by a member of Macquarie Infrastructure and Real Assets (“MIRA”). MIRA is a global alternative asset manager with extensive experience in investing in the communications infrastructure industry. For more than two decades, MIRA has partnered with investors, governments, and communities to manage, develop, and enhance assets relied on by more than 100 million people each day. As of September 30, 2019, MIRA managed \$135.6 billion in assets that are essential to the sustainable development of economies and communities, including 155 portfolio businesses, approximately 600 properties, and 4.7 million hectares of farmland.

At closing of the Transaction, Red Fiber Parent will also be minority owned indirectly by (i) alternative investment vehicles (the “SSF AIVs”) controlled by ASSF Management IV, L.P., a Delaware limited partnership (“SSF IV”), as the general partner of the SSF AIVs, and (ii) alternative investment vehicles (the “ASOF AIVs,” and together with the SSF AIVs, the “Ares AIVs”) controlled by ASOF Management, L.P., a Delaware limited partnership (“ASOF,” and together with SSF IV, “Ares”), as the general partner of the ASOF AIVs. The Ares AIVs are investment vehicles managed by the Private Equity Group of Ares Management Corporation (“Ares Management”). Ares Management is a global alternative investment manager operating three integrated businesses across Credit, Private Equity, and Real Estate. Ares Management’s global platform had \$149 billion of assets under management as of March 31, 2020 and employs approximately 1,200 employees in over 20 offices in more than 10 countries.

The entities directly or indirectly holding or controlling a 10% or greater ownership interest

in Red Fiber Parent are identified below and in **Exhibit A**.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the Agreement and Plan of Merger (the “Agreement”), dated March 13, 2020, by and among Red Fiber Parent, RF Merger Sub Inc. (“Merger Sub”), and Cincinnati Bell, Merger Sub will merge with and into Cincinnati Bell (the “Transaction”), and, as a result of such merger, Red Fiber Parent will acquire all of the outstanding shares of common stock of Cincinnati Bell, which shares will be converted into the right to receive \$15.50 in cash at closing of the Transaction.¹⁰

Merger Sub, an Ohio corporation formed for the purposes of the Transaction, is a direct, wholly owned subsidiary of Red Fiber Parent, a Delaware limited liability company. More specifically, upon closing of the Transaction, Merger Sub will merge with and into Cincinnati Bell, whereupon the separate existence of Merger Sub will cease to exist and Cincinnati Bell will be the surviving corporation in the merger. Cincinnati Bell will then be a direct wholly-owned subsidiary of Red Fiber Parent. As a result of the Transaction, the Licensees will become indirect subsidiaries of Red Fiber Parent. The corporate structure of Cincinnati Bell will otherwise not change.

The equity in Red Fiber Parent will be allocated indirectly between MIP V and Ares, with MIP V holding a greater than 50 percent interest. The entities directly or indirectly holding or controlling a 10% or greater ownership interest in Red Fiber Parent are identified below and in **Exhibit A**. For the Commission’s reference, diagrams depicting the pre- and post-Transaction corporate ownership structures are provided as **Exhibit B**.

¹⁰ On May 7, 2020, at a virtual special meeting, Cincinnati Bell’s shareholders approved the Transaction and all related proposals. For further details please see <https://d18rn0p25nwr6d.cloudfront.net/CIK-0000716133/451aab4d-c329-4118-b36a-9be39271f976.pdf>

III. Public Interest Considerations

Consummation of the proposed Transaction 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 as well as the vital communications needs of Hawaii customers.

Red Fiber Parent and its owners are managerially, technically, and financially well-qualified to complete the Transaction and assume indirect ownership control of the Licensees that will continue to be subsidiaries of Cincinnati Bell under the ownership of Red Fiber Parent. The Licensees are expected to continue to be managed and operated by the same officers and key personnel. The Licensees will continue to have the managerial, technical, and financial qualifications to provide high quality telecommunications services to consumers in their operating territories. Cincinnati Bell's existing management team would be supplemented with the managerial capabilities and resources of Red Fiber Parent and its owners. MIRA and its affiliates are experienced asset managers and operators of comparable companies with a focus on utilities and energy, transportation, and communications infrastructure in the U.S. and globally. Through its predecessor funds, MIRA has held investments in various communications infrastructure and utilities companies, and will be able to leverage its considerable track-record to effectively manage the investment in Cincinnati Bell.

The Transaction will strengthen the financial position of the Cincinnati Bell enterprise as a whole by providing access to capital from new funding sources, and enabling accelerated investment in the company's strategic products that is not presently available to Cincinnati Bell as a standalone company. The Transaction is expected to allow the enterprise to drive growth and maximize value over the long term. With the substantial financial resources of the investors in Red Fiber Parent, Cincinnati Bell and its subsidiaries will be better positioned to deliver next generation, integrated communications for its customers through an expanded fiber network. The financial, management,

and other resources made available to Cincinnati Bell and its subsidiaries will enhance its networks and services to the benefit of their customers.

The Transaction is structured only as an indirect 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, Red Fiber Parent has no plans to change the Licensees' current rates or terms and conditions of services in connection with the Transaction. Therefore, the Transaction will be seamless to customers, as they will not experience any immediate changes in services, or rates, terms and conditions of service. Any future changes will be executed with careful planning and implementation in the normal course of business operations.

