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

In the Matter of the Joint Application of **Quintillion Subsea Operations, LLC,** *Licensee,* **QSH Parent Holdco, LLC,** *Transferor*, and **Q Gateway Ultimate Holdings LLC**, *Transferee*, to Transfer Control of a Company Holding a Submarine Cable Landing License	))))))))))))))))	File No. SCL-LIC-20160325-00009 File No. SCL-T/C-2023-__________

JOINT APPLICATION

Quintillion Subsea Operations, LLC ("Licensee"), QSH Parent Holdco, LLC ("QSH Parent" or "Transferor" and, with Licensee, "Quintillion"), and Q Gateway Ultimate Holdings LLC, ("Q Gateway" or "Transferee") (collectively, "Applicants"), pursuant to the Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39, Executive Order 10530, and Section 1.767 of the Commission's rules, 47 C.F.R. § 1.767, request approval for the transfer of control of Quintillion, which holds a submarine cable landing license connecting points within the State of Alaska,[1] to Q Gateway (the "Transaction").

As discussed in more detail below, the transaction will benefit the public through access to additional capital and managerial resources and expertise. The transaction will not result in any

[1] *See* IBFS File No. SCL-LIC-20160325-00009.

loss or impairment of service for any customers and will have no adverse effects upon competition. Applicants provide the following information in support of this Application:

I. Description of the Cable System

The Quintillion System is a private, non-common carrier fiber optic cable system serving the State of Alaska in Nome, Kotzebue, Point Hope, Wainwright, Utqiagvik (f/k/a Barrow), Oliktok Point, and Prudhoe Bay/Deadhorse, as well as the oil and gas infield. The Quintillion System was completed in November 2017 and is 1,176 miles in length and comprised of three fiber pairs and six cable landing station sites. Each fiber pair has an initial design capacity of 10 terabits per second ("Tb/s"). Currently, two of the fiber pairs are used to operate on each segment and provide redundancy between the six cable landing sites. The third fiber pair is reserved for future use.

The Quintillion System uses a trunk-and-branch configuration, consisting of eleven segments. The Quintillion System consists of the following: (1) Segment 1 connects Quintillion's cable landing station at Oliktok Point, Alaska, to the first Branching Unit ("BU1"), located off the coast of Alaska north of Oliktok Point, Alaska, (2) Segment 2 connects BU1 to Branching Unit 2 ("BU2"), located off the coast of Alaska northwest of Utqiagvik, Alaska, (3) Segment 3 connects BU2 to Quintillion's cable landing station at Utqiagvik, Alaska, (4) Segment 4 connects BU2 to Branching Unit 3 ("BU3"), located off the coast of Alaska northwest of Wainwright, Alaska, (5) Segment 5 connects BU3 to Quintillion's cable landing station at Wainwright, Alaska, (6) Segment 6 connects BU3 to Branching Unit 4 ("BU4"), located off the coast of Alaska southwest of Point Hope, Alaska, (7) Segment 7 connects BU4 to Quintillion's cable landing station at Point Hope, Alaska, (8) Segment 8 connects BU4 to Branching Unit 5 ("BU5"), located off the coast of Alaska south of Point Hope and northwest of Kotzebue, Alaska, (9) Segment 9 connects BU5 to Quintillion's cable landing station at Kotzebue, Alaska, (10) Segment 10 connects BU5 to

Branching Unit 6 ("BU6"), located off the coast of Alaska west of Nome, Alaska, and (11) Segment 11 connects BU6 to an existing cable landing station at Nome, Alaska.

For cable landing station buildings located at Utqiagvik, Point Hope, and Wainwright, Alaska, Quintillion entered into long-term leases with Arctic Holdings LLC, an Alaska-based real estate developer. At Oliktok Point, Quintillion owns the cable landing station, but the building is located on land leased by Conoco Phillips from the State of Alaska. The Kotzebue and Nome cable landing station equipment is collocated in leased spaces within Central Office buildings owned by OTZ Telephone Cooperative and TelAlaska (now Fastwyre Broadband), respectively. Quintillion retains full and exclusive access to its cable landing station equipment in each of its buildings, and owns, operates, and controls all the equipment at each of its cable landing stations. The Quintillion System interfaces with a broadband terrestrial fiber system, also owned by Quintillion, extending from Oliktok Point, Alaska, to Fairbanks, Alaska, which, in turn, connects to existing third-party networks in Anchorage, Alaska and Seattle, Washington.

Quintillion owns and controls all portions of the Quintillion System including the portion of the cable located in territory subject to the jurisdiction of the United States, U.S. territorial waters, and in the high seas.

II. Description of the Applicants

A. Licensee and Transferor

Licensee is a limited liability company formed under the laws of the State of Delaware and headquartered in Anchorage, Alaska. Licensee built, owns and operates a subsea and terrestrial high speed fiber optic network that spans the Alaskan Arctic and through leased capacity connects to the Lower 48.

Licensee is directly owned by QSH Parent, a limited liability company formed under the laws of the State of Delaware, which, in turn is owned and controlled by Cooper Investment Fund

LLC ("Cooper Fund"), another limited liability company formed under the laws of the State of Delaware and headquartered in Fairfield, Connecticut. The Cooper Fund is a private equity fund that pursues a wide range of investment opportunities across multiple industries on a global basis. The Cooper Fund takes a long-term approach to creating value by forging partnerships with strong management teams and having an operational focus throughout the life of its investments. Typically, the Cooper Fund seeks to make investments in the range of $75 million to $200 million.

