



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
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Report No. SCL-00230S

Monday December 10, 2018

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 license; (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.

Transfer of Control

Current Licensee: PPC 1 Limited

FROM: TPG Telecom Limited

TO: Vodafone Hutchison Australia Pty Limited

Application filed for consent to transfer control of PPC 1 Limited and PPC 1 (US) Inc. (PPC 1 US), joint licensees on the cable landing license for the PPC-1 cable system (PPC-1 Cable), SCL-LIC-20080213-00001, SCL-MOD-20090910-00027, SCL-MOD-20180803-00030, from TPG Telecom Limited (TPG Telecom) to Vodafone Hutchison Australia Pty Limited d/b/a Vodafone Australia (VHA). PPC 1 US, a Delaware company, is a direct wholly-owned subsidiary of PPC 1 Limited, a Bermuda company, which is an indirect wholly owned subsidiary of TPG Telecom, a publicly-traded Australia company.

The PPC-1 Cable is a non-common carrier fiber-optic cable system connecting Australia, Guam, and Papua, New Guinea. PPC 1 Limited owns and operates the wet link portions of the PPC-1 Cable in international waters and PPC 1 US owns the portion of the PPC-1 system between the cable landing station at Piti, Guam, and the U.S. territorial sea extending from Guam. Telikom PNG Limited owns and operates the PNG Spur and cable landing station in Papua New Guinea. (Telikom PNG Limited is not part of this transaction, and this transaction does not affect the ownership of the PNG Spur and cable landing station in Papua New Guinea.)

VHA, an Australian company, is a 50-50 joint venture between Vodafone Europe B.V. (Vodafone Europe), an indirect subsidiary of Vodafone Group Plc (Vodafone Group), and Hutchison 3G Australia Holdings Pty Limited (H3GAH), a direct, wholly-owned subsidiary of Hutchison Telecommunications (Australia) Limited (Hutchison Telecoms Australia). Vodafone Group is a publicly traded company on the London and NASDAQ stock exchanges and Vodafone Europe is a Netherlands company. Hutchison Telecoms Australia, an Australia company, is 87.87% percent owned, on an indirect basis, by CK Hutchison Holdings Limited (CKH), a Cayman Islands company whose shares are publicly traded on the Hong Kong stock exchange.

On August 30, 2018, TPG Telecom entered into a Scheme Implementation Deed with VHA, Vodafone Oceania Limited (VOL), Hutchison Telecoms Australia, and Hutchison Whampoa Ltd to achieve a merger that will result in TPG Telecom becoming a direct, wholly-owned subsidiary of VHA. The proposed transaction will be implemented via a Scheme of Arrangement, under which all shares of stock currently held in TPG Telecom will be transferred to VHA in exchange for new fully paid shares in VHA that will be issued to TPG Telecom's current shareholders. Post consummation, the current shareholders of TPG Telecom will hold a 49.9% voting and equity interest in VHA.

As part of the Proposed Transaction, a portion of Vodafone Europe's and Hutchison Telecoms Australia's indirect interests in VHA will be held by a newly formed company, JVCo, organized under the laws of England and Wales. JVCo's issued share capital will be held in equal parts by Vodafone Europe and H3GAH, and JVCo will hold a direct voting and equity interest of approximately 32.5% in VHA. Vodafone Europe and Hutchison Telecoms Australia have entered into an agreement with respect to the ownership and governance of JVCo that sets forth voting procedures to ensure that in the event of deadlock, neither Vodafone Europe nor Hutchison Telecoms Australia has de facto control of JVCo.

Upon completion of the transaction, PPC 1 US will continue to be a direct wholly owned subsidiary of PPC 1 Limited, which continue to be an indirect subsidiary of TPG Telecom (to be re-named post-consummation). VHA (TPG Telecom Limited, post-consummation), will wholly own TPG Telecom. Post consummation, the direct 10 percent-or-greater owners of VHA will be: (1) JVCo (32.5% voting and equity interest in VHA); (2) Washington H. Soul Pattinson and Company Limited (WHSP), an Australia company (12.61% direct voting and equity interest in VHA). Brickworks Limited, and Australian entity holds a 42.72% interest in WHSP and also wholly owns BKI Investments Pty Limited, an Australian entity, which will hold a 0.26 direct interest in VHA; (3) VOL (8.8% voting and equity interest in VHA); and (4) H3GAH (8.8% voting and equity interest in VHA).

