

Law Offices of Gregory J. Vogt, PLLC

2121 EISENHOWER AVENUE
SUITE 200
ALEXANDRIA, VA 22314

www.vogtlawfirm.com

April 20, 2010

Gregory J. Vogt
703.838.0115 (office)
703.684.3620 (fax)
gvogt@vogtlawfirm.com

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

**Re: Application for Consent to Transfer Control of Domestic
Authorizations Under Section 214 of the Communications Act, as
Amended, WC Docket No. 10-41, DA 10-409**

**File Nos. ITC-ASG-20100122-00038
ISP-PDR-20100122-00002
0004095753**

Dear Ms. Dortch:

In accordance with 47 C.F.R. §§ 1.65 and 63.5, Hawaiian Telcom, Inc. (“HTI”) and Hawaiian Telcom Services Company, Inc. (“HT Services,” and together with HTI, the “Applicants”) hereby amend their Applications to transfer control of the Applicants’ domestic and international Section 214 authorizations, Petition for Declaratory Ruling Under Section 310(b), and wireless licenses. Although the information included in the Applications and Petition was accurate as of the time of their filing, circumstances regarding Applicants’ anticipated indirect ownership have since changed, thus necessitating this amendment.

At the time the Applications and Petition were filed, to the best of Applicants’ knowledge, no single entity owned claims representing ten percent or more of the new Holdco stock. However, as noted in the Applications, the debt claims involved in the bankruptcy proceeding are transferable. Since the Applications and Petition were filed, Cerberus Series Four Holdings, LLC has acquired additional claims and as of today holds claims representing 16.7 percent of the new Holdco stock post-reorganization. The Holdco claims are still be held by over 100 different entities, and it is expected that no entity will have a controlling interest in Holdco post-reorganization. A declaration supporting this information is attached to this letter.

Applicants are therefore amending their Applications and Petition as outlined below.

Marlene H. Dortch
April 20, 2010
Page 2

Domestic Section 214 Application (WC Docket No. 10-41)

The second sentence of the second paragraph of the section entitled 10 Percent or Greater Interest Holders (page 4 of the Application) should be revised to read as follows:

Upon the Effective Date of the Plan, to the best of Applicants' knowledge, only one entity, Cerberus Series Four Holdings, LLC, is expected to hold ten percent or more of the new Holdco common stock. Cerberus Series Four Holdings, LLC ("Cerberus") is expected to own 16.7 percent of the new Holdco common stock. Cerberus is a private equity vehicle located at 299 Park Avenue, New York, NY 10171, and is a United States limited liability company whose sole member is series four of Cerberus Institutional Partners, L.P. ("CIP-4"), a Delaware limited partnership. The sole general partner of CIP-4 is Cerberus Institutional Associates, L.L.C., a Delaware limited liability company which is 100 percent owned and controlled by U.S. entities or individuals. Approximately 21 percent of the limited partnership interests in CIP-4 are held by non-U.S. individuals or entities. Of these non-U.S. partnership interests, only 0.09 percent are held by citizens of the Bahamas, a non-WTO country; all other interests are held by U.S. or WTO-country entities or individuals.

Further, the statement on page 9 that "to the best of Applicants' knowledge, none will own ten percent or more of the equity of Applicants," should instead read, "to the best of Applicants' knowledge, as of April 19, 2010, only one entity is expected to own more than 10 percent of the equity of Applicants, and that entity will not have a controlling interest."

Petition for Declaratory Ruling (WC Docket No. 10-41, File No. ISP-PDR-20100122-00002)

The fifth sentence of the first full paragraph on page 4 (continuing on to page 5) of the Petition for Declaratory Ruling should be revised to read as follows:

To the best of Applicants' knowledge, only one entity is expected to hold ten percent or more of Holdco, and that entity will not have a controlling interest. Cerberus Series Four Holdings, LLC ("Cerberus") is expected to own 16.7 percent of the new Holdco common stock. Cerberus is a private equity vehicle located at 299 Park Avenue, New York, NY 10171, and is a United States limited liability company whose sole member is series four of Cerberus

Marlene H. Dortch
April 20, 2010
Page 3

Institutional Partners, L.P. (“CIP-4”), a Delaware limited partnership. The sole general partner of CIP-4 is Cerberus Institutional Associates, L.L.C., a Delaware limited liability company which is 100 percent owned and controlled by U.S. entities or individuals. Approximately 21 percent of the limited partnership interests in CIP-4 are held by non-U.S. individuals or entities. Of these non-U.S. partnership interests, only 0.09 percent are held by citizens of the Bahamas, a non-WTO country; all other interests are held by U.S. or WTO-country entities or individuals.

