



PUBLIC NOTICE

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Streamlined Submarine Cable Landing License Applications Accepted For Filing

Unless otherwise specified, the following procedures apply to the applications listed below:

The applications listed below have been found, upon initial review, to be acceptable for filing and subject to the streamlined processing procedures set forth in section 1.767 of the Commission's rules, 47 C.F.R. § 1.767. Pursuant to the Submarine Cable Landing License Act, 47 U.S.C. §§ 34-39, and Executive Order No. 10530, reprinted as amended in 3 U.S.C. § 301, each applicant seeks: (a) the grant of a cable landing licensee; (b) the modification of a cable landing license; and/or (c) the assignment or transfer of control of an interest in a submarine cable landing license.

Pursuant to its decision in Review of Commission Consideration of Applications under the Cable Landing License Act, IB Docket No. 00-106, FCC 01-332, 16 FCC Rcd 22167 (2001), and section 1.767 of the rules, the Commission will take action upon these applications within forty-five (45) days after release of this public notice, unless upon further examination an application is deemed ineligible for streamlined processing.

Ex parte communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 C.F.R. § 1.1206. Filings relating to this application must be received within 14 days of this notice. Such filings will not necessarily result in an application being deemed ineligible for streamlined processing.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 1-888-835-5322 (tty). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

Submarine Cable Landing License

Application filed by America Europe Connect 2 USA, Inc. (AEC2 USA), America Europe Connect 2 Limited (AEC2), Edge Cable Holdings USA, LLC (Edge USA), GU Holdings Inc. (GU Holdings), and Optibulk Havfrue AS (Optibulk, collectively with AEC USA, AEC2, Edge USA and GU Holdings, the Applicants) for a license to land and operate within the United States a non-common carrier fiber-optic submarine cable system connecting Wall, New Jersey; Blaabjerg, Denmark; Old Head Beach, Leckanvy, Ireland; and Kristiansand, Norway (Havfrue system).

The Havfrue system will consist of six fiber pairs on the Main Trunk (U.S.-Denmark) and Ireland Branch, and two fiber pairs on the Norway Branch, with a total design capacity of 18 Terrabits per second (Tbps) per fiber pair (for a total of 108 Tbps). The length of the Main Trunk is 7,211 kilometers, and the Ireland and Norway Branches are 316 and 199 kilometers, respectively. The Applicants intend to commence commercial operation of the system in the fourth calendar quarter of 2019.

Applicants state that the Havfrue system will enhance competition on the U.S.-Denmark, U.S.-Ireland, and U.S.-Norway routes by competing vigorously with other unaffiliated submarine cable systems (i.e., TAT-14, Apollo, Atlantic Crossing-1, GTT Atlantic (formerly known as Hibernia Express), Denmark-Norway 5 & 6, and Skagerrak 4 systems). Further, Applicants state that the system will provide significant new and replacement capacity and geographical diversity on U.S.-Europe routes, where most of existing trans-Atlantic cables connect the U.S. with the United Kingdom and demand in the region continues to increase substantially each year.

The Havfrue system will consist of three segments. (1) The Main Trunk will connect the existing cable landing station at Wall, New Jersey with a new cable landing station to be constructed at Blaabjerg, Denmark. (2) The Ireland Branch will connect a new cable landing station to be constructed at Old Head Beach, Leckanvy, Ireland with a branching unit on the Main Trunk. (3) The Norway Branch will connect a new cable landing station at Kristiansand, Norway with a branching unit on the Main Trunk.

The ownership and control of the Main Trunk of the Havfrue system is the following: (1) AEC2 (33.333% equity and voting interest); (2) Edge USA, a Facebook subsidiary, will hold a 33.333% equity and voting interest in the U.S. territory portion of the system, and Edge Network Services Limited (Edge), a Facebook affiliate, will hold a 33.333% equity and voting interest in the portion of the system located in international waters and Danish territory; (3) GU Holdings, a Google-owned company, will hold a 16.667% equity and voting interest in the U.S. territory portion of the system. Google Infrastructure Bermuda Ltd. (GIB) will hold a 16.667% equity and voting interest in international waters and a GU Holdings/GIB affiliate in Denmark will own and control a 16.667% interest in Havfrue's Main Trunk located in Danish territory; and (4) Optibulk (16.667% equity and voting interest).

The ownership and control of the Ireland Branch is held by AEC2 and Edge, with AEC2 holding a 66.667% equity and voting interest and Edge holding the remaining 33.333% voting and equity interests.

The Norway Branch is wholly-owned and controlled by Optibulk.