Post-consummation, the 10 percent-or-greater direct and indirect interest holders in VHA through the Vodafone ownership chain are: (1) JVCo (32.5% direct voting and equity interest in VHA); (2) VOL, an England and Wales company (8.8% direct voting and equity interest in VHA); (3) Vodafone Europe (25.05% indirect voting and equity interest in VHA through its 50% ownership if JVCo and 100% ownership on VOL); (4) Vodafone International 1 S.a.r.l., a Luxembourg company (100% voting and equity interest held in Vodafone Europe through several 100% owned, intermediate companies based in Luxembourg and England and Wales); (5) Vodafone Finance UK Limited, an England and Wales company (55.45% voting and equity interest in Vodafone International 1 S.a.r.l.); (6) Vodafone Jersey Dollar Holdings Limited, a Jersey company (45.55% voting and equity interest in Vodafone International 1 S.a.r.l.); (7) Vodafone Benelux Limited, an England and Wales company (100% voting and equity interest in Vodafone Jersey Yen Holdings Unlimited, and 77.92% voting and equity interest in Vodafone Finance UK Limited); (8) Vodafone Jersey Yen Holdings Unlimited, a Jersey company (22.08% voting and equity interest in Vodafone Finance UK Limited); (9) Vodafone Holdings Luxembourg Limited, an England and Wales company (100% voting and equity interest in Vodafone Benelux Limited and 94.12% voting and equity interest in Vodafone Jersey Dollar Holdings Limited); (10) Vodafone Intermediate Enterprises Limited, an England and Wales company (100% indirect voting and equity interest in Vodafone Holdings Luxembourg Limited through several 100% owned, intermediate companies based in England and Wales); (11) Vodafone International Holdings Limited, an England and Wales company (73.12% voting and equity interest in Vodafone Intermediate Enterprises Limited); (12) Vodafone Worldwide Holdings Limited, an England and Wales company (26.88% voting and equity interest in Vodafone Intermediate Enterprises Limited); (13) Vodafone International Operations Limited, an England and Wales company (100% voting and equity interest in both Vodafone International Holdings Limited and Vodafone Worldwide Holdings Limited); (14) Vodafone European Investments, an England and Wales company (100% voting and equity interest in Vodafone International Operations Limited); and (16) Vodafone Group Plc, an England and Wales company (100% voting and equity interest in Vodafone European Investments). No other person or entity will hold a ten-percent-or-greater direct or indirect interest in Vodafone Group Plc or the Licensees as a result of the consummation of the proposed transaction.

Post-consummation, the 10 percent-or-greater direct and indirect interest holders in VHA through the Hutchison ownership chain are: (1) JVCo (32.5% direct voting and equity interest in VHA); (2) H3GAH (25.05% voting and equity interest in VHA; 8.8% direct and 16.25% indirectly through its 50% ownership in JVCo); (3) Hutchison Telecoms Australia, an Australia company (100% voting and equity interest in H3GAH); (4) Hutchison Telecommunications (Amsterdam) B.V. (HT Amsterdam), a Netherlands company (87.87% voting and equity interest in Hutchison Telecoms Australia); (5) Hutchison Whampoa Limited (HWL), a Hong Kong company (100% voting and equity interest in HT Amsterdam through several 100% owned, intermediate companies based in Luxembourg, the British Virgin Islands and Hong Kong); (6) Cheung Kong (Holdings) Limited (Cheung Kong), a Hong Kong company (49.97% voting and equity interest in HWL); (7) CK Hutchison Global Investments Limited (CKHGlobal), a British Virgin Islands company (50.03% voting and equity interest in HWL); (8) CK Hutchison Holdings Limited

— Limited (CKHGlobal), a British Virgin Islands company (100% voting and equity interest in CKH); (8) CKH Global Holdings Limited (CKH), a Cayman Islands company (100% voting and equity interests in CKHGlobal, and 100% voting and equity interest in Cheung Kong); and (9) Li Ka-Shing Unity Trustee Company Limited, as trustee for The Li Ka-Shing Unity Trust, a Cayman Islands company (26.02% voting and equity interest in CKH (of which 23.685% is held directly and 2.335% is held indirectly through wholly-owned subsidiaries of the trustee). No other person or entity will hold a ten-percent-or-greater direct or indirect equity interest in CKH or the Licensees as a result of the consummation of the proposed transaction.

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

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 be removed from streamlined processing and 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.