Further, there will be no need to change any billing systems or operational support systems before closing the Transaction. Since no system cutovers are required upon implementation of the combination, the Licensees' existing customer-facing systems will remain in place after the closing. Any future information technology upgrades or expansions to Cincinnati Bell's systems will be executed with careful planning and implementation in the normal course of business operations.

The change in control of Licensees 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.¹¹ The Commission evaluates proposed merger transactions, examining existing capacity and anticipated

¹¹ 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)).

future capacity within two years, to determine whether the combined entity would have the ability to exercise market power through unilateral or coordination action.¹² The market for transport in the Pacific region is very competitive. No Red Fiber Parent affiliate or subsidiary presently operates in either the international transport market or the Hawaii market and therefore does not compete with Licensees, and the Transaction will not diminish the current level of competition in the Pacific region. 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 Licensees' offerings across a broad range of services, 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

FRN: 0001520980

FRN: 0013077250

Transferor:

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

FRN: 0003018033

¹² *Id.*

Transferee:

Red Fiber Parent LLC
c/o Macquarie Infrastructure and Real Assets Inc. FRN: 0029339660
125 West 55th Street
New York, New York 10019
(212) 231-1000

(2) Place of Formation:

Licensees: HTI is a Hawai'i corporation.
HTSC is a Delaware corporation.

Transferor: Cincinnati Bell is an Ohio corporation.

Transferee: Red Fiber Parent is a Delaware limited liability company.

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

For Red Fiber Parent:

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Elizabeth R. Park
Alexander L. Stout
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555 Eleventh Street, NW
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With a copy to:

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Red Fiber Parent LLC
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Evan Hoole
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With a copy to:

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For the Licensees:

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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 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. HTI further holds a 50% ownership interest in the HIFN Cable.¹³ HTSC holds a license to operate the Kawaihae and Makaha cable landing stations for the HIFN cable.¹⁴ HTSC holds a 13.27% ownership interest in segments 4, 5, and 6 of the SEA-US East subsystem of the SEA-US Cable. Upon consummation of the Transaction, the interests of HTI in the HICS Cable and HIFN Cable¹⁵ and the interests of HTSC in the SEA-US Cable will continue to be held by the Licensees, which will continue to be subsidiaries of Cincinnati Bell under Red Fiber Parent's ownership.

¹³ The HIFN Cable is jointly owned with Level 3 Telecom of Hawaii, L.P., which 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 2.

¹⁴ *See supra* note 3.

¹⁵ HTI's interests in the HIFN Cable include the Kawaihae and Makaha landing stations and associated authorizations, subject to the *pro forma* notice of assignment. *See id.*

- (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 closing of the Transaction, HTI and HTSC will remain direct, wholly owned subsidiaries of HT Communications, a Delaware holding company with its principal business address at 1177 Bishop Street, Honolulu, Hawai‘i 96813. HT Communications will remain a direct, wholly owned subsidiary of Hawaiian Telcom Holdco, Inc. (“HT Holdco”). HT Holdco will remain a direct, wholly owned subsidiary of Cincinnati Bell. As a result of the Transaction, Cincinnati Bell, HT Holdco, HT Communications, HTI, and HTSC will be ultimately wholly owned by Red Fiber Parent and its shareholders rather than the current shareholders of Cincinnati Bell.¹⁶

Following the proposed Transaction, Red Fiber Parent will own directly 100% of the stock of Cincinnati Bell. The following entities will own ten percent (10%) or more of Red Fiber Parent:

Name:	RF Topco LLC
Address:	c/o Macquarie Infrastructure and Real Assets 125 W. 55 th Street
City, State, Zip:	New York, NY 10019
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Percentage of Ownership:	100% (directly in Red Fiber Parent)

Name:	Red Fiber Holdings LLC (“RF Holdings”)
Address:	c/o Macquarie Infrastructure and Real Assets 125 W. 55 th Street
City, State, Zip:	New York, NY 10019
Citizenship:	U.S. (Delaware)
Principal Business:	Holding Company
Percentage of Ownership:	100% (indirectly as sole member of RF Topco LLC)

Name:	MIP V RF Partners, L.P.
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¹⁶ See the pre- and post-Transaction corporate ownership structures depicted in **Exhibit B**.

Address: c/o Macquarie Infrastructure and Real Assets
125 W. 55th Street
City, State, Zip: New York, NY 10019
Citizenship: U.S. (Delaware)
Principal Business: Investment Fund
Percentage of Ownership: ~75% (indirectly through RF Holdings)

Name: MIP V (FCC) AIV, L.P.
Address: c/o Macquarie Infrastructure and Real Assets
125 W. 55th Street
City, State, Zip: New York, NY 10019
Citizenship: U.S. (Delaware)
Principal Business: Investment Fund
Percentage of Ownership: 75% (indirectly through MIP V RF Partners, L.P.)

Name: ASSF Management IV, L.P.
Address: c/o Ares Management LLC
2000 Avenue of the Stars, 12th Floor
City, State, Zip: Los Angeles, CA 90067
Citizenship: U.S. (Delaware)
Principal Business: Investment Management

Name: ASOF Management, L.P.
Address: c/o Ares Management LLC
2000 Avenue of the Stars, 12th Floor
City, State, Zip: Los Angeles, CA 90067
Citizenship: U.S. (Delaware)
Principal Business: Investment Management

Ares Percentage: ~25% in the aggregate (indirectly as 25% owners of RF Holdings¹⁷)

The respective interests of MIP V and Ares are expected to be in the range identified above but may change prior to or shortly after closing of the Transaction based on additional equity investment by MIP V or Ares.¹⁸ Red Fiber Parent will update the application for any changes to this

¹⁷ The Ares interests in RF Holdings will be held through a number of limited partnership AIVs that are controlled by either SSF IV or ASOF as a general partner.

