



PUBLIC NOTICE

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Friday November 29, 2019

Actions Taken Under Cable Landing License Act

Section 1.767(a) Cable Landing Licenses, Modifications, and Assignments or Transfers of Control of Interests in Cable Landing Licenses (47 C.F.R. § 1.767(a))

By the Chief, Telecommunications and Analysis Division, International Bureau:

Pursuant to An Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (Cable Landing License Act), Executive Order No. 10530, Exec. Ord. No. 10530 reprinted as amended in 3 U.S.C. § 301, and section 1.767 of the Commission's rules, 47 C.F.R. § 1.767, the following applications ARE GRANTED. These grants of authority are taken under section 0.261 of the Commission's rules, 47 C.F.R. § 0.261. Petitions for reconsideration under section 1.106 or applications for review under section 1.115 of the Commission's rules, 47 C.F.R. §§ 1.106, 1.115, may be filed within 30 days of the date of this public notice.

These applications have been coordinated with the Department of State and other Executive Branch agencies pursuant to section 1.767(b) of the Commission's rules, 47 C.F.R. § 1.767(b), and consistent with procedures established with the Department of State. See Review of Commission Consideration of Applications under the Cable Landing License Act, IB Docket No. 00-106, Report and Order, 16 FCC Rcd 22167, 22192-93, paras. 51-52 (2001) (Submarine Cable Landing License Report and Order); Streamlined Procedures for Executive Branch Review of Submarine Cable Landing License Requests, State Department Media Note (Revised) (rel. Dec. 20, 2001) available at <http://2001-2009.state.gov/r/pa/prs/ps/2001/6951.htm>.

This public notice serves as each cable landing licensee's Cable Landing License, or modification thereto, pursuant to the Cable Landing License Act and sections 1.767 and 1.768 of the Commission's rules. Cable landing licensees should review carefully the terms and conditions of their licenses. Failure to comply with these terms and conditions or relevant Commission rules and policies could result in fines or forfeitures.

Assignment

Grant of Authority

Date of Action: 11/27/2019

Current Licensee: NTT Communications Corporation

FROM: NTT Communications Corporation

TO: NTT Worldwide Telecommunications Co., Ltd.

Notification filed August 28, 2019, of the pro forma assignment of the interest in the cable landing license for the Trans-Pacific Express Cable Network (TPE), SCL-LIC-20070222-00002, SCL-MOD-20080714-00012, held by NTT Communications Corporation (NTT Com), from NTT Com to NTT Worldwide Telecommunications Co., Ltd. (NTT WT), effective July 1, 2019. TPE connects China, South Korea, Taiwan and the United States.

Pursuant to a corporate reorganization (the "De-Merger"), NTT Com, a Japanese entity, assigned its interests in the TPE system to NTT WT, a Japanese entity. NTT WT and NTT Com are both wholly owned subsidiaries of Nippon Telegraph and Telephone Corporation (NTT), a Japanese entity. The De-Merger consisted of four distinct steps. First, NTT established a new intermediate holding company, NTT Ltd., a United Kingdom entity, to own the NTT Group subsidiaries for the group's global telecommunications businesses. Second, the NTT Group established NTT WT as a new wholly owned, direct subsidiary of NTT Com and contributed to it the assets and liabilities of NTT Com's global telecommunications business (including NTT Com's interest in the TPE system). Third, NTT Com contributed the shares of NTT WT and of each of the subsidiaries of its global telecommunications business (including NTT America, Inc.) to NTT Ltd. Finally, in consideration of the foregoing actions, NTT Ltd. issued shares of its own stock to NTT Com, which NTT Com distributed [[such shares]] to NTT Inc., a Japanese entity that is wholly owned by NTT, as dividend in kind. NTT WT is a direct wholly owned subsidiary of NTT Ltd. and an indirect wholly owned subsidiary of NTT Inc. and NTT.

Transfer of Control

Grant of Authority

Date of Action: 11/15/2019

Current Licensee: Hawaiki Submarine Cable USA LLC**FROM:** HCL Limited Partnership**TO:** Palisade Subsea Investments Pty Ltd

Application filed for consent to transfer de facto control of Hawaiki Submarine Cable USA LLC (HSC USA) from HCL Limited Partnership (HCL LP) to Palisade Subsea Investments Pty Ltd. (Palisade) (collectively, Applicants). HSC USA along with Tillamook Lightwave IGA (Tillamook Lightwave), ACS Cable Systems, LLC (ACS), DRFortress, LLC (DRFortress), and the American Samoa Telecommunications Authority (ASTCA) are the licensees for the Hawaiki Cable System (Hawaiki). SCL-LIC-20160906-00019. The Hawaiki system is a non-common carrier cable connecting Sydney, Australia; Mangawhai Heads, New Zealand; Tafuna, American Samoa; Kapolei, Oahu; Hawaii and Pacific City; Oregon. The Hawaiki system was placed into service on July 20, 2018. Tillamook Lightwave, ACS, DRFortress, and ASTCA are not part of this transaction, and this transaction does not affect their interests in the Hawaiki system.

