

CABLE TV DIVISION
DEPT OF COMMERCE AND
CONSUMER AFFAIRS

2017 AUG 11 August 12, 2017



Via Hand Delivery

Ms. Catherine P. Awakuni Colón
Director, Department of Commerce and Consumer Affairs
335 Merchant Street
Honolulu, HI 96813

RE: Joint Application of Cincinnati Bell Inc., Transferee, Hawaiian Telcom Holdco, Inc., Transferor, and Hawaiian Telcom Services Company, Inc., Franchisee, for Approval, to the Extent Required, (1) to Transfer Indirect Control of Franchisee to Cincinnati Bell Inc.; (2) for *Pro Forma* Transfer of Control; and (3) for Franchisee to Participate in Certain Financing Arrangements

On behalf of Cincinnati Bell Inc., ("Cincinnati Bell"), Transferee, Hawaiian Telcom Holdco, Inc., Transferor, and Hawaiian Telcom Services Company, Inc. ("Franchisee") (collectively, the "Applicants"), enclosed for filing with the Department of Commerce and Consumer Affairs ("DCCA") is an Application for Transfer of Cable Television Franchise, seeking approval, to the extent required, (1) to transfer indirect control of Franchisee to Cincinnati Bell; (2) for *pro forma* transfer of control; and (3) for Franchisee to participate in certain financing arrangements (the "DCCA Application").

Also included is the Federal Communications Commission Form 394 - Application for Franchise Authority Consent to Assignment or Transfer of Control of Cable Television Franchise ("FCC Form 394"). An original and five (5) copies of the DCCA Application and the FCC Form 394 are enclosed, along with a check for the requisite \$1,000.00 filing fee. Please date-stamp the extra copy and return it in the envelope provided.

In addition, Applicant is providing the following materials in electronic format on the two enclosed CDs for your reference:

- A. The DCCA Application and corresponding Exhibits A-D;
- B. FCC Form 394 and corresponding Exhibits 1-5;
- C. SEC Form 10-K, filed as of February 24, 2017, which is also available at:

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<https://www.sec.gov/Archives/edgar/data/716133/000071613317000007/0000716133-17-000007-index.htm>; and

- D. Proxy Statement for the 2017 Annual Meeting of Shareholders filed on March 24, 2017, which is also available at:
<https://www.sec.gov/Archives/edgar/data/716133/000071613317000013/cbbproxy2017.htm#s81CEE0381C7351B3872C1DA555387935>

Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

WATANABE ING LLP

A handwritten signature in black ink, appearing to read "J. Douglas Ing", written in a cursive style.

J. DOUGLAS ING
DAVID Y. NAKASHIMA

Counsel for Cincinnati Bell Inc.