¹⁸ Additional equity investment may also be made by one or more indirect minority co-investors that have not yet been determined. Any such minority co-investor is expected to hold indirectly no more than 20 percent of the outstanding equity interests of Red Fiber Parent.

information in accordance with its obligations under Section 1.65, and to seek any required specific authorization.

See **Exhibit A** for direct and indirect ownership of MIP V and Ares. To the best knowledge of Red Fiber Parent and its affiliates, no other person or entity, directly or indirectly, will control or own a ten percent (10%) or greater interest in the Licensees upon closing of the Transaction.

No person who currently serves on the board or as an officer of Red Fiber Parent also serves as an officer or director of a foreign carrier. New officers and directors may be appointed prior to closing. It is currently anticipated that persons who will serve on the board or as an officer of Red Fiber Parent as of the closing of the Transaction will not also serve as an officer or director of a foreign carrier. Red Fiber Parent will update the application for any changes to this information in accordance with its obligations under Section 1.65.

Except for directors serving on the board of Cincinnati Bell's indirect subsidiary OnX Enterprise Solutions Ltd. ("OnX"), a Canadian competitive resale telecommunications provider, Cincinnati Bell does not have any interlocking directorates with foreign carriers.

OnX Enterprise Solutions Ltd. ("OnX") Directors

Directors: *Leigh R. Fox*
 Paul Khawaja

OnX Enterprise Solutions Ltd. Officers

<u>Officers:</u>	<i>Leigh R. Fox</i>	Chief Executive Officer
	<i>Andrew R. Kaiser</i>	Chief Financial Officer
	<i>Christi Cornette</i>	Chief Culture Officer
	<i>Christopher J. Wilson</i>	Vice President & General Counsel
	<i>Jeffrey A. Lackey</i>	President
	<i>David M. Greulich</i>	Chief Financial Officer, CBTS
	<i>Paul Khawaja</i>	Senior Vice President, Canada

<i>Joshua T. Duckworth</i>	Vice President of Treasury, Corporate Finance, & Investor Relations
<i>Suzanne E. Maratta</i>	Vice President & Controller
<i>Michael R. Murphy</i>	Senior Director, Tax
<i>Kevin J. Murray</i>	Senior Vice President & Chief Information Officer
<i>John L. Cronin</i>	Vice President & Chief Security Officer
<i>Connie M. Vogt</i>	Corporate Secretary
<i>Richard T. Galloway</i>	Assistant Controller
<i>Theodore W. Heckmann</i>	Assistant Secretary
<i>Angela J. Huber</i>	Assistant Treasurer

To Applicants' knowledge, no person serving on the board or as an officer of Cincinnati Bell or OnX also serves as an officer or director of a foreign carrier or domestic carrier affiliate of Cincinnati Bell.

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

By its signature to this application, the Transferee, Red Fiber Parent, hereby certifies that it is not a foreign carrier and does not directly own a cable landing station in any foreign country. Red Fiber Parent is affiliated with the following foreign carriers, including an entity that owns a minority interest in a submarine cable system with landing stations in several European countries, which are commonly controlled by Macquarie Group Limited:

- TDC A/S (formerly Tele Danmark Communications) ("TDC") is organized under the laws of Denmark and is an incumbent provider of facilities-based wireline telecommunications services in Denmark. TDC has a share of less than 3% in the TAT-14 submarine cable, a transatlantic submarine cable system with landing stations in the United States, the United Kingdom, France, the Netherlands, Germany, and Denmark. The TAT-14 system is expected to be taken out of service in December 2020. TDC also provides mobile wireless and broadband services in Denmark.
- Inea S.A. ("Inea") is organized under the laws of Poland and is a provider of fiber-to-the-home technology providing competitive retail telecommunications services to residential and business customers in the Wielkopolska region of Poland. Inea also provides mobile telephony, broadband, and other services in Poland.

- KCOM Group PLC (“KCOM”) is organized under the laws of the United Kingdom and is an incumbent provider of facilities-based wireline telecommunications services in the Hull and East Yorkshire region of the United Kingdom. KCOM also provides broadband and other communications services in the United Kingdom.
- Nu Mobile Pty Ltd (“Nu Mobile”) is organized under the laws of Australia and is a reseller of mobile wireless services to retail customers in Australia.

By its signature to this application, Transferor, Cincinnati Bell, hereby certifies that it is not a foreign carrier, but is affiliated with a foreign carrier. Specifically, Cincinnati Bell’s indirect subsidiary OnX, a company organized under the laws of Ontario, Canada, 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, the Licensees will continue to be affiliated with OnX.

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

By its signature to this application, the Transferee, Red Fiber Parent, certifies it does not seek to land and operate a submarine cable connecting the United States to, or provide international telecommunications services to, any destination country where (i) it is a foreign carrier, (ii) it controls a foreign carrier, (iii) an entity that owns 25 percent of Red Fiber Parent or controls Red Fiber Parent, also controls a foreign carrier, and (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Red Fiber Parent and are parties to, or the beneficiaries of, a contractual relationship affecting the provision or marketing of arrangements for the terms of acquisition, sale, lease, transfer and use of capacity on the cable.