HSC USA, a Delaware limited liability company, is a direct wholly-owned subsidiary of Hawaiki Submarine Cable LP (HSC LP), a limited partnership organized under the laws of New Zealand. HSC LP is in turn a direct, wholly-owned subsidiary of HCL LP, a New Zealand entity. HCL LP is a bandwidth supplier in the Pacific submarine cable market with 100% ownership of the capacity and facilities of the main trunk of Hawaiki system, excluding the spur to American Samoa which is owned by ASTCA. HSC USA owns and operates the Hawaiki system's cable landing station located in Oahu, Hawaii.

Palisade, is an affiliate of Palisade Investment Partners Limited (Palisade Partners), an Australia specialist infrastructure investment manager. Palisade Partners focuses on investments in Australian infrastructure, including submarine cable systems.

Palisade and HCL LP have entered into binding agreements to become equity partners, with funds managed by Palisade Partners acquiring an equity ownership interest in HCL LP. Pursuant to the agreements, Palisade has acquired a combination of redeemable preference and ordinary equity interests in HCL LP that equate to 30% of the voting rights in HCL LP. Palisade holds 10% of the ordinary shares and 100% of the preferred shares in HCL LP. As a result, the ownership interests of the other owners of HCL LP decreased: HCL Founders LP, a New Zealand entity, (from 39.82% to 27.88%); Sinclair Hawaiki LP, a New Zealand entity (from 15.60% to 10.92%); MD Fibre Trustee Ltd, a New Zealand entity (from 39.19% to 27.43%); and Alta Cable Holdings Ltd, a New Zealand entity (from 5.39% to 3.77%).

Applicants state that Palisade will be able to exercise minority rights that may constitute de facto control over HSC USA, subject to Commission approval. The minority rights in HCL LP are derived from the limited partner and shareholder interests that Palisades holds in HCL LP and its general partner, HCL LP General Partner Limited (HCL GP). As a 30% holder of the limited partner shares of HCL LP, Palisade will have a negative control (veto power) over approval of certain matters that require approval of the limited partners by special resolution (a resolution passed by partners holding 85% of the total number of partnership interest). Palisade will also have voting and other rights, including the right to appoint three directors, as a 30% shareholder of HCL GP. Palisade will hold negative control over specified matters requiring approval by "Extraordinary Board Resolution," which are resolutions that pass by directors representing at least 85% of the total number of partnership interest.

After the investment in HCL LP by Palisade, the following entities hold a ten percent or greater ownership interest in HCL LP: (1) Palisade (30%). (2) HCL Founders LP (27.88%). The Galasso Family Trust (Garland View Ltd, Trustee) has a 27.88% indirect ownership through its 100% ownership in HCL Founders Trust, a New Zealand entity. (3) Sinclair Hawaiki LP (10.92%). SIL Hawaiki Ltd, Sinclair Investments LP, GCA Legal Trustee Ltd, GCA Trustee Holdings Ltd, and the Edgar Family Trusts, all New Zealand entities, each hold an indirect 15.6% interest in HSC USA through Sinclair Hawaiki LP. (4) MD Fibre Trust (27.43%). No other person or entity has a 10 percent or greater direct or indirect interest in HCL LP or HSC USA.

We grant the Petition to Adopt Conditions to Authorizations and Licenses (Petition) filed in this proceeding on November 4, 2019 by the Department of Homeland Security (DHS), with the concurrence of the Department of Defense (DOD). Accordingly, we condition grant of this cable landing license transfer of control application on compliance by Hawaiki Submarine Cable USA LLC with the commitments and undertakings set forth in the Letter of Assurances from Laurent Le Breton, Manager, Hawaiki Submarine Cable USA LLC to the Assistant Secretary for Border, Immigration and Trade, Office of Policy, DHS, Department of Defense Chief Information Officer, Defense Information System Agency, DOD, dated October 31, 2019 (LOA). A failure to comply and/or remain in compliance with any of these commitments and undertakings shall constitute a failure to meet a condition of the cable landing license and thus grounds for declaring license terminated without further action on the part of the Commission. Failure to meet a condition of the license may also result in monetary sanctions or other enforcement action by the Commission. A copy of the Petition and the LOA are publicly available and may be viewed on the FCC website through the International Bureau Filing System (IBFS) by searching for SCL-T/C-20181130-00038 and accessing "Other filings related to this application" from the Document Viewing area.

INFORMATIVE**SCL-LIC-20180316-00006**

Deep Blue Cable (US) Inc.

By letter filed November 11, 2019, Applicant notified the Commission of the withdrawal of its application.