B. Transferee

Transferee, Q Gateway Ultimate Holdings LLC, is a limited liability company organized under the laws of the state of Delaware. Transferee is managed by Grain Management, LLC ("Grain Management"), which invests in and manages communications businesses in North America and South America. Grain Management's private equity funds focus on investing in communications infrastructure and services, including fiber, towers, spectrum, small cells, satellites, and other telecommunications services. Collectively, Grain Management's investment team has over 100 years of experience as industry operators and private equity professionals. Its founder and Chief Executive Officer, David Grain, has over 25 years of experience in industry and 15 years in private equity. Among other positions that he held prior to founding Grain Management, Mr. Grain served from 2002 to 2006 as President of Global Signal, Inc., the largest communication tower owner/operator at the time. Mr. Grain also has served as Senior Vice President of AT&T Broadband's New England Region.

Grain Management also manages other funds that own the following entities authorized to provide telecommunications services, making it well qualified to step into the shoes of Quintillion's current owners:

- Great Plains Communications LLC, Great Plains Communications Long Distance LLC, and Great Plains Broadband LLC are authorized to provide telecommunications services in Colorado, Kansas, Nebraska, and South Dakota.

- InterCarrier Networks, LLC is authorized to provide telecommunications services in Illinois, Indiana, and Kentucky.

- Miles Communications, LLC; Sunman Telecommunications, LLC; and Sunman Telecommunications Long Distance, LLC are authorized to provide telecommunications services in Indiana.

- E. Ritter Telephone Company, LLC and Tri-County Telephone Company, LLC are authorized to provide telecommunications services in Arkansas; Millington Telephone Company, LLC is authorized to provide telecommunications services in Tennessee; and E. Ritter Communications, LLC is authorized to provide telecommunications services in Arkansas, Tennessee, and Texas.

- Orlando Telephone Company, Inc. (d/b/a Summit Broadband) is authorized to provide telecommunications services in Florida.

- Hunter Communications and Technologies LLC is authorized to provide telecommunications services in California and Oregon.

- Spectrotel LLC is authorized to provide resold voice and IP-based data services to small and medium-sized businesses and enterprise customers across the United States.

III. Description of the Transaction

Pursuant to the Agreement and Plan of Merger dated March 28, 2023, upon closing of the Transaction, a subsidiary entity of Q Gateway, Q Gateway Merger Sub, LLC ("Merger Sub"), will merge with and into QSH Parent. Merger Sub will cease to exist and QSH Parent will be the surviving entity of the Transaction. As a result, at closing of the Transaction, Quintillion will become an indirect subsidiary of Q Gateway, which itself is an indirect subsidiary of Grain Communications Opportunity Fund III Master, L.P. ("GCO Fund III"), which in turn is ultimately controlled by David Grain.

For the Commission's reference, diagrams depicting the current and post-Transaction corporate ownership structure of Quintillion are provided as **Exhibit A**. A detailed list of the post-Transaction 10% or greater indirect equity and voting owners of Quintillion following consummation of the Transaction, as required by Section 61.18(h) of the Commission's rules, is provided at **Exhibit B**.

IV. The Proposed Transaction is in the Public Interest

The Cable Landing License Act does not contain a public interest standard, but the Commission has stated that it will determine whether a proposed assignment or transfer of control of a cable landing license is consistent with the public interest, convenience, and necessity.[2] First, the Commission considers whether the proposed transaction complies with the applicable statutes and rules. The Commission then assesses whether the transaction "could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Communications Act or related statutes."[3] The Commission will then use a balancing test to weigh potential public interest harms against proposed public interest benefits. The Commission asserts that applicants bear the burden of proving that the proposed transaction is in the public interest by a preponderance of the evidence.[4]

The Transaction satisfies this legal standard for several reasons, as described below. Consistent with the Commission's requirements and applicable precedent, Applicants respectfully request that the Commission find that the Transaction is in the public interest and expeditiously grant this Application.

First, the Transaction will provide Quintillion with access to additional capital, enabling Quintillion to continue to provide high-quality and innovative services to its customers, none of which will suffer any loss or impairment of service as a result of the Transaction. Moreover,

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[2] *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 14056, 14061-62 ¶ 10 (WCB & IB 2011) ("*Global Crossing/Level 3 Order*"). The Cable Landing License Act states that approval of a license application may be granted "upon such terms as shall be necessary to assure just and reasonable rates and service." 47 U.S.C. § 35. *See also Global Crossing/Level 3 Order*, 26 FCC Rcd at 14061 n.32.

[3] *Global Crossing/Level 3 Order*, 26 FCC Rcd at 14061-62 ¶ 10.

[4] *Id*.

following closing, Quintillion will enjoy access to financial resources that will allow it to enhance and expand its service offerings. The Transaction will therefore empower Quintillion to compete more effectively as a service provider, but also to compete more vigorously for potential state and federal grants that enable Quintillion to build and provide critical and needed communications infrastructure in the State of Alaska to more affordably work to close the digital divide in unserved indigenous Alaskan communities.

Second, the extensive managerial resources and expertise of Grain Management will supplement those of Quintillion's highly experienced and well-qualified management, technical, and operational teams, which will continue to oversee the company's day-to-day operations following consummation of the Transaction. The decades of experience of these combined Grain Management and Quintillion teams will ensure that Quintillion is able to continue providing high quality communications services to its customers following the Transaction.

Third, while the Transaction will augment Quintillion's capabilities, it will not have any adverse effect on competition in any product or geographic market. Notably, the Transaction will not eliminate any telecommunications service provider, as neither Transferee nor its disclosable interest holders provide telecommunications services in Alaska. Indeed, because Quintillion serves only business customers and has relatively modest operations, the company lacks a meaningful presence in any of the product segments or geographic markets in which Grain Management's existing portfolio companies operate. As such, the Transaction will not result in any competitive harms or negatively impact the company's customers.

