

April 16, 2021

BY ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
45 L Street, N.E.
Washington, D.C. 20554

Re: Pro Forma Transfers of Control of Cable Landing Licenses for the AEC-1 Submarine Cable System (File Nos. SCL-LIC-20140206-00002 and SCL-MOD-20210105-00001), Havfrue Submarine Cable System (File Nos. SCL-LIC-20180511-00010 and SCL-ASG-20201130-00047), and Amitié Submarine Cable System (File No. SCL-LIC-20200807-00036)

Dear Ms. Dortch:

Pursuant to 47 U.S.C. § 34, Executive Order No. 10,530, and 47 C.F.R. § 1.767(g)(7), Aqua Comms (Americas) Inc. (“Aqua Comms Americas”) (FRN 0027231851) and America Europe Connect 2 USA Inc. (“AEC2 USA”, together with Aqua Comms Americas, the “Aqua Comms Licensees”) (FRN 0027231851) notify the Commission of the *pro forma* transfer of control of their respective cable landing license interests for the AEC-1, Havfrue, and Amitié submarine cable systems. The *pro forma* transfer of control results from a segregation of the U.S. and non-U.S. businesses of the Aqua Comms Group at the outset of a series of transactions that will ultimately reunite all of these businesses under new ownership and a unified ownership structure. This notification pertains only to the initial segregation of the U.S. and non-U.S. businesses. Until the completion of the final transaction in the series (which requires Commission consent), both Aqua Comms Licensees will remain under the control of Aqua Ventures Limited (“AVL”), as previously authorized by the Commission.

1. Background

The Aqua Comms Licensees and their affiliates are engaged in a series of transactions that will ultimately result in the acquisition of the Aqua Comms Licensees by a new public company, Digital 9 Infrastructure plc (“Digital 9”), organized in Jersey, which is listed on the London Stock Exchange pursuant to its initial public offering on March 31, 2021. This notification pertains to only to the initial *pro forma* transactions, which did not involve any change in controlling ownership and which the parties consummated on March 30, 2021.

By sequencing these transactions and segregating the U.S. and non-U.S. businesses of the Aqua Comms Group at the outset, the parties have enhanced commercial certainty regarding the timing Digital 9’s initial public offering and the scope of its business at the time of that offering.

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At the same time, this sequencing expressly recognizes and preserves the U.S. Government's jurisdiction to review and approve or clear the transaction as it pertains to the U.S. business and U.S. licenses and licensees.

On March 7, 2021, the shareholders of Aqua Comms Licensees' ultimate operating parent, Aqua Comms DAC, entered into an agreement with Digital 9 pursuant to which: (a) Digital 9 agreed to acquire all of the shares of Aqua Comms DAC in advance of the planned public offering and fundraising (the "Non-U.S. Affiliates Acquisition"); and (b) in advance of such Non-U.S. Affiliates Acquisition and to ensure compliance with Commission regulatory requirements prior to any transfer of control of the Aqua Comms Licensees, Aqua Comms DAC would cause its wholly-owned subsidiaries (and Aqua Comms Licensees' immediate parents) to sell a 51-percent controlling interest in each Aqua Comms Licensee to AVL (the "U.S. Hive-Out"), meaning that AVL would continue to control the Aqua Comms Licensees by holding a majority voting-and-equity interest in each of them. The parties consummated the U.S. Hive-Out on March 30, 2021.

On March 31, 2021, Digital 9's initial shareholders acquired ordinary shares as a result of the initial placement, and Digital 9's shares began to trade on the London Stock Exchange. On April 1, 2021, Digital 9 then acquired Aqua Comms DAC, giving it an indirect, non-controlling 49-percent voting and equity interest in each of the Aqua Comms Licensees. The Aqua Comms Licensees held off on making this notification until they could assess any reportable 10-percent-or-greater owners resulting from the initial placement. There are no such interest holders. AVL now holds a direct, 51-percent controlling interest in each of the Aqua Comms Licensees, whereas it previously held its controlling interest indirectly through Aqua Comms DAC. Digital 9 holds an indirect, 49-percent non-controlling interest in each of the Aqua Comms Licensees. The pre- and post-consummation ownership structures relating to the U.S. Hive-Out are illustrated in the attached Exhibits A and B.