Section 1.767(a)(8)(iv) – World Trade Organization Membership:

Upon the completion of the Transaction, HTI and HTSC will be affiliated with foreign carriers in Canada, Denmark, Poland, Australia, and the United Kingdom, each of which are members of the World Trade Organization.

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

By its signature to this application, Red Fiber Parent 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, Red Fiber Parent 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 a national security agreement (“NSA”) with the United States Department of Homeland Security (“DHS”) governing its operations on the SEA-US Cable.¹⁹ In addition, HTI has 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.²⁰ HTSC, HTI, Cincinnati Bell and Red Fiber Parent certify that after the closing of the Transaction, they each will continue to abide by the commitments made in the NSA and LOA.

VI. Streamlined Processing Request

The Applicants are not requesting for streamlined processing under the Commission’s rules.

¹⁹ 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 Company, Inc., RAM Telecom International, Inc., and TeleGuam Holdings, LLC d/b/a GTA and U.S. Department of Homeland Security (Jan. 11, 2017)).

²⁰ 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,

**Cincinnati Bell Inc.
Hawaiian Telcom, Inc.
Hawaiian Telcom Services Company, Inc.**

/s/ Andrew Lipman

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Joshua M. Bobeck
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Telcom, Inc. and Hawaiian Telcom Services
Company, Inc.*

Red Fiber Parent LLC

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Counsel for Red Fiber Parent LLC

Date: May 20, 2020

Exhibit A

Ownership of MIP V (FCC) AIV, L.P.

The following entities or individuals hold 10% or greater interest in MIP V (FCC) AIV, L.P.:²¹

Name:	Macquarie Infrastructure Partners V GP LLC (“MIP V GP”) ²²
Address:	125 W. 55th Street, Level 15 New York, NY 10019
Citizenship:	Delaware
Principal Business:	Investment Management Company
Interest in MIP V (FCC) AIV, L.P.:	100% (directly in MIP V (FCC) AIV, L.P. as general partner; also general partner of MIP V RF Partners, L.P.)

Name:	Macquarie Infrastructure Partners V GP LLC (“MIP V GP”) ²³
Address:	125 W. 55th Street, Level 15 New York, NY 10019
Citizenship:	Delaware
Principal Business:	Investment Management Company
Interest in MIP V (FCC) AIV, L.P.:	100% (directly in MIP V (FCC) AIV, L.P. as general partner; also general partner of MIP V RF Partners, L.P.)

Name:	Macquarie Infrastructure Partners Inc. (“MIP Inc.”)
Address:	125 W. 55th Street, Level 15 New York, NY 10019

²¹ The limited partnership interests in MIP V (FCC) AIV, L.P. will be insulated in accordance with Section 1.5003 of the Commission’s rules. Upon the closing of the proposed transaction, certain insulated investors may hold greater than 10% equity interests in MIP V (FCC) AIV, L.P. indirectly through Macquarie-controlled fund aggregators or blockers, but these interests will be purely passive.

²² 100% of the economic interest in MIP V GP LLC is held by Macquarie Infrastructure and Real Assets Investments Limited, an affiliate of MIRA Inc. and a wholly owned subsidiary of Macquarie (UK) Group Services Limited, which is organized in the United Kingdom and is a wholly-owned indirect subsidiary of Macquarie Group Limited.

²³ 100% of the economic interest in MIP V GP LLC is held by Macquarie Infrastructure and Real Assets Investments Limited, an affiliate of MIRA Inc. and a wholly owned subsidiary of Macquarie (UK) Group Services Limited, which is organized in the United Kingdom and is a wholly-owned indirect subsidiary of Macquarie Group Limited.

Citizenship: Delaware
Principal Business: Investment Management Company
Interest in MIP V (FCC) AIV, L.P.: 100% (indirectly through management control of MIP V GP)

Name: Macquarie Infrastructure and Real Assets Inc.
("MIRA Inc.")
Address: 125 W. 55th Street, Level 15
New York, NY 10019
Citizenship: Delaware
Principal Business: Investment Management Company
Interest in MIP V (FCC) AIV, L.P.: 100% (indirectly through ownership of MIP Inc. and as managing member of MIP V GP)