Fourth, the Transaction will be entirely transparent to Quintillion's customers. The Transaction will be implemented at the holding company level and Quintillion will continue to provide the same high-quality and innovative service to its customers that they receive today with no plans to discontinue service or modify rates or terms and conditions for any services as a result of the Transaction.

For these reasons, the Transaction will serve the public interest and the Commission should grant this Application.

V. Information Required by 47 C.F.R. § 1.767(a)(1)-(3)

Pursuant to Section 1.767 of the Commission's rules, the Applicants provide the following information in support of this Application:

(1) Name, address and telephone number of each Applicant:

<u>Licensee/Transferor</u>:

Quintillion Subsea Operations, LLC 201 East 56th Avenue Suite 300 Anchorage, AK 99518 (907) 440-4511	FRN: 0024758609

<u>Transferor</u>:

QSH Parent Holdco, LLC 201 East 56th Avenue Suite 300 Anchorage, AK 99518 (907) 440-4511	FRN: 0033631730

<u>Transferee</u>:

Q Gateway Ultimate Holdings LLC 1900 K Street NW, Suite 650 Washington, DC 20006 (202) 779-9043	FRN: 0033620501

(2) Place of Formation:

Licensee:	Licensee is a limited liability company formed under the laws of the State of Delaware.
Transferor:	Transferor is a limited liability company formed under the laws of the State of Delaware.

Transferee: Transferee is a limited liability company formed under the laws of the State of Delaware.

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

For Transferor and Licensee:

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Ulises R. Pin
Thomas J. Garrity, III
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ulises.pin@morganlewis.com
thomas.garrity@morganlewis.com

For Transferee:

Matthew S. DelNero
Jocelyn G. Jezierny
Covington & Burling LLP
One CityCenter
850 Tenth Street, NW
Washington, DC 20001
Tel.: (202) 662-6000
mdelnero@cov.com
jjezierny@cov.com

With copies for Transferor and Licensee to:

Michael (Mac) McHale, President
Quintillion Subsea Operations, LLC
201 East 56th Avenue
Anchorage, AK 99518
Tel.: (303) 883-3599
mmchale@quintillionglobal.com

With copies for Transferee to:

Letti de Little
Q Gateway Ultimate Holdings LLC
1900 K Street NW, Suite 650
Washington, DC 20006
Tel.: (202) 779-9043
ldelittle@graingp.com

VI. Information Required by 47 C.F.R. § 1.767(a)(4)-(7)

A. 47 C.F.R. § 1.767(a)(4): Description of the Cable

A general description of the Quintillion System is on file with the Commission under IBFS File No. SCL-LIC-20160325-00009 and is incorporated by reference herein.

B. 47 C.F.R. § 1.767(a)(5): Landing Stations

As described in IBFS File No. SCL-LIC-20160325-00009, the Quintillion System includes the following landing stations, all of which are located in Alaska: Prudhoe Bay (Oliktok Point), Utqiagvik (f/k/a Barrow), Wainwright, Point Hope, Kotzebue, and Nome.

C. 47 C.F.R. § 1.767(a)(6): Common Carrier/Non-Common Carrier Status

The Quintillion System is operating and will continue to operate on a non-common carrier basis, as set forth in IBFS File No. SCL-LIC-20160325-00009. As previously noted, the Transaction will be completed at the holding company level and will have no effect on the day-to-day operations of the Quintillion System.

D. 47 C.F.R. § 1.767(a)(7): List of Owners and Ownership Interests

Licensee will continue to own, control, and operate all portions of, and have 100% voting interest in, the Quintillion System including, but not limited to, all cable landing stations, all equipment, all wet plant, all dry plant, and each segment of the cable system, whether located in territory subject to the jurisdiction of the United States, U.S. territorial waters, or in the high seas. No other entity or individual will hold any direct voting or ownership interest in any portion of the Quintillion System. See below for a description of the post-Transaction direct and indirect voting and equity interests in the Licensee.

VII. Information Required by 47 C.F.R. § 1.767(a)(8)

A. Information Requested by 47 C.F.R. § 63.18(h)

As set forth in **Exhibit B**, following the consummation of the Transaction, Licensee, Quintillion Subsea Operations, LLC, will continue to be wholly owned by Quintillion Subsea Holdings, LLC, a limited liability company organized under the laws of Delaware with the address of 201 East 56th Avenue, Suite 300, Anchorage, AK 99518. Quintillion Subsea Holdings, LLC operates as a holding company and holds 100% voting and equity interest of Licensee. Quintillion Subsea Holdings, LLC will be wholly owned by QSH Intermediate Holdco, LLC, a limited liability company organized under the laws of Delaware, with the address of 201 East 56th Avenue, Suite 300, Anchorage, AK 99518. QSH Intermediate Holdco, LLC operates as a holding company and holds 100% voting and equity interest in Licensee. QSH Intermediate Holdco, LLC will be wholly owned by QSH Parent Holdco, LLC, a limited liability company organized under the laws of Delaware with the address of 201 East 56th Avenue, Suite 300, Anchorage, AK 99518. QSH Parent Holdco, LLC operates as a holding company and indirectly holds 100% voting and equity interest of Licensee. QSH Parent Holdco, LLC will be wholly owned by Q Gateway Intermediate Holdings, LLC, a limited liability company organized under the laws of Delaware with the address of 1900 K Street NW, Suite 650, Washington, DC 20006. Q Gateway Intermediate Holdings, LLC operates as a holding company and will hold 100% voting and equity interest of Licensee. Q Gateway Intermediate Holdings, LLC will be wholly owned by Q Gateway Ultimate Holdings LLC, a limited liability company organized under the laws of Delaware with the address of 1900 K Street NW, Suite 650, Washington, DC 20006. Q Gateway Ultimate Holdings LLC operates as a holding company and will indirectly hold 100% voting and equity interest of Licensee.