The ownership and control of each of the cable landing stations are: (1) NJFX, LLC (NJFX) owns the existing cable landing station located at Wall, New Jersey, and the station will be jointly controlled by AEC2 USA, Edge USA, GU Holdings, and Optibulk; (2) America Europe Connect 2 Denmark ApS (AEC2 Denmark), Edge Denmark, GU Holdings/GIB affiliate in Denmark, and Optibulk will jointly own the new cable landing station to be constructed at Blaabjerg, Denmark, and AEC2 Denmark will control the station; (3) AEC2 and Edge will jointly own the new cable landing station to be constructed at Old Head Beach, Leckanvy, Ireland, and AEC2 will control the landing station; and (4) Optibulk will own and control the cable station to be constructed at Kristiansand, Norway. Real property rights granted by NJFX at the Wall, New Jersey landing location will be held by the Havfrue parties jointly. Applicants state that because neither Edge nor AEC2 Denmark, nor GIB, nor GU Holdings/GIB affiliate in Denmark will use U.S. endpoints of the Havfrue system, none of these entities is required to be a joint applicant for the cable landing license. Applicants will provide specific landing point information for the Kristiansand, Norway, in a separate, subsequent landing point notification.

Applicants request a waiver of section 1.767(h)(1) so that NJFX need not be a joint applicant for the Havfrue cable landing license. Section 1.767(h)(1) requires that "any entity that owns or controls a cable landing station in the United States" shall be "applicants for, and licensees on, a cable landing license." 47 C.F.R. § 1.767(h)(1). According to Applicants, NJFX will have no ability to affect significantly Havfrue system's operation, and inclusion of NJFX as a joint applicant is not necessary to ensure compliance by the Applicants with the Cable Landing License Act, the Commission's cable landing license rules, or the terms of any cable landing license. Applicants state that for Havfrue's Wall, New Jersey landing, they will enter into an agreement with NJFX granting them the right to use collocation space for common system equipment (including power feed equipment) in the cable landing station. At the joint direction of the Applicants, AEC2 USA will also enter into an agreement with NJFX for the provision of operation and maintenance services at the cable station. The Applicants have jointly agreed that AEC2 USA will have exclusive control over the power feed equipment that they will locate in NJFX's cable landing station, and that AEC2 USA will provide direction to NJFX in all matters relating to the common system equipment. Further, all agreements between the joint applicants and NJFX will have terms and extension terms at Applicants' sole discretion, for a total of 25 years.

Applicants propose to operate the Havfrue system on a non-common carrier basis, either by using the capacity as in input for services offered by them and their respective affiliates or by providing bulk capacity to wholesale and enterprise customers on particularized terms and conditions pursuant to individualized negotiations. Applicants state that AEC2 USA, AEC2 and their affiliates will provide bulk capacity to support their trans-Atlantic wholesale capacity business, offering capacity to particular carrier, content, and government customers pursuant to individually negotiated indefeasible rights of use (IRUs) and capacity leases. For Edge USA and its affiliates, the Havfrue system will provide capacity to support Facebook's global platform to connect its users and data centers. GU Holdings and its affiliates will provide capacity to data centers and points of presence (POPs) in the U.S. and Europe, and may also offer private, individually negotiated capacity services on the U.S.-Denmark route. Optibulk intends to provide connectivity for the European data centers for its affiliates and their customers.

AEC2 USA, a Delaware corporation, is wholly-owned, on a direct basis, by AEC2, an Irish company. AEC2 USA will serve as the U.S. landing party for Havfrue, and AEC2 will hold participation and voting interests in the Main Trunk and Ireland Branch. The ten-percent-or-greater direct or indirect interest holders of AEC2 USA and AEC2 are: (1) Aqua Comms Designated Activity Company (Aqua Comms Parent), an Irish company (100% direct voting and equity interest in AEC2); (2) Aqua Ventures International FZE (Aqua Ventures), a United Arab Emirates company (53% direct voting and equity interest, on a fully diluted basis, in Aqua Comms Parent); (3) The 2013 Bake Family Trust, a Jersey company (100% direct voting and equity interest in Aqua Ventures); (4) Dominion Fiduciary Trust Limited (Dominion Fiduciary Trust), a Jersey

—company (100% direct voting interest in The Bake Family Trust, serving as the trustee of that trust); (5) Christopher Paul Bake, a Netherlands citizen (serving as economic settlor of The Bake Family Trust, and discretionary power to distribute economic benefits to the beneficiaries of The Bake Family Trust); (6) Pangaea Two Acquisition Holdings XV, LLC (Pangaea Holdings), a Delaware company (19.6% direct voting and equity interest, on a fully diluted basis, in Aqua Comms Parent); (7) Pangaea Two Acquisition Holdings Parallel XV, LLC (Pangaea Holdings Parallel), a Delaware company (8.8% direct voting and equity interest, on a fully diluted basis, in Aqua Comms Parent); (8) Pangaea Two LP (Pangaea Two), a Delaware company (100% direct voting and equity interest in Pangaea Holdings); (9) Pangaea Two Parallel, LP (Pangaea Parallel), a Cayman Islands company (100% direct voting and equity interest in Pangaea Holdings Parallel); (10) Pangaea Two GP, LP (Pangaea Two GP), a Delaware company (100% direct voting interest in, and general partner of, Pangaea Two and Pangaea Parallel (equity interests of Pangaea Two and Pangaea Parallel are each held by limited partners, with none holding a 10% or greater interest)); (11) Pangaea Two Admin GP, LLC (Pangaea Two Admin), a Cayman Islands company (100% direct voting interest in, and general partner of Pangaea Two GP (equity interests of Pangaea Two GP are held by limited partners, with none holding a 10% or greater interest)); (12) Cartesian Capital Group, LLC (Cartesian Capital), a Delaware company (100% direct voting and equity interest in, and managing member of, Pangaea Two Admin); (13) Peter M. Yu, a U.S. citizen (Between 50 and 75% direct voting and equity interest in Cartesian Capital); and (14) Irish Strategic Investment Fund of National Treasury Management Agency (ISIF), a sovereign development fund controlled and managed by the Government of Ireland (13.8% direct voting and equity interest in Aqua Comms Parent). Based on publicly available information, Mr. Yu has a controlling interest in Cartesian Capital and has ultimate control of Pangaea Holdings and Pangaea Holdings Parallel, the two entities with direct interests in Aqua Inc., a Delaware company. No other individual or entity holds a direct or indirect 10-percent-or-greater interest in Aqua Comms Parent, AEC2, or AEC2 USA.