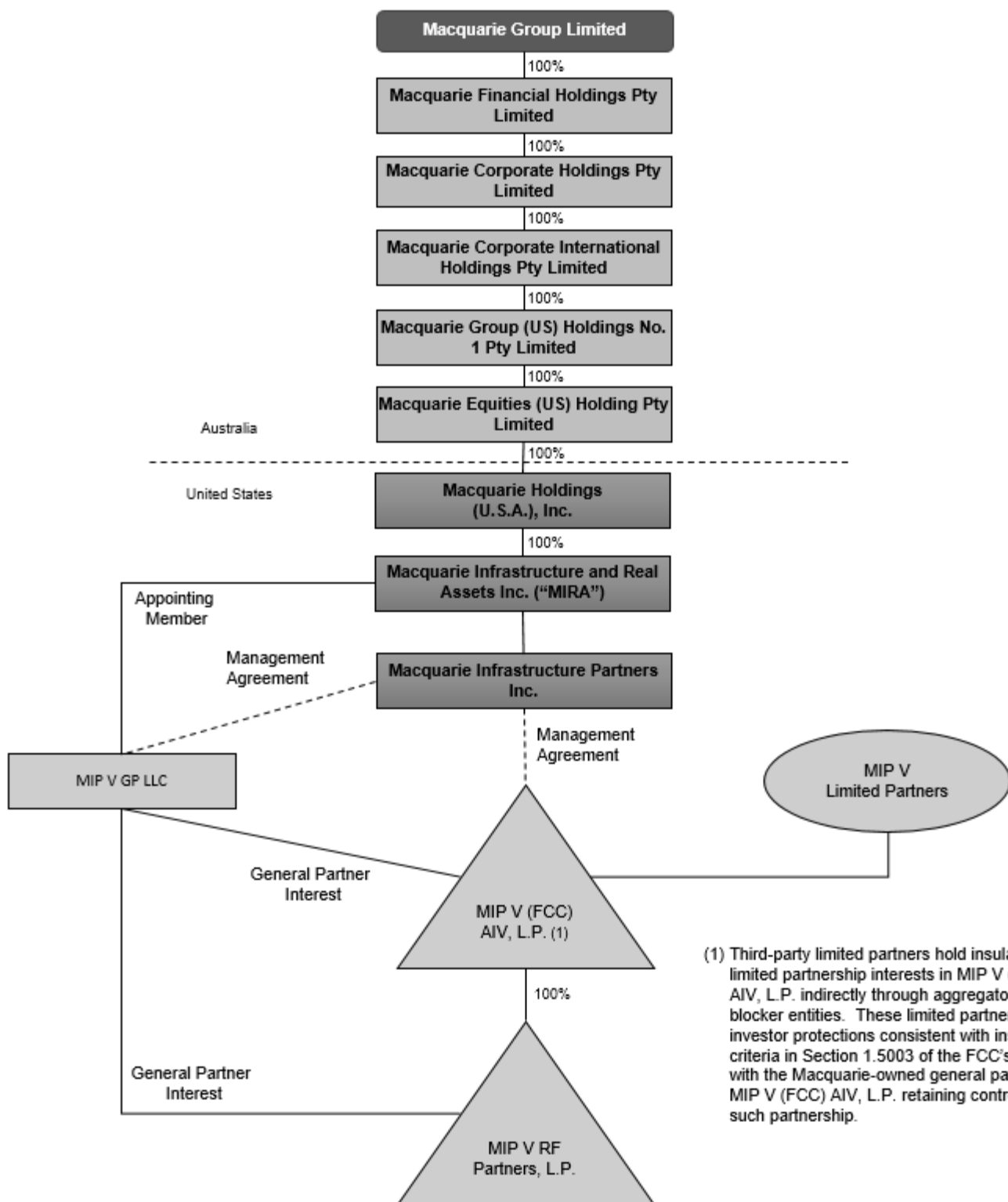
Name: Macquarie Holdings (U.S.A.), Inc.
Address: 125 W. 55th Street, Level 15
New York, NY 10019
Citizenship: Delaware
Principal Business: Holding Company
Interest in MIP V (FCC) AIV, L.P.: 100% (indirectly through ownership of MIRA Inc.)

Name: Macquarie Equities (US) Holding Pty Limited
Address: 50 Martin Place
Sydney, NSW 2000, Australia
Citizenship: Australia
Principal Business: Holding Company
Interest in MIP V (FCC) AIV, L.P.: 100% (indirectly through ownership of Macquarie Holdings (U.S.A.), Inc.)

Name: Macquarie Group (US) Holdings No. 1 Pty Limited
Address: 50 Martin Place
Sydney, NSW 2000, Australia
Citizenship: Australia
Principal Business: Holding Company
Interest in MIP V (FCC) AIV, L.P.: 100% (indirectly through ownership of Macquarie Equities (US) Holding Pty Limited)

Name: Macquarie Corporate International Holdings Pty Limited
Address: 50 Martin Place

Citizenship:	Sydney, NSW 2000, Australia
Principal Business:	Australia
Interest in MIP V (FCC) AIV, L.P.:	Holding Company
	100% (indirectly through ownership of
	Macquarie Group (US) Holdings No. 1 Pty
	Limited)
Name:	Macquarie Corporate Holdings Pty Limited
Address:	50 Martin Place
	Sydney, NSW 2000, Australia
Citizenship:	Australia
Principal Business:	Holding Company
Interest in MIP V (FCC) AIV, L.P.:	100% (indirectly through ownership of
	Macquarie Corporate International Holdings
	Pty Limited)
Name:	Macquarie Financial Holdings Pty Limited
Address:	50 Martin Place
	Sydney, NSW 2000, Australia
Citizenship:	Australia
Principal Business:	Holding Company
Interest in MIP V (FCC) AIV, L.P.:	100% (indirectly through ownership of
	Macquarie Corporate Holdings Pty Limited)
Name:	Macquarie Group Limited
Address:	50 Martin Place
	Sydney, NSW 2000, Australia
Citizenship:	Australia
Principal Business:	Investments
Interest in MIP V (FCC) AIV, L.P.:	100% (indirectly through ownership of
	Macquarie Financial Holdings Pty Limited)



Ownership of ASSF Management IV, L.P. and the SSF AIVs

The following entities or individuals hold 10% or greater interest in ASSF Management IV, L.P. and the alternative investment vehicles (the “SSF AIVs”) controlled by ASSF Management IV, L.P.:²⁴

Name:	ASSF Management IV GP LLC
Address:	2000 Avenue of the Stars, 12th Floor Los Angeles, CA 90067
Citizenship:	Delaware
Principal Business:	Investment Management
Interest in ASSF Management IV, L.P.:	100% (indirectly as general partner of ASSF Management IV, L.P.)