In the final transaction (the "Reacquisition"), AVL will sell its 51-percent interest in each of Aqua Comms Americas and AEC2 USA back to America Europe Connect Limited and America Europe Connect 2 Limited, respectively (each now a wholly-owned, indirect subsidiary of Digital 9, and each the respective prior owner of such shares prior to the U.S. Hive-Out), pursuant to market-based terms and conditions substantially similar to the stock purchase agreements for the U.S. Hive-Out. At that time, the Aqua Comms Licensees and the non-U.S. affiliates will be reunited in a unified ownership structure under Digital 9.

To consummate the Reacquisition, which will involve a change in controlling ownership of the Aqua Comms Licensees, the parties must seek and receive Commission consent (which they expect to include review by the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector ("Team Telecom")) and clearance by the

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Committee on Foreign Investment in the United States (“CFIUS”).¹ Subject to receipt of regulatory consents and clearances and satisfaction of other closing conditions, the Second-Phase transaction is expected to occur in the fourth quarter of 2021. The parties expect to file the relevant transfer-of-control application with the Commission, seeking consent for the Reacquisition, in the very near future.

2. Information Required by 47 C.F.R. §§ 63.18(a)-(d) and (h) and 63.24(f)(2)

As required by 47 C.F.R. §§ 63.18(a)-(d) and (h) and 63.24(f)(2)(i), the Aqua Comms Licensees the following information:

a. Name, Address, and Telephone Number

Aqua Comms (Americas) Inc.
America Europe Connect 2 USA Inc.
85 East End Avenue #15E
New York, New York 10028
+1 917 385 8729

b. Places of Organization:

The Aqua Comms Licensees are both Delaware corporations.

c. Contact Information

Correspondence concerning this notification should be sent to the following:

Sandra Delany
General Counsel
Aqua Comms DAC
The Exchange Building
Foster Place
Dublin 2, D02 E796
Ireland
+353 1 662 4399
sdelany@aquacomms.com

¹ As part of the U.S. Hive-Out, the Aqua Comms Licensees have entered into a transition services agreement with Aqua Comms DAC subsidiaries for administrative, back-office, and certain operational support services during the pendency of the Reacquisition on market based terms.

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with a copy to:

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kbressie@hwglaw.com

*Counsel for Aqua Comms (Americas) Inc. and
America Europe Connect 2 USA Inc.*

d. Prior International Section 214 Authority

Neither of the Aqua Comms Licensees holds international Section 214 authority.

e. Direct and Indirect Ownership; Interlocking Directorates with Foreign Carriers

The following entities hold 10-percent-or-greater direct and indirect interests in the Aqua Comms Licensees:

America Europe Connect Limited (“AECL”)

Address: The Exchange Building, Foster Place, Dublin 2, D02 E796, Ireland

Place of Organization: Ireland

Principal Business: telecommunications

Relationship: AECL holds a 49.0-percent voting and equity interest in Aqua Comms Americas.

Aqua Comms Connect Limited (“Aqua Comms Connect”)

Address: The Exchange Building, Foster Place, Dublin 2, D02 E796, Ireland

Place of Organization: Ireland

Principal Business: telecommunications

Relationship: Aqua Comms Connect holds a 100-percent voting and equity interest in AECL.

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America Europe Connect 2 Limited (“AEC2”)

Address: The Exchange Building, Foster Place, Dublin 2, D02 E796, Ireland
Place of Organization: Ireland
Principal Business: telecommunications
Relationship: AEC2 holds a 49.0-percent voting and equity interest in AEC2 USA.

Aqua Comms DAC

Address: The Exchange Building, Foster Place, Dublin 2, D02 E796, Ireland
Place of Organization: Ireland
Principal Business: telecommunications
Relationship: Aqua Comms DAC holds a 100-percent voting and equity interest in Aqua Comms Connect and a 100-percent voting and equity interest in AEC2.

