



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
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Report No. SCL-00448NS

Friday February 9, 2024

Non-Streamlined Submarine Cable Landing License Applications Accepted For Filing

The applications listed below have been found, upon initial review, to be acceptable for filing. 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, an 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. These applications are not subject to the streamlined processing procedures set forth in section 1.767 of the Commission's rules. 47 CFR § 1.767.

Unless otherwise specified, filings relating to these applications must be received within 14 days of this notice. 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 CFR § 1.1206.

These applications are being coordinated with the Department of State and other Executive Branch agencies pursuant to section 1.767(b) of the Commission's rules and consistent with procedures established with the Department of State. 47 CFR § 1.767(b); 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); Commission Announces Department of State's Revised Procedures for its Consideration of Submarine Cable Landing License Applications, IB Docket No. 16-155, Public Notice, DA 22-435 (rel. Apr. 19, 2022).

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 ninety (90) days after release of this public notice, unless it determines that additional time is needed. 47 CFR § 1.767.

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). 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: Antilles Crossing-St. Croix, Inc.

FROM: Danemann Limited

TO: Digicel Holdings (Bermuda) Limited

Antilles Crossing-St. Croix, Inc. (Antilles Crossing St. Croix) has filed an application for consent to the transfer control of Antilles Crossing St. Croix from Danemann Limited (Danemann) to Digicel Holdings (Bermuda) Limited (Restructured DHL). Antilles Crossing St. Croix, a U.S. Virgin Islands corporation, is the sole licensee of the Antilles Crossing System (SCL-LIC-20031125-00032), a non-common carrier cable system that connects Hams Bay, St. Croix, U.S. Virgin Islands; Vigie Beach, Saint Lucia; and Needham's Point, Barbados. According to the Applicants, although the Antilles Crossing System has been rebranded as part of the larger Southern Caribbean Fiber network, it still operates as a discrete system pursuant to the cable landing license granted by the Commission in 2004. The Applicants filed a supplement on February 5, 2024.

The Application is for the second step of a broader planned two-step reorganization and refinancing (Restructuring) of Antilles Crossing St. Croix and its non-U.S. affiliates (collectively, the Digicel Group). Prior to the restructuring Denis O'Brien holds a controlling approximate 100% indirect ownership in Antilles Crossing St. Croix through Daneman and Digicel Holdings (Bermuda) Limited (DHL). Pursuant to the restructuring, DHL will issue shares to its creditors which will result in no individual or entity having a controlling interest in Restructured DHL or Antilles Crossing St. Croix.

In Step One of the Restructuring, pursuant to Bermuda law, DHL, a subsidiary of Daneman and the indirect parent of Antilles Crossing St. Croix, will issue new shares of DHL to its creditors. The Applicants state that immediately prior to the completion of Step One, Danemann will acquire a direct 100% voting and equity interest in Antilles Crossing St. Croix via a pro forma transfer of control. As a result of this pro forma transaction, the Applicants state that Danemann will then directly own and control Antilles Crossing St. Croix during the pendency of the U.S. regulatory review of Step Two of the restructuring, and Denis O'Brien will still have ultimate control of Antilles Crossing St. Croix during that period. The Applicants state that they will file a notification of the pro forma transaction with the Commission, pursuant to 47 CFR § 1.767(g).

In Step Two of the Restructuring, Danemann will transfer control of Antilles Crossing St. Croix to Restructured DHL, which by that time will have new ownership following the closing of Step One of the Restructuring - the issuance of new shares to the creditors. Upon consummation, the Applicants state that Antilles Crossing St. Croix will reunite with its non-U.S. affiliates, which at that time will be under common ownership by Restructured DHL, with entities controlled, managed, advised, or subadvised by U.S. investors PGIM, Inc. (PGIM) and Contrarian Capital Management, L.L.C. (CCM).

The Applicants state that following consummation of Step Two of the Restructuring, Antilles Crossing St. Croix will be wholly owned by Fibre Investments Holdings Ltd (St. Lucia) IBC, which, in turn, will be wholly owned by Fibre Investments Ltd. (FIL), both Saint Lucia holding companies. FIL will be wholly owned by Digicel International Finance Limited (St. Lucia) IBC, a St. Lucia holding company, which, in turn, will be wholly owned by Digicel Intermediate Holdings Limited (DIHL), a Bermuda holding company. DIHL will be wholly owned by Digicel Holdings (Bermuda) Limited (Restructured DHL), a Bermuda holding company.

The Applicants state that the following entities and individual will ultimately hold 10% or greater equity and/or voting interests in Restructured DHL following consummation of the Step Two Restructuring transaction: (1) PGIM, a New Jersey investment advisory company; (2) CCM, a Delaware investment management company; and (3) Denis O'Brien, a citizen of Ireland and resident of Malta.

PGIM ownership of Restructured DHL. (1) Prudential Investment Portfolios Inc. 15 - PGIM High Yield Fund (PHY), a Maryland investment company (estimated direct 19.59% voting and equity interest in Restructured DHL); (2) PGIM, a New Jersey investment advisory company for PHY and the more than 80 funds identified in the Application's Exhibit G (collectively, PGIM Funds), with the power to vote or direct the voting of and the power to dispose, or to direct the disposition of securities held by the PGIM Funds, none of which are individually disclosable, but which will collectively hold an estimated 46.59% voting and equity interest in Restructured DHL. The Applicants state that PGIM itself will not hold any equity interest in Restructured DHL. The Applicants state that other than the right to nominate a minority of the board (four of nine members), none of PGIM, the PGIM funds, including PHY, or any individuals or entities in the ownership and control chain will have any active involvement in the day-to-day operations or management of Restructured DHL. (3) PGIM Holding Company, LLC (PGIM Holding), a Delaware holding company (100% voting and economic interest in PGIM); (4) Prudential Financial Inc. (Prudential), a New Jersey insurance company (100% voting and equity interest in PGIM Holding). Applicants note that Prudential is a publicly traded insurance company listed on the New York Stock Exchanges with widely dispersed equity ownership.