Name:	Ares Investments Holdings LLC
Address:	2000 Avenue of the Stars, 12th Floor Los Angeles, CA 90067
Citizenship:	Delaware
Principal Business:	Investment Management
Interest in ASSF Management IV, L.P.:	100% (indirectly as the sole member of ASSF Management IV GP LLC)

Name:	Ares Management Corporation (“Ares Management”)
Address:	2000 Avenue of the Stars, 12th Floor Los Angeles, CA 90067
Citizenship:	Delaware
Principal Business:	Investment Management
Interest in ASOF Management, L.P.:	100% (indirectly as indirect owner of Ares Investments Holdings LLC)

ASSF Management IV GP LLC is the general partner of the SSF AIVs. The management of the SSF AIVs will be delegated to ASSF Operating Manager IV, L.P., a Delaware limited partnership, whose general partner is Ares Management LLC, a Delaware limited liability company. Ares Management LLC is controlled by Ares Management Holdings LP.

²⁴ The Ares interests in RF Holdings will be held through a number of limited partnership AIVs that are controlled by either ASSF Management IV, L.P. or ASOF Management, L.P. as a general partner. The indirect interests in Red Fiber Parent held by Ares entities will be approximately 25% in the aggregate.

Ares Investments Holdings LLC and Ares Management Holdings LP are indirectly controlled by Ares Management, which is a Delaware corporation whose shares of Class A common stock, par value \$0.01 per share (the “Class A Common Stock”), are publicly traded on the New York Stock Exchange under the ticker symbol “ARES.” All intervening controlling holding companies between Ares Investments Holdings LLC and Ares Management LLC, on the one hand, and Ares Management, on the other hand, are Delaware entities. Ares Management has a board of directors that is responsible for the oversight of its business and operations. All of the members of Ares Management’s board of directors are U.S. citizens.

Ares Management has three classes of common stock, the Class A Common Stock, Class B common stock, \$0.01 par value per share (the “Class B Common Stock”), and Class C common stock, \$0.01 par value per share (the “Class C Common Stock”). Pursuant to Ares Management’s Certificate of Incorporation in effect as of the date hereof, the holders of the Class B Common Stock and the Class C Common Stock, collectively, will generally have the majority of the votes on any matter submitted to the stockholders of Ares Management if certain conditions are met. Ares Management GP LLC, a Delaware limited liability company (“Ares Management GP”), is the sole holder of the Class B Common Stock. Ares Voting LLC, a Delaware limited liability company (“Ares Voting LLC”), is the sole holder of the Class C Common Stock. Ares Partners Holdco LLC, a Delaware limited liability company (“Ares Partners Holdco”), is the sole member of Ares Management GP and Ares Voting. Ares Partners Holdco is managed by a board of managers, which is composed of Michael J Arougheti, Ryan Berry, R. Kipp deVeer, David B. Kaplan, Michael R. McFerran, Antony P. Ressler and Bennett Rosenthal (collectively, the “Ares Board Managers”). Mr. Ressler generally has veto authority over decisions by the Ares Board Managers. Each of the Ares Board Managers is a U.S. citizen, except for Ryan Berry, who is a citizen of Canada.

Ownership of ASOF Management, L.P. and the ASOF AIVs

The following entities or individuals hold 10% or greater interest in ASOF Management, L.P. and the alternative investment vehicles (the “ASOF AIVs”) controlled by ASOF Management, L.P.:²⁵

Name:	ASOF Management GP LLC
Address:	2000 Avenue of the Stars, 12th Floor Los Angeles, CA 90067
Citizenship:	Delaware
Principal Business:	Investment Management
Interest in ASOF Management, L.P.:	100% (indirectly as general partner of ASOF Management, L.P.)

Name:	Ares Investments Holdings LLC
Address:	2000 Avenue of the Stars, 12th Floor Los Angeles, CA 90067
Citizenship:	Delaware
Principal Business:	Investment Management
Interest in ASOF Management, L.P.:	100% (indirectly as sole member of ASOF Management GP LLC)

Name:	Ares Management Corporation
Address:	2000 Avenue of the Stars, 12th Floor Los Angeles, CA 90067
Citizenship:	Delaware
Principal Business:	Investment Management
Interest in ASOF Management, L.P.:	100% (indirectly as indirect owner of Ares Investments Holdings LLC)

ASOF Management GP LLC is the general partner of the ASOF AIVs. The management of the ASOF AIVs will be delegated to ASOF Investment Management LLC, a Delaware limited liability company. The sole manager of ASOF Investment Management LLC is Ares Management LLC. Ares Management LLC is controlled by Ares Management Holdings LP.