Q Gateway Ultimate Holdings LLC will be owned by Q MIP LLC (approximately 10 %),[5] and Grain Communications Opportunity Fund III Master, L.P. ("GCO Fund III") (approximately 90%).[6]

Q MIP LLC is a limited liability company organized under the laws of Delaware with the address of 201 East 56th Avenue, Suite 300, Anchorage, AK 99518. Q MIP LLC operates as a holding company to aggregate ownership interests held by Quintillion management and holds an

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[5] This percentage is currently an estimate. The final equity held by Q MIP LLC in Q Gateway Ultimate Holdings LLC will be dependent upon the final purchase price as adjusted for working capital, indebtedness and structuring of debt at the time of closing.

[6] This percentage is currently an estimate. The final equity held by Grain Communications Opportunity Fund III Master, L.P. in Q Gateway Ultimate Holdings LLC will be dependent upon the final purchase price as adjusted for working capital, indebtedness and structuring of debt at the time of closing.

approximate 10% equity interest in Licensee. QSH Parent Holdco, LLC allocates their management equity incentive units through Q MIP, LLC. The Q MIP, LLC units are issued to members of management and employees and are non-voting profits interests with performance-based and time-based vesting conditions. Q MIP, LLC will be controlled by affiliates of Grain Management. None of the members of Q MIP LLC has a 10% or higher indirect equity or voting interest in Licensee.

GCO Fund III is a limited partnership organized under the laws of Delaware with the address of 1900 K Street NW, Suite 650, Washington, DC 20006. GCO Fund III operates as an investment fund and holds an approximate 90% equity and 100% voting interest in Licensee. The limited partnership interests in GCO Fund III are held by passive financial investors. The limited partnership interests are fully insulated in accordance with the Commission's rules. Three entities hold a 10 percent or greater equity interest in GCO Fund III:

(1) Grain Communications Opportunity Fund III, LP (63.8%) is a limited partnership organized under the laws of Delaware with the address of 1900 K Street NW, Suite 650, Washington, DC 20006. Grain Communications Opportunity Fund III, LP operates as an investment fund and holds a deemed 90% voting and equity interest in Licensee.

(2) Grain Communications Opportunity Fund III (Parallel), L.P. ("GCO Fund III (Parallel)") (18.7%) is a limited partnership organized under the laws of the Cayman Islands with the address of 27 Hospital Road, George Town, Grand Cayman KY1-9008. GCO Fund III (Parallel) operates as an investment fund and holds a 16.8% voting and equity interest in Licensee.

(3) Grain Communications Opportunity Fund III (DE Parallel), L.P. ("GCO Fund III (DE Parallel)") (17.3%) is a limited partnership organized under the laws of Delaware with the address of 1900 K Street NW, Suite 650, Washington, DC 20006. GCO Fund III (DE Parallel) operates as an investment fund and holds a 15.6% voting and equity interest in Licensee.

Although GCO Fund III (Parallel) is organized in the Cayman Islands, it is a passive intermediary entity that meets the exclusion category defined in Section 1.40001(a)(2)(ii) of the Commission's Rules.[7] GCO Fund III (Parallel) is a passive intermediary investment entity that is fully insulated consistent with the Commission's rules and has no control interest in GCO Fund III. In addition, 100 percent of the ultimate control of GCO Fund III is held by U.S. citizens or entities. The Application therefore qualifies for Section 1.40001(a)(2)(ii) exclusion from automatic referral to the Executive Branch.[8]

No other individual or entity directly or indirectly holds a 10 percent or greater interest in GCO Fund III and thus in Licensee.

Control of GCO Fund III resides in its sole general partner, GCOF III GP, LLC, a limited liability company organized under the laws of Delaware with the address of 1900 K Street NW, Suite 650, Washington, DC 20006. GCOF III GP, LLC directly holds less than 10% equity interest in GCO Fund III. GCOF III GP, LLC operates as an investment fund and holds a deemed 90% equity and 100% voting interest in Licensee. GCOF III GP, LLC is controlled by its sole managing

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[7] *See* 47 C.F.R. § 1.40001(a)(2)(ii).

[8] *See* Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership, Report and Order, 35 FCC Rcd 13164, 13175 ¶ 32 (2020) ("[W]e exclude from referral international section 214 applications . . . where the only reportable foreign ownership interests are held by wholly owned intermediate holding companies and the ultimate ownership and control is held by U.S. citizens or entities.").

member, Grain Capital II, LLC, a limited liability company organized under the laws of Delaware with the address of 1900 K Street NW, Suite 650, Washington, DC 20006. Grain Capital II, LLC holds 64.5% of the membership interests in GCOF III GP, LLC and less than 10% equity interest in GCO Fund III. Grain Capital II, LLC operates as an investment fund and holds a deemed 90% equity and 100% voting interest in Licensee. Grain Capital II, LLC is wholly held by Grain Capital, LLC, a limited liability company organized under the laws of Delaware with the address of 1900 K Street NW, Suite 650, Washington, DC 20006. Grain Capital, LLC operates as an investment fund and holds a deemed 90% equity and 100% voting interest in Licensee. Grain Capital, LLC is wholly held by David J. Grain, a U.S. citizen with the address of 100 North Washington Boulevard, Suite 201, Sarasota, FL 34236. Mr. Grain holds 100% of the limited liability company interest in Grain Capital, LLC and less than 10% equity interest in GCO Fund III. Mr. Grain is therefore deemed to hold 90% equity and 100% voting interest in Licensee.

There are no additional individuals or entities that will own or control, directly or indirectly, a 10 percent or greater equity or voting interest in Licensee upon consummation of the Transaction.

Q Gateway Ultimate Holdings LLC does not have any interlocking directorates with any foreign carrier.