CCM ownership of Restructured DHL. (1) Contrarian Emerging Markets L.P. (CEM LP), a Delaware investment company (estimated direct 10.18% voting and equity interest in Restructured DHL); (2) CCM, a Delaware investment management company with the power to vote or direct the voting of and the power to dispose, or to direct the disposition of securities held by the five Contrarian Funds (CEM LP; Boston Patriot Summer St. LLC; Contrarian EM II, LP; EMMA 1 Master Fund, L.P.; EMMA 2 Fund L.P.), none of which are individually disclosable, other than CEM LP, but which collectively will hold an estimated 20.60% voting and equity interest in Restructured DHL (including CEM LP's estimated 10.18% voting and equity interest). CEM II GP, LLC, a Delaware limited liability company, is the general partner of Contrarian EM II, LP; Emma 1 GP, LLC, a Delaware limited liability company, is the general partner of EMMA 1 Master Fund, L.P.; and Emma 2 GP, LLC, a Delaware limited liability company, is the general partner of EMMA 2 Fund, L.P. (The Applicants refer to such general partner entities together as the Contrarian Fund GPs). The Applicants state that other than the right to nominate a minority of the board directors of Restructured DHL (two of nine members), none of CCM, the Contrarian Funds, or any individuals or entities in the ownership and control chain will have any active involvement in the day-to-day operations or management of Restructured DHL. (3) CEM GP, LLC (CEM GP), a Delaware investment management general partnership, and general partner of CEM LP (estimated 10.18% voting interest in Restructured DHL; CEM GP has a 0.65% equity interest in CEM LP); (4) CCM GP Partners, LLC (CCM GP), a Delaware investment management company and the sole member of CEM GP and the Contrarian Fund GPs, with no voting interest and a 100% equity interest in each. (5) Bauer GP, LLC (Bauer GP), a Delaware holding company (60% equity interest and no voting interest in CCM GP); (6) CCM Investment, LLC (CCM Investment), a Delaware holding company/estate planning vehicle, with no voting interest and a 20% equity interest in CCM, and no voting interest and a 33.33% equity interest in Bauer GP. (7) Bauer Family GST Exempt 2014 Trust (Bauer Family Trust), a Delaware trust and estate planning vehicle formed September 26, 2014 for the benefit of Jon R. Bauer, holds no voting interest and a 100% equity interest in CCM Investment. (8) Jon R. Bauer, a U. S. citizen and investment manager, who is managing member of CCM, and holds a 100% voting interest and a 40% equity interest in CCM. Mr. Bauer also holds a 33.33% voting interest and no equity interest in CCM Investment. As non-member manager of CCM GP and each of the

Bauer also holds a 66.67% voting interest and no equity interest in CCM investment as non-member manager of CCM GP and each of the Contrarian Fund

GPs, Mr. Bauer holds a 100% voting and no equity interest in CCM GP and each of the Contrarian Fund GPs. As managing member of Bauer GP, LLC, Mr. Bauer holds a 100% voting interest and a 66.67% equity interest.

Denis O'Brien ownership of Restructured DHL. (1) Digicel Investments Limited (Bermuda) (DIL), a Bermuda investment company (estimated 10% direct voting and equity interest in Restructured DHL); (2) Danemann Limited (Danemann), an Isle of Man investment company (100% voting and equity interest in DIL); (3) IoMCSL Nominees Limited (IoMCSL), an Isle of Man investment company (100% equity and voting interest in Danemann); (4) Denis O'Brien, citizen of Ireland and resident in Malta, who is the ultimate beneficial owner of IoMCSL's 100% voting and equity interest in Danemann pursuant to a declaration of trust over the shares in Danemann.

The Applicants state that post-consummation, no other entity will hold a 10% or greater direct or indirect economic or voting interest in Antilles Crossing St. Croix.

Restructured DHL certifies that it accepts and will abide by the routine conditions specified in 47 CFR § 1.767(g).

Pursuant to Commission practice, the Application is being referred to the relevant Executive Branch agencies for their views on any national security, law enforcement, foreign policy, or trade policy concerns related to the foreign ownership of the Applicants. See Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership, IB Docket 16-155, Report and Order, 35 FCC Rcd 10927 (2020).

INFORMATIVE

SCL-LIC-20230921-00026

Telcosub USA LLC

On February 2, 2024, the Chair of the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector (Committee) notified the Commission that the Committee is conducting an initial review of the application for consent to land and operate the CSN-1 cable system to assess whether granting the application will pose a risk to the national security or law enforcement interests of the United States, pursuant to Executive Order 13913 (85 Fed Reg 19643 (Apr. 8, 2020)). The Committee shall complete its review of the application before the end of the 120-day initial review period, unless the Committee notifies the Commission of an extension of the 120-day initial review period or the need arises to conduct a 90-day secondary assessment.

REMINDER:

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 47 CFR §§ 1.2001-.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.