Digital 9 Infrastructure plc

Registered Address: 26 New Street, St. Helier, Jersey JE2 3RA, Channel Islands
Place of Organization: Jersey, Channel Islands
Principal Business: investments
Relationship: Digital 9 holds a 100-percent voting and equity interest in Aqua Comms DAC.

Aqua Ventures Limited (“AVL”)

Address: 3rd Floor, Charter Place, 23-27 Seaton Place, St. Helier, Jersey JE4 0WH
Place of Organization: Jersey
Principal Business: investments
Relationship: On a fully-diluted basis, Aqua Ventures holds a 51-percent voting and economic interest in Aqua Comms Americas and AEC2 USA.

The 2013 Bake Family Trust (the “Bake Trust”)

Address: 3rd Floor Charter Place, 23-27 Seaton Place, St. Helier JE4 0WH, Jersey
Place of Organization: Jersey
Principal Business: investments
Relationship: The Bake Trust holds a 100-percent voting and economic interest in AVL.

Dominion Fiduciary Trust Limited (“Dominion Fiduciary Trust”)

Address: 3rd Floor Charter Place, 23-27 Seaton Place, St. Helier JE4 0WH, Jersey
Place of Organization: Jersey
Principal Business: trust services
Relationship: Dominion Fiduciary Trust serves as the trustee of, and controls, the Bake Trust. As trustee, Dominion Fiduciary Trust holds a 100-percent voting interest in the Bake Trust.

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Mr. Christopher Paul Bake

Address: 13 Phillimore Gardens, Kensington, London W8 7QG, United Kingdom

Citizenship: the Netherlands

Principal Business: business management

Relationship: Mr. Bake and his family are the economic beneficiaries of the Bake Trust, although they have no voting interest in the trust itself and no right to any percentage of the assets. The trustee exercises a discretionary power to distribute economic benefits to the beneficiaries. Mr. Bake is the economic settlor of the trust.

No other individual or entity holds a direct or indirect 10-percent or greater interest in either of the Aqua Comms Licensees. The pre- and post-consummation ownership structures of the Aqua Comms Licensees are depicted in the attached Exhibits A and B.

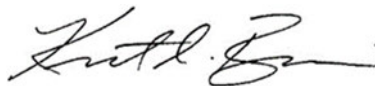
f. Certification Regarding Prior *Pro Forma* Transactions

As required by 47 C.F.R. § 63.24(f)(2)(ii), the Aqua Comms Licensees certify in the attached certification that this transfer of control is *pro forma* in nature and would not, when considered together with all previous *pro forma* transactions, result in a change in control of the cable landing license for the AEC-1, Havfrue, or Amitié systems.

* * * * *

Please contact Kent Bressie at +1 202 730 1337 or kbressie@hwglaw.com with any questions.

Respectfully submitted,



Kent Bressie
Colleen Sechrest
*Counsel for Aqua Comms (Americas) Inc. and
America Europe Connect 2 USA Inc.*

Attachments

cc: Denise Coca
David Krech

CERTIFICATION

I, Michael P. Sauer, as VP Americas of Aqua Comms (Americas) Inc. and director and officer of America Europe Connect 2 USA Inc., hereby certify as follows:

1. I have reviewed the attached *pro forma* transfer-of-control notification and believe that it states fully and accurately the circumstances of the *pro forma* transfer-of-control of the cable landing licenses for the AEC-1, Havfrue, and Amitié submarine cable systems, from Aqua Comms DAC to AVL.
2. The transactions described therein is *pro forma* in nature under the Commission's rules and, together with all previous *pro forma* transactions, would not result in a change in the ultimate control of the cable landing licenses for the AEC-1, Havfrue, and Amitié systems.

I certify under penalty of perjury that the foregoing is true and correct.