Ares Investments Holdings LLC and Ares Management Holdings LP are indirectly controlled by Ares Management, which is a Delaware corporation whose shares of Class A common stock, par value \$0.01 per share (the “Class A Common Stock”), are publicly traded on the New York Stock

²⁵ The Ares interests in RF Holdings will be held through a number of limited partnership AIVs that are controlled by either ASSF Management IV, L.P. or ASOF Management, L.P. as a general partner. The indirect interests in Red Fiber Parent held by Ares entities will be approximately 25% in the aggregate.

Exchange under the ticker symbol “ARES.” All intervening controlling holding companies between Ares Investments Holdings LLC and Ares Management LLC, on the one hand, and Ares Management, on the other hand, are Delaware entities. Ares Management has a board of directors that is responsible for the oversight of its business and operations. All of the members of Ares Management’s board of directors are U.S. citizens.

Ares Management has three classes of common stock, the Class A Common Stock, Class B common stock, \$0.01 par value per share (the “Class B Common Stock”), and Class C common stock, \$0.01 par value per share (the “Class C Common Stock”). Pursuant to Ares Management’s Certificate of Incorporation in effect as of the date hereof, the holders of the Class B Common Stock and the Class C Common Stock, collectively, will generally have the majority of the votes on any matter submitted to the stockholders of Ares Management if certain conditions are met. Ares Management GP LLC, a Delaware limited liability company (“Ares Management GP”), is the sole holder of the Class B Common Stock. Ares Voting LLC, a Delaware limited liability company (“Ares Voting LLC”), is the sole holder of the Class C Common Stock. Ares Partners Holdco LLC, a Delaware limited liability company (“Ares Partners Holdco”), is the sole member of Ares Management GP and Ares Voting. Ares Partners Holdco is managed by a board of managers, which is composed of Michael J Arougheti, Ryan Berry, R. Kipp deVeer, David B. Kaplan, Michael R. McFerran, Antony P. Ressler and Bennett Rosenthal (collectively, the “Ares Board Managers”). Mr. Ressler generally has veto authority over decisions by the Ares Board Managers. Each of the Ares Board Managers is a U.S. citizen, except for Ryan Berry, who is a citizen of Canada.