B. Information Requested by 47 C.F.R. § 63.18(o)

By their signatures to this Application, Applicants certify, as required by 47 C.F.R. §§ 1.2001-1.2003, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

C. Information Required by 47 C.F.R. § 1.767(a)(8)(ii)-(iv)

By their signatures to this Application, Applicants certify that upon consummation of the proposed Transaction, Quintillion will not be a foreign carrier in any foreign country and will be affiliated with a foreign carrier. Grain Communications Opportunity Fund III Master, L.P. holds a controlling interest in Conexão Group, also known as Alares. Founded in 2015, Alares is a provider of fiber-to-the-home broadband and other communications services in Brazil. Applicants do not seek authority to land or operate a submarine cable that connects to Brazil.

VIII. Information Required by 47 C.F.R. § 1.767(a)(9)

By their signatures to this Application, Applicants certify that they accept and will abide by the routine conditions in Section 1.767(g) of the Commission's rules, 47 C.F.R. § 1.767(g).

IX. Request for Streamlined Processing

The Applicants respectfully request streamlined treatment for this Application, pursuant to Section 1.767 of the Commission's rules.[9] Quintillion is not a foreign carrier. Following consummation of the Transaction, Quintillion will be affiliated with a Brazilian carrier, but the Applicants do not seek authority to land or operate a submarine cable that connects to Brazil. 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.

X. National Security Review

In 2017, Quintillion made standard mitigation commitments to the U.S. Department of Homeland Security ("DHS"), U.S. Department of Justice ("DOJ"), and U.S. Department of Defense ("DOD") memorialized in a Letter of Assurances ("LOA"). In 2021, Quintillion voluntarily entered into a National Security Agreement ("NSA") with DHS, DOJ, and DOD, which

[9] 47 C.F.R. § 1.767(j), (k).

superseded the LOA, and pursuant to which Quintillion has certain obligations with respect to the operations of the Quintillion System and Quintillion's business generally. By their signatures herein, Applicants certify that after the closing of the Transaction, they will continue to operate pursuant to the obligations set forth in the NSA.

XI. 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,

/s/ Andrew D. Lipman

For Licensee and Transferor:

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Ulises R. Pin
Thomas J. Garrity, III
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/s/ Matthew S. DelNero

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jjezierny@cov.com

Counsel for Transferee

April 11, 2023

VERIFICATIONS

VERIFICATION

I, Michael McHale, state that I am an President of QSH Parent Holdco, LLC and Quintillion Subsea Operations, LLC (together, 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 regarding the Company and its affiliates 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 10th day of April, 2023.

MMcHale

Michael McHale, President
Quintillion Subsea
Operations, LLC
For and on behalf of QSH
Parent Holdco, LLC and
Quintillion Subsea
Operations, LLC

VERIFICATION

I, Chad Crank, state that I am an Authorized Representative of Q Gateway Ultimate Holdings, LLC; that I am authorized to make this Verification on behalf of Q Gateway Ultimate Holdings, LLC; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof regarding Q Gateway Ultimate Holdings, LLC and its affiliates 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 _11th_ day of April, 2023.