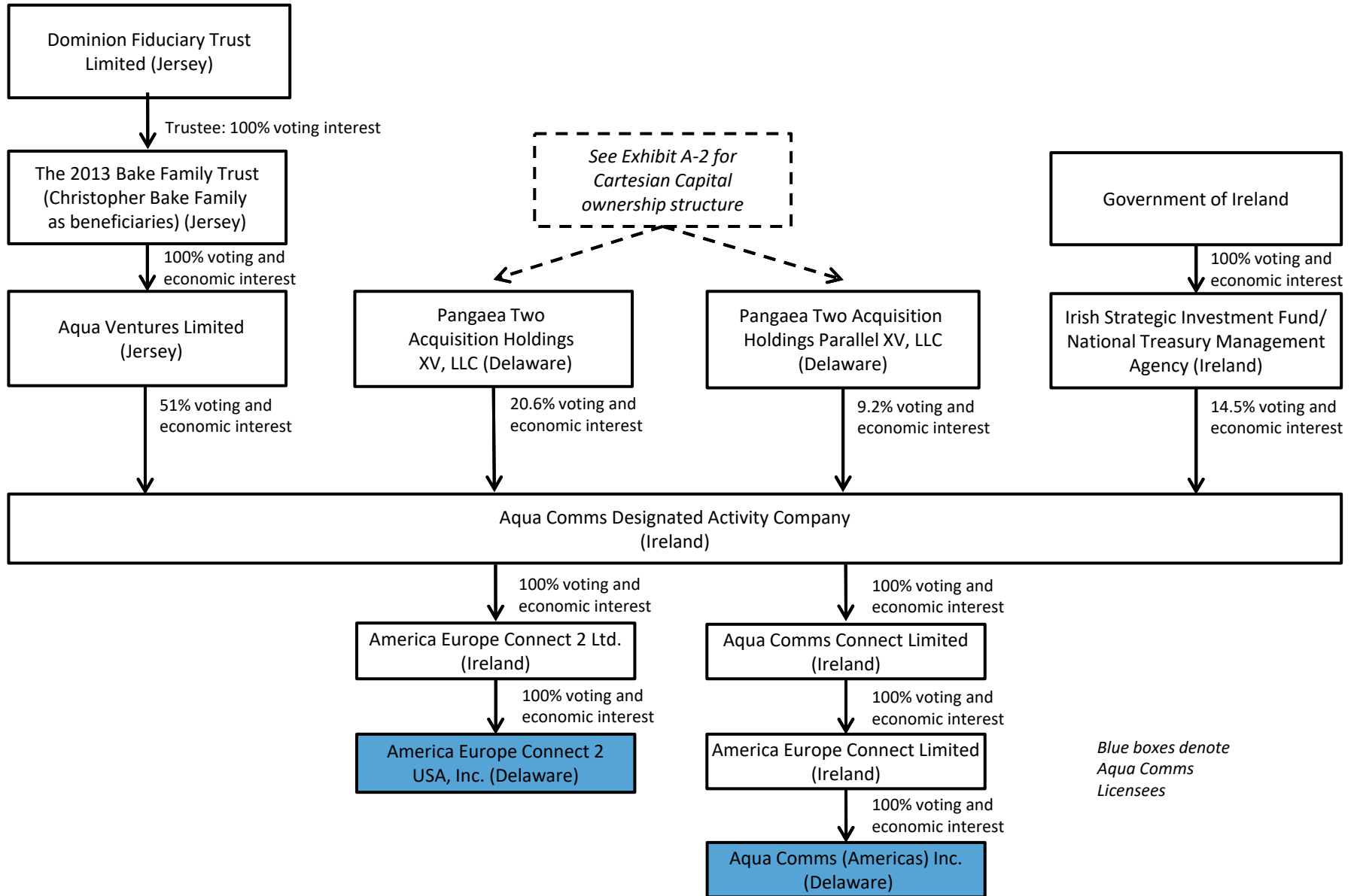
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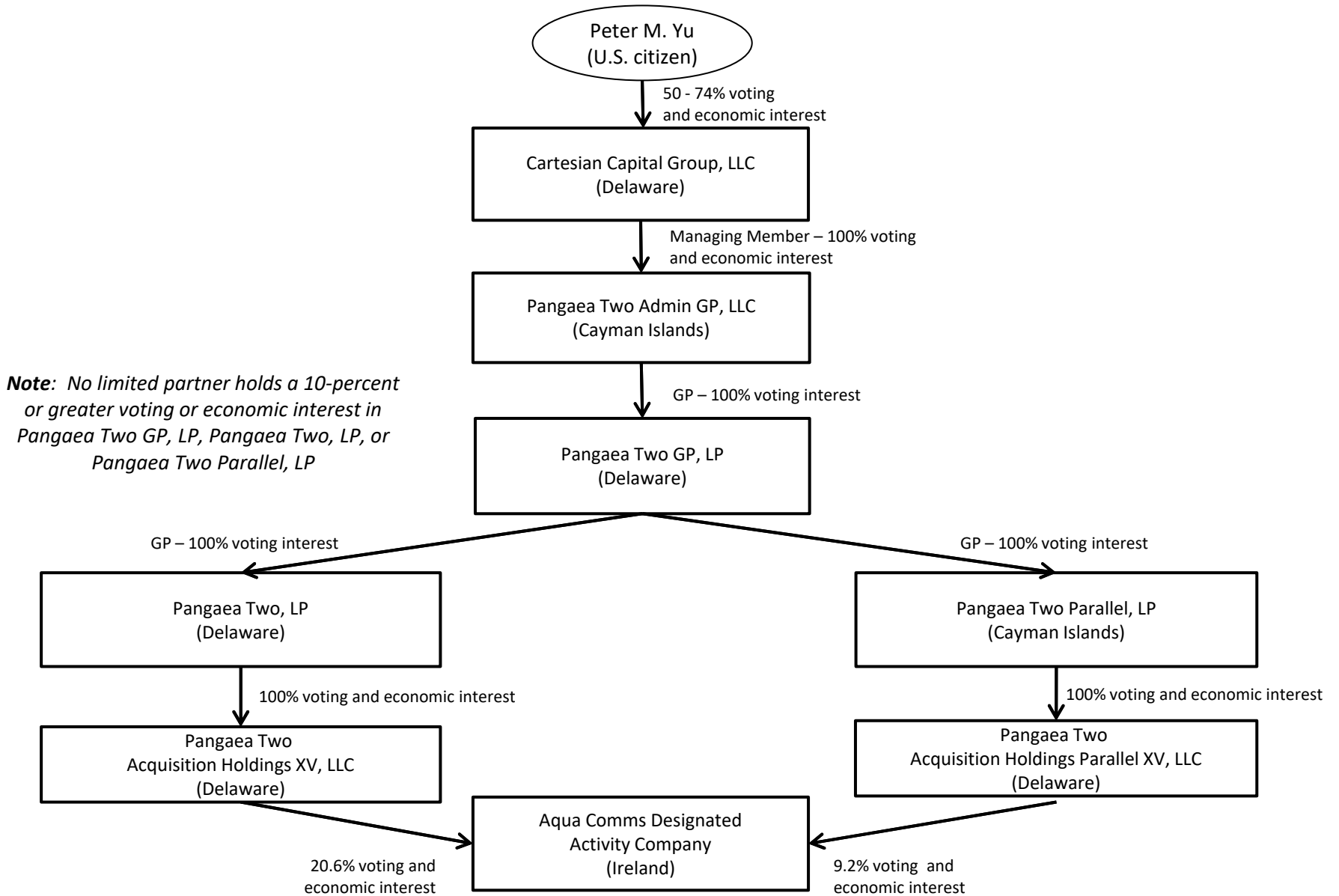
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Executed April 16, 2021

**Exhibit A-1:
Pre-Consummation Ownership of Aqua Comms Licensees**



**Exhibit A-2:
Cartesian Capital Investment Structure**



**Exhibit B:
Post-Consummation Ownership of Aqua Comms Licensees**