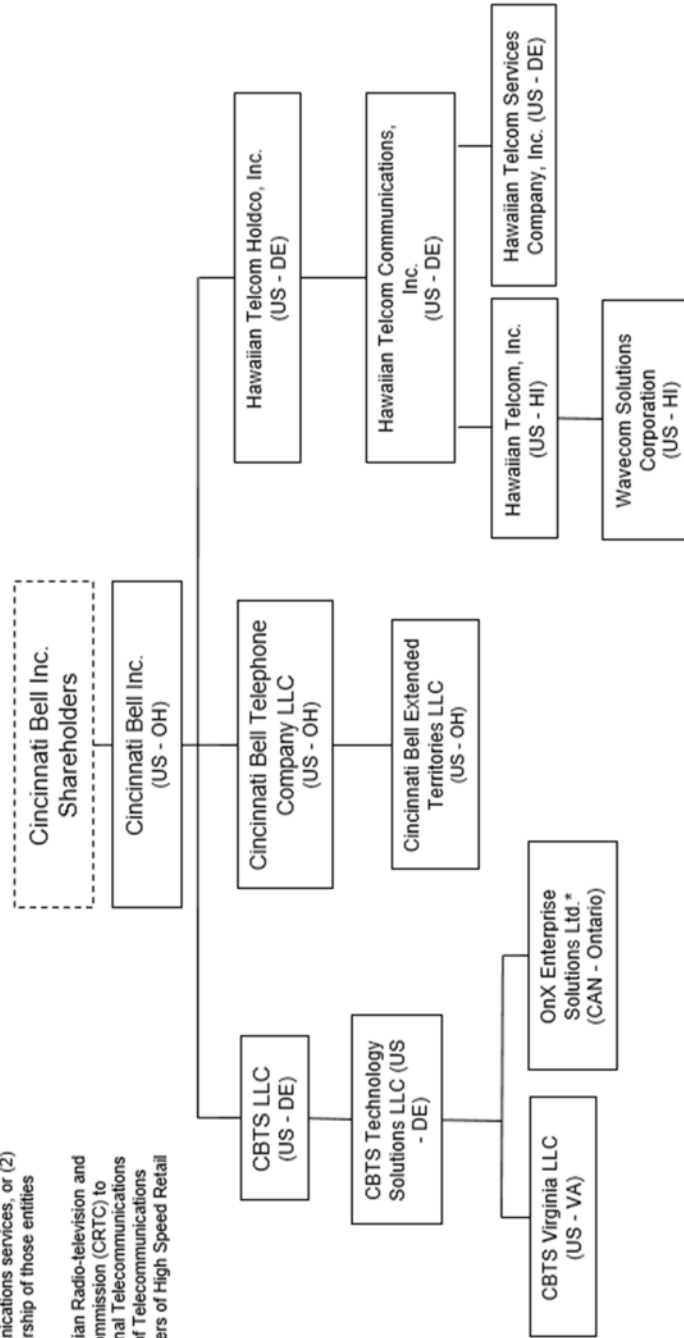
Exhibit B

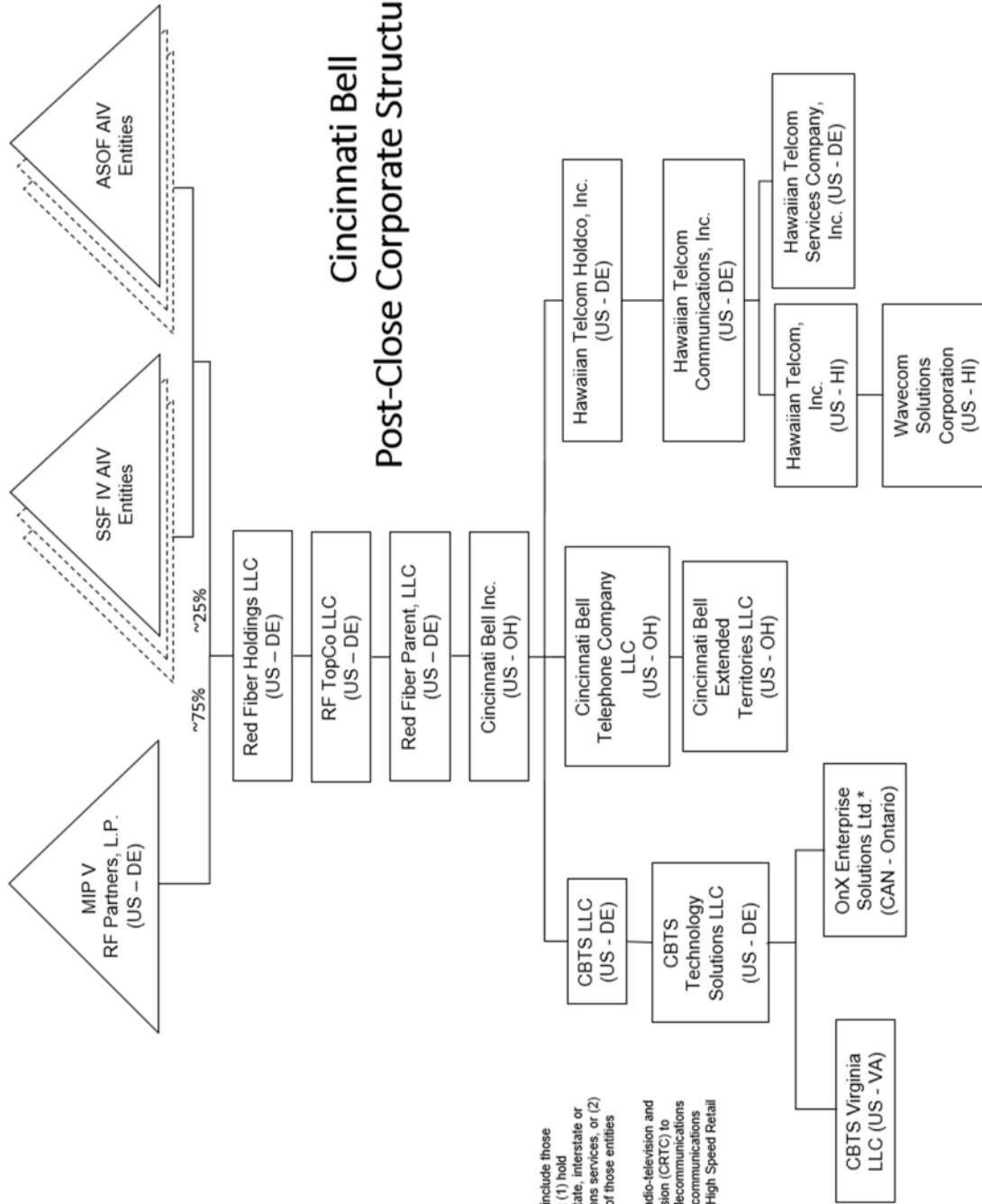
Pre- and Post-Transaction Corporate Ownership Structure Charts

Cincinnati Bell Current Corporate Structure Chart

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

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





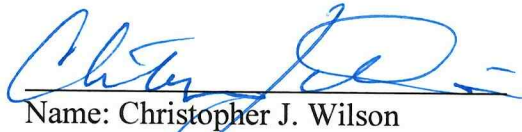
The entities listed herein only include those affiliates of Cincinnati Bell that (1) hold authorization to provide intrastate, interstate or international telecommunications services, or (2) are in the chain of ownership of those entities described in (1).

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

VERIFICATION

I, Christopher J. Wilson, state that I am Vice President and General Counsel of Cincinnati Bell Inc. and its subsidiaries (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 thereof and the certifications contained therein regarding the Company and its subsidiaries are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 26th day of March, 2020.



Name: Christopher J. Wilson
Title: Vice President and General Counsel
Cincinnati Bell Inc.

VERIFICATION

I, Anton Moldan, state that I am Authorized Signatory of Red Fiber Parent LLC; that I am authorized to make this Verification on behalf of Red Fiber Parent LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein regarding Red Fiber Parent LLC are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 20th day of May, 2020.



Name: Anton Moldan
Title: Authorized Signatory
Red Fiber Parent LLC

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing document was served upon the following:

Marlene Dortch
Secretary
Federal Communications Commission
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Washington, DC 20554
(via first class U.S. mail, postage pre-paid)

U.S. Coordinator
EB/CIP
U.S. Department of State
2201 C Street, N.W.
Washington, DC 20520-5818
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Troy Tanner
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Office of Chief Counsel/NTIA
U.S. Department of Commerce
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David Krech
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(via electronic mail to thomas.sullivan@fcc.gov)

/s/ Danielle Burt

Danielle C. Burt

May 20, 2020