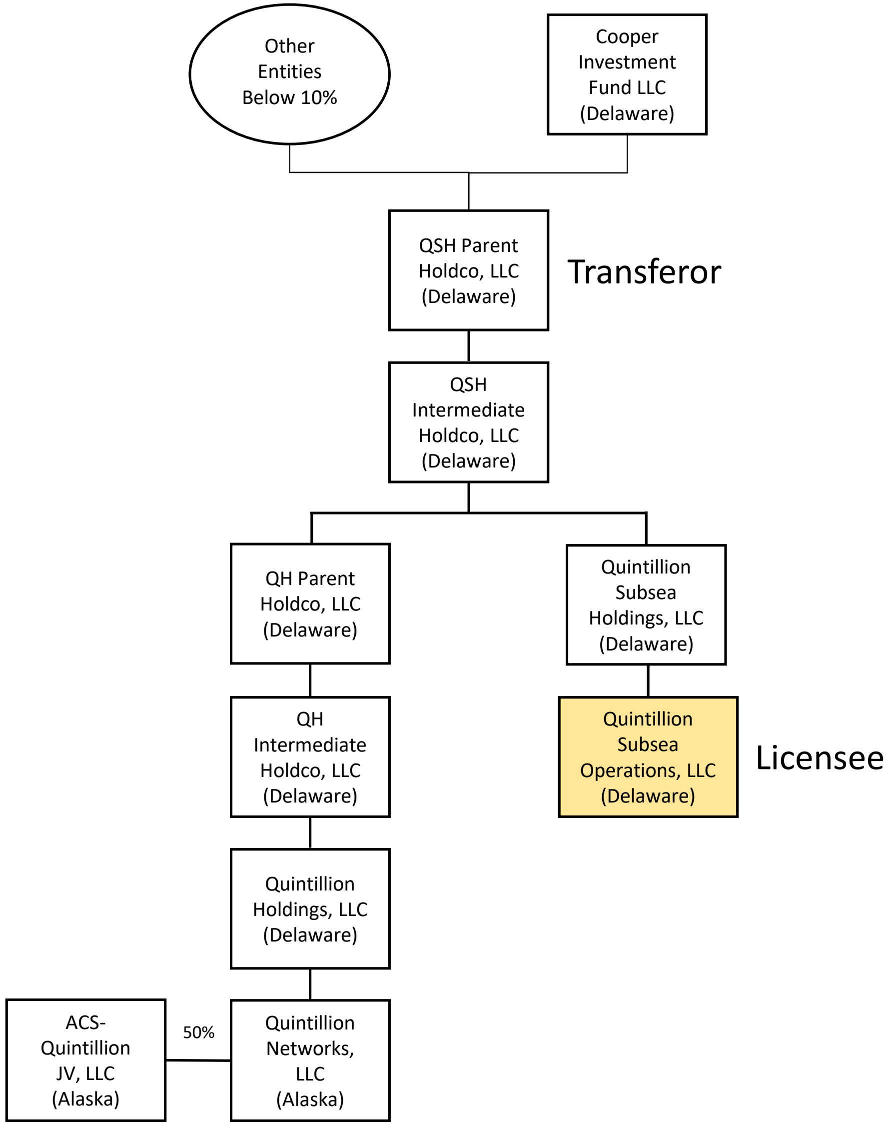
Chad A. Crank

Chad Crank

EXHIBIT A

Current and Post-Transaction Corporate Ownership Structure Charts

Pre-Transaction Ownership Chart

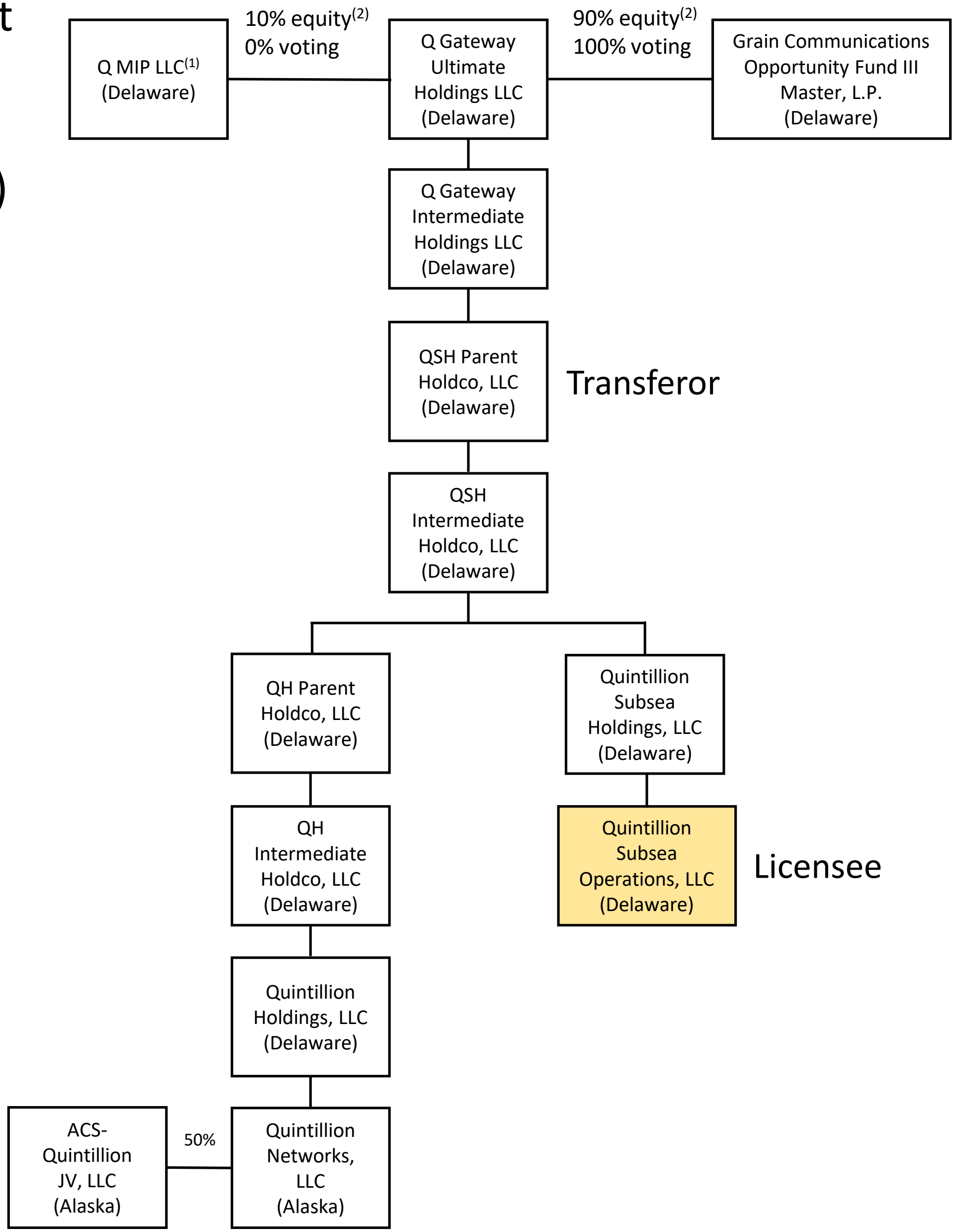


All numbers reflect both equity and voting interests.

All ownership percentages are 100% unless otherwise noted.

Post-Transaction Ownership Chart

(Investments in Q Gateway Ultimate Holdings LLC and Below)



All numbers reflect both equity and voting interests unless otherwise noted.