Edge USA, a Delaware corporation, is a wholly-owned, direct subsidiary of Facebook, Inc. (Facebook), a Delaware corporation. Edge USA will hold participation and voting interests in the Main Trunk and the Ireland Branch. The ten-percent-or-greater direct or indirect interest holders of Facebook are: (1) CZI Holdings, LLC (CZI), a Delaware company (13.39% of Facebook's outstanding shares and a 51.93% direct voting interest in Facebook); and (2) Mark Zuckerberg, a U.S. citizen who serves as Chairman and CEO of Facebook (100% ownership interest in all of CZI's member interests and, together with his ownership positions in Facebook, owns approximately 14.04% of Facebook's outstanding shares and holds an approximate 59.63% voting interest in Facebook that includes (a) a 53.10% voting interest for shares he holds directly or controls through CZI; and (b) a 6.53% voting interest that he has authority to vote pursuant to voting agreements with (i) Dustin Moskovitz, Trustee of the Dustin Moskovitz 2008 Annuity Trust dated March 10, 2008, and (ii) Dustin Moskovitz, Trustee of the Dustin A. Moskovitz Trust dated December 27, 2005. The remainder of Facebook's shares are publicly traded on the NASDAQ Stock Market. No other individual or entity holds a direct or indirect 10-percent-or-greater interest in Facebook or Edge USA.

GU Holdings, a Delaware corporation, is an indirect, wholly-owned subsidiary of Google LLC (Google). GU Holdings and its affiliates will hold participation and voting interests in the Main Trunk. Google is wholly-owned, on an indirect basis, by Alphabet Inc. (Alphabet), a Delaware company whose shares trade publicly on the NASDAQ Stock Market. Mr. Larry Page, a U.S. citizen, holds 42.5% of Alphabet's Class B common stock, giving him a 25.9% voting interest in Alphabet. Mr. Sergey Brin, a U.S. citizen, holds 41.1% of Alphabet's Class B common stock, giving him a 25.1% voting interest in Alphabet. Applicants state that as of March 29, 2018, no other individual or entity holds a direct or indirect 10-percent-or-greater interest in Alphabet.

Optibulk, a Norwegian limited company, is wholly-owned, on a direct basis, by Bulk Infrastructure AS (Bulk), a Norwegian company. Optibulk will hold participation and voting interests in the Main Trunk and the Norway Branch. Bulk is 71.5% owned and 90.5% controlled by Bulk Industrier AS (Bulk Industrier), a Norway company. Mr. Peder Naerbo, a citizen of Norway, holds a 100% voting and equity interest in Bulk Industrier. No other individual or entity holds a direct or indirect 10-percent-or-greater interest in Optibulk.

All of the Applicants agree to accept and abide by the routine conditions specified in section 1.767(g)(1)-(14) of the Commission's rules, 47 C.F.R. §1.767(g)(1)-(14).

REMINDERS:

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See C.F.R. §§ 1.2001-1.2003.

By this notice, we inform the public that submarine cable landing license applications that are part of larger transactions involving multiple Commission licenses or authorizations may involve "extraordinary circumstances" as referenced in Review of Commission Consideration of Applications under the Cable Landing License Act, Report and Order, 16 FCC Rcd 22167 (2001) and Rules and Policies on Foreign Participation in the U.S. Telecommunications Market, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891 (1997), paras. 327-28, Order on Reconsideration, 15 FCC Rcd 18158 (2000). Additionally, extraordinary circumstances result where Executive Branch agencies petition the Commission to defer action on an application pending the resolution of potential national security, law enforcement, foreign policy and trade policy issues. Accordingly, these applications may not be acted on within the 90-day review period that the Commission has established as the period of time normally required to reach a decision on non-streamlined cable landing licenses. This notice shall serve as public notice to applicants that, in these circumstances, additional time may be required for Commission review and final action. No additional formal public notice will be provided routinely with respect to specific applications in the event that the applicable review period extends beyond 90 days.