

MORIHARA LAU & FONG LLP

A LIMITED LIABILITY LAW PARTNERSHIP

CABLE TV DIVISION
DEPT OF COMMERCE AND
CONSUMER AFFAIRS

August 3, 2020

2020 AUG -3 A 11: 12

Via Hand Delivery

Ms. Catherine P. Awakuni Colón, Director
Ms. Ji Sook "Lisa" Kim, Cable Television Administrator
Department of Commerce and Consumer Affairs
King Kalakaua Building
335 Merchant Street, Room 101
Honolulu, Hawai'i 96813

Re: Application for Transfer of Cable Franchise of Red Fiber Parent LLC ("Applicant"), Cincinnati Bell Inc. ("Transferor"), and Hawaiian Telcom Services Company, Inc. ("Franchisee"), for Approval, to the Extent Required, (1) to Transfer Indirect Control of Franchisee to Red Fiber Parent LLC; (2) for *Pro Forma* Transfer of Control; and (3) for Franchisee to Participate in Certain Financing Arrangements

Dear Ms. Colón and Ms. Kim:

Enclosed for filing with the Department of Commerce and Consumer Affairs ("DCCA") and in connection with the filing of the Application for Transfer of Cable Franchise for the above-referenced matter, please find an original and four (4) copies of the following along with a USB flash drive:

1. Final clean version of Exhibit D-2: Red Fiber Holdings LLCA. This final clean version mirrors the final version of Exhibit D-2 that is posted to the DCCA's website, which has been redacted in order to prevent the disclosure of certain confidential information therein. An electronic version of the final clean version of Exhibit D-2, in full OCR format, is also being provided on the USB flash drive.
2. Final clean version of Exhibit E-2: Amended and Restated Regulations of CBB. This final clean version mirrors the final version of Exhibit E-2 that is posted to the DCCA's website, which has been redacted in order to prevent the disclosure of certain confidential information therein. An electronic version of the final clean version of Exhibit E-2, in full OCR format, is also being provided on the USB flash drive.

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Ms. Catherine P. Awakuni Colón, Director
Ms. Ji Sook "Lisa" Kim, Cable Television Administrator
Department of Commerce and Consumer Affairs, Cable Division
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3. Revised redacted version of Exhibit F: Amended and Restated Commitment Letter. The redacted version of Exhibit F that was posted to the DCCA's website does not mirror the final clean version that was submitted in a separate and sealed envelope to DCCA as it did not contain the executed signature pages that were included in the final clean version on pages 15-19 of 74. These signature pages are being enclosed herewith to replace the unsigned signature pages that were previously provided to DCCA. In addition, a full and revised redacted electronic version of Exhibit F, which includes the missing executed signature pages on pages 15-19 of 74, is also being provided on the USB flash drive so that the revised redacted version of Exhibit F can be uploaded to the DCCA's website.

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

Very truly yours,



Kent D. Morihara
Michael H. Lau
Jamie C. Yoshikane
Lianna L. Figueroa

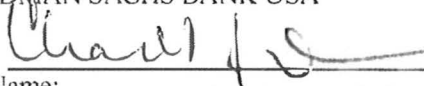
MORIHARA LAU & FONG LLP
Attorneys for Red Fiber Parent LLC

Enclosures as noted in letter

We are pleased to have been given the opportunity to assist you in connection with this important financing.

Very truly yours,

GOLDMAN SACHS BANK USA

By: 

Name:

Charles D. Johnston

Title:

Authorized Signatory

Signature page to Project Converse Commitment Letter

REGIONS BANK

By: William Daves
Name: WILLIAM DAVES
Title: Managing Director

REGIONS CAPITAL MARKETS, A DIVISION OF
REGIONS BANK

By: Edwin Gray
Name: Edwin Gray
Title: Managing Director

SOCIÉTÉ GÉNÉRALE

By:  
3D9E2A0C5D40447...
Name: Valtin Gallani
Title: Director

FIFTH THIRD BANK, NATIONAL ASSOCIATION



By:

Name: Anthony Bowen

Title: Director

Accepted and agreed to as of
the date first above written:

RED FIBER PARENT LLC

By: *Anton Moldan*
Name: Anton Moldan
Title: Vice President

By: *John Kim*
Name: John Kim
Title: Secretary