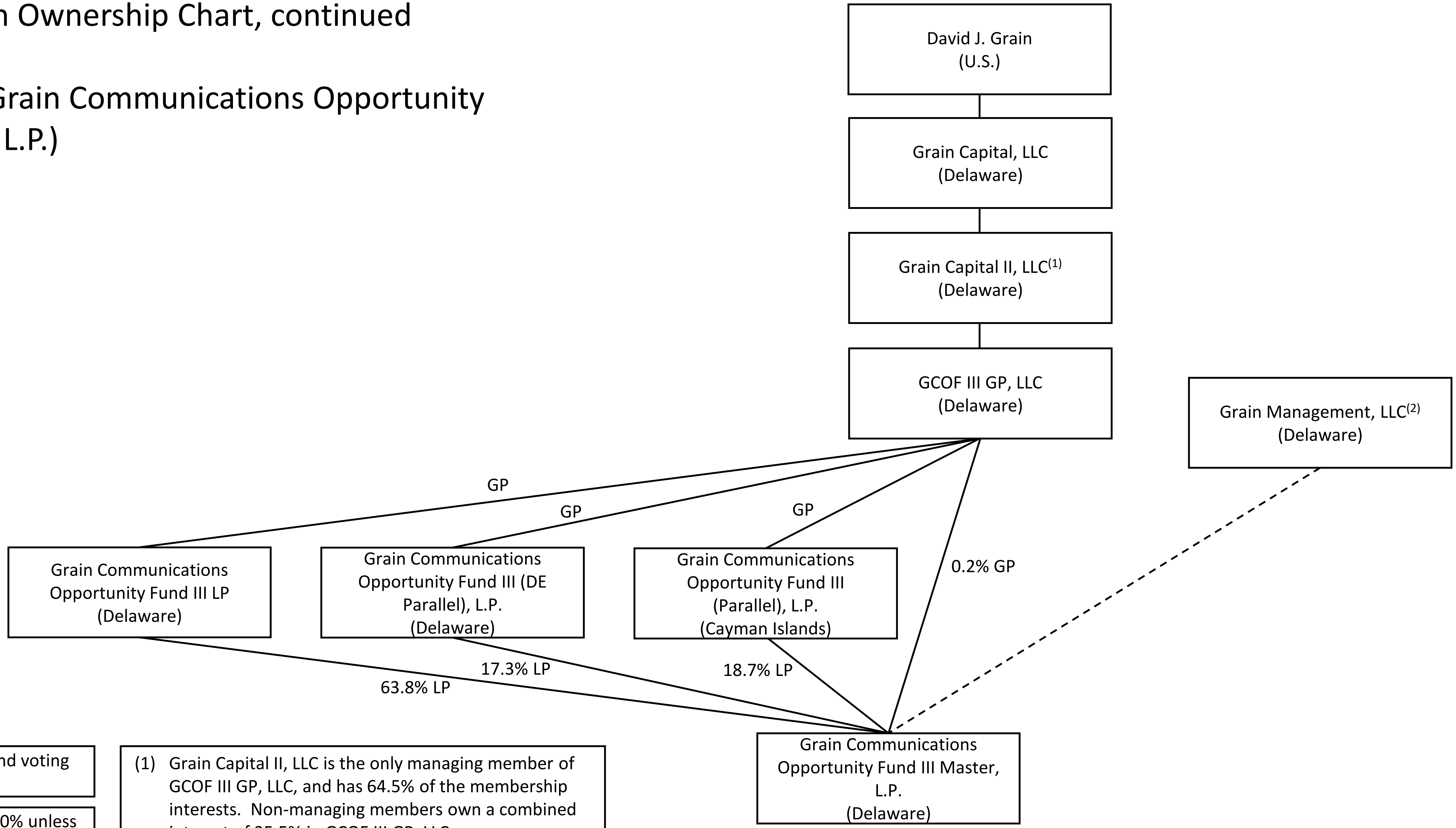
All ownership percentages are 100% unless otherwise noted.

(1) QSH Parent Holdco, LLC allocates their management equity incentive units through Q MIP, LLC. The Q MIP, LLC units are issued to members of management and are non-voting profits interests with performance-based and time-based vesting conditions.

(2) These percentages are currently an estimate. The final equity held by Q MIP LLC and Grain Communications Opportunity Fund III Master, L.P. in Q Gateway Ultimate Holdings LLC will be dependent upon the final purchase price as adjusted for working capital, indebtedness and structuring of debt at the time of closing.

Post-Transaction Ownership Chart, continued

(Ownership of Grain Communications Opportunity Fund III Master, L.P.)



All numbers reflect both equity and voting interests.

All ownership percentages are 100% unless otherwise noted.

GP Participation is non-economic unless otherwise noted.

(1) Grain Capital II, LLC is the only managing member of GCOF III GP, LLC, and has 64.5% of the membership interests. Non-managing members own a combined interest of 35.5% in GCOF III GP, LLC.

(2) Grain Management, LLC acts as the investment advisor of Grain Communications Opportunity Fund Master III, L.P.

EXHIBIT B

Post-Transaction Ownership of the Licensee

1. Quintillion Subsea Operations, LLC will be wholly owned by:

Name:	Quintillion Subsea Holdings, LLC
Address:	201 East 56th Avenue, Suite 300 Anchorage, AK 99518
Citizenship:	United States (Delaware)
Principal Business:	Holding Company
Ownership:	100% voting and equity interest

2. Upon closing of the transaction, Quintillion Subsea Holdings, LLC will be wholly owned by:

Name:	QSH Intermediate Holdco, LLC
Address:	201 East 56th Avenue, Suite 300 Anchorage, AK 99518
Citizenship:	United States (Delaware)
Principal Business:	Holding Company
Ownership:	100% voting and equity interest

3. Upon closing of the transaction, QSH Intermediate Holdco, LLC will be wholly owned by:

Name:	QSH Parent Holdco, LLC
Address:	201 East 56th Avenue, Suite 300 Anchorage, AK 99518
Citizenship:	United States (Delaware)
Principal Business:	Holding Company
Ownership:	100% voting and equity interest

4. Upon closing of the transaction, QSH Parent Holdco, LLC will be wholly owned by:

Name:	Q Gateway Intermediate Holdings, LLC
Address:	1900 K Street NW, Suite 650 Washington, DC 20006
Citizenship:	United States (Delaware)
Principal Business:	Holding Company
Ownership:	100% voting and equity interest

5. Upon closing of the transaction, Q Gateway Intermediate Holdings, LLC will be wholly owned by:

Name:	Q Gateway Ultimate Holdings LLC
Address:	1900 K Street NW, Suite 650 Washington, DC 20006

Citizenship:	United States (Delaware)
Principal Business:	Holding Company
Ownership:	100% voting and equity interest

6. Upon closing of the transaction, Q Gateway Ultimate Holdings LLC will be owned by the following entities:

Name:	Q MIP LLC
Address:	201 East 56th Avenue, Suite 300, Anchorage, AK 99518
Citizenship:	United States (Delaware)
Principal Business:	Holding Company
Ownership:	Approx. 10% equity interest[10]

Name:	Grain Communications Opportunity Fund III Master, L.P. ("GCO Fund III")
Address:	1900 K Street NW, Suite 650 Washington, DC 20006
Citizenship:	United States (Delaware)
Principal Business:	Investment Fund
Ownership:	Approx. 90% voting and equity interest[11]

7. The limited partnership interests in GCO Fund III are held by passive financial investors. The limited partnership interests are fully insulated in accordance with the Commission's rules. Three such limited partners hold a 10 percent or greater equity interest in GCO Fund III:

(1) Grain Communications Opportunity Fund III, LP

Address:	1900 K Street NW, Suite 650 Washington, DC 20006
Citizenship:	United States (Delaware)
Principal Business:	Investments
Ownership:	63.8% equity (directly in GCO Fund III)

(2) Grain Communications Opportunity Fund III (Parallel), L.P. ("GCO Fund III (Parallel)")

Address:	c/o Walkers Corporate Limited Cayman Corporate Center

[10] This percentage is currently an estimate. The final equity held by Q MIP LLC in Q Gateway Ultimate Holdings LLC will be dependent upon the final purchase price as adjusted for working capital, indebtedness and structuring of debt at the time of closing.

[11] This percentage is currently an estimate. The final equity held by GCO Fund III in Q Gateway Ultimate Holdings LLC will be dependent upon the final purchase price as adjusted for working capital, indebtedness and structuring of debt at the time of closing.

	27 Hospital Road, George Town Grand Cayman KY1-9008
Citizenship:	Cayman Islands
Principal Business:	Investments
Ownership:	18.7% equity (directly in GCO Fund III)

Although GCO Fund III (Parallel) is organized in the Cayman Islands, it is a passive intermediary entity that meets the exclusion category defined in Section 1.40001(a)(2)(ii) of the Commission's Rules.[12] GCO Fund III (Parallel) is a passive intermediary investment entity that is fully insulated consistent with the Commission's rules and has no control interest in GCO Fund III. In addition, 100 percent of the ultimate control of GCO Fund III is held by U.S. citizens or entities. The Application therefore qualifies for Section 1.40001(a)(2)(ii) exclusion from automatic referral to the Executive Branch.[13]

(3) Grain Communications Opportunity Fund III (DE Parallel), L.P. ("GCO Fund III (DE Parallel)")

Address:	1900 K Street NW., Suite 650 Washington, DC 20006
Citizenship:	United States (Delaware)
Principal Business:	Investments
Ownership:	17.3% equity (directly in GCO Fund III)

No other individual or entity directly or indirectly holds a 10 percent or greater interest in GCO Fund III and thus in Licensee.

8. Control of GCO Fund III resides in its general partner:

Name:	GCOF III GP, LLC
Address:	1900 K Street NW, Suite 650 Washington, DC 20006
Citizenship:	United States (Delaware)
Principal Business:	Investments
Ownership:	Sole general partner of GCO Fund III Less than 10% equity interest in GCO Fund III

9. GCOF III GP, LLC is controlled by its sole managing member:

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[12] *See* 47 C.F.R. § 1.40001(a)(2)(ii).

[13] *See* Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership, Report and Order, 35 FCC Rcd 13164, 13175 ¶ 32 (2020) ("[W]e exclude from referral international section 214 applications . . . where the only reportable foreign ownership interests are held by wholly owned intermediate holding companies and the ultimate ownership and control is held by U.S. citizens or entities.").

Name:	Grain Capital II, LLC
Address:	1900 K Street NW, Suite 650 Washington, DC 20006
Citizenship:	United States (Delaware)
Principal Business:	Investments
Ownership:	Sole managing member of GCOF III GP, LLC, with 64.5% of the membership interests in GCOF III GP, LLC Less than 10% equity interest in GCO Fund III

10. Grain Capital II, LLC is wholly held by:

Name:	Grain Capital, LLC
Address:	1900 K Street NW, Suite 650 Washington, DC 20006
Citizenship:	United States (Delaware)
Principal Business:	Investments
Ownership:	Sole member of Grain Capital II, LLC

11. Grain Capital, LLC is wholly held by:

Name:	David J. Grain
Address:	100 North Washington Boulevard, Suite 201 Sarasota, FL 34236
Citizenship:	United States
Principal Business:	Investments
Ownership:	Holds 100% of the limited liability company interest in Grain Capital, LLC Holds less than 10% equity interest in GCO Fund III

There are no additional individuals or entities that will own or control, directly or indirectly, a 10 percent or greater equity or voting interest in Quintillion upon consummation of the Transaction.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing document was served this date upon the following via overnight delivery:

U.S. Coordinator
International Information & Communications Policy
Bureau of Cyberspace and Digital Policy
U.S. Department of State
CDP/ICP: Room 4634
2201 C Street, NW
Washington, DC 20520-4634

Office of Chief Counsel
National Telecommunications and Information Administration
U.S. Department of Commerce
1401 Constitution Avenue, NW
Room 4713
Washington, DC 20230

General Counsel
Defense Information Systems Agency
6910 Cooper Avenue
Fort Meade, MD 20755-7088

/s/ Jocelyn G. Jezierny
Jocelyn G. Jezierny
April 11, 2023