International Section 214 Application (File No. ITC-ASG-20100122-00038)

The response to question no. 11 should be changed from “no” to “yes.”

In Attachment 1, Subsection (h) – Ten percent (10% Equity Shareholders (Answer to Question No. 11), the second sentence of the first full paragraph on page 4 should be revised to read as follows:

Upon the Effective Date of the Plan, to the best of Applicants’ knowledge, only one entity is expected to hold ten percent or more of Holdco, and that entity will not have a controlling interest. Cerberus Series Four Holdings, LLC (“Cerberus”) is expected to own 16.7 percent of the new Holdco common stock. Cerberus is a private equity vehicle located at 299 Park Avenue, New York, NY 10171, and is a United States limited liability company whose sole member is series four of Cerberus Institutional Partners, L.P. (“CIP-4”), a Delaware limited partnership. The sole general partner of CIP-4 is Cerberus Institutional Associates, L.L.C., a Delaware limited liability company which is 100 percent owned and controlled by U.S. entities or individuals. Approximately 21 percent of the limited partnership interests in CIP-4 are held by non-U.S. individuals or entities. Of these non-U.S. partnership interests, only 0.09 percent are held by citizens of the Bahamas, a non-WTO country; all other interests are held by U.S. or WTO-country entities or individuals.

Wireless Authorizations (File No. 0004095753)

The fourth sentence of the first full paragraph on page 3 of Appendix A should be revised read as follows:

Upon the Effective Date of the Plan, to the best of Applicants’ knowledge, only one entity is expected to hold ten percent or more of the new Holdco common stock. Cerberus Series Four Holdings, LLC (“Cerberus”) is expected to own 16.7 percent of the new

Law Offices of Gregory J. Vogt, PLLC

Marlene H. Dortch
April 20, 2010
Page 4

Holdco common stock. Cerberus is a private equity vehicle located at 299 Park Avenue, New York, NY 10171, and is a United States limited liability company whose sole member is series four of Cerberus Institutional Partners, L.P. (“CIP-4”), a Delaware limited partnership. The sole general partner of CIP-4 is Cerberus Institutional Associates, L.L.C., a Delaware limited liability company which is 100 percent owned and controlled by U.S. entities or individuals. Approximately 21 percent of the limited partnership interests in CIP-4 are held by non-U.S. individuals or entities. Of these non-U.S. partnership interests, only 0.09 percent are held by citizens of the Bahamas, a non-WTO country; all other interests are held by U.S. or WTO-country entities or individuals.

If you have any questions, please do not hesitate to contact me.

Sincerely,

/s/ Gregory J. Vogt

Gregory J. Vogt
Counsel for Hawaiian Telcom, Inc. and Hawaiian
Telcom Services Company, Inc. (Debtors-in-Possession)

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of

HAWAIIAN TELCOM, INC. and
HAWAIIAN TELCOM SERVICES
COMPANY, INC. (Debtors-in-Possession)

WC Docket No. 10-41

Application for Consent to Transfer
Control of Domestic Authorizations Under
Section 214 of the Communications Act, as
Amended

Declaration of Randall Braunfeld

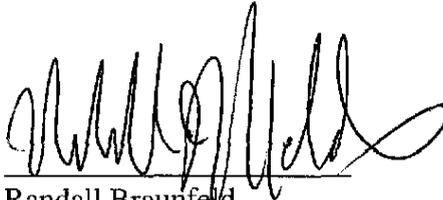
1. My name is Randall Braunfeld. I serve as an Authorized Signatory for Lehman Commercial Paper Inc. My business address is 1271 Avenue of the America, 38th Floor, New York, New York 10020.
2. I have prepared this Declaration in support of Hawaiian Telcom, Inc.'s ("HTI") and Hawaiian Telcom Services Company, Inc.'s ("HT Services," and together with HTI, the "Applicants") amendments to their Applications in the above-captioned proceeding.
3. Claims that represent prospective holdings of the stock of Hawaiian Telcom Holdco, Inc. ("Holdco") are held by over 100 different entities, and no entity is expected to have a controlling interest in Holdco. These entities are primarily investment funds, banks, and other financial institutions. Claims against the bankruptcy estate may be traded among the claim holders and with third parties, and it is expected that they will continue to do so for the duration of the bankruptcy proceeding. Because of this trading activity, individual

prospective equity ownership interests can and will change as described in the Applicant's prior filings.

4. Based upon trading activity since the filing of the Applications, it is presently anticipated that one entity will hold 10 percent or more of the new Holdco common stock when the Applicants emerge from bankruptcy. Specifically, Cerberus Series Four Holdings, LLC ("Cerberus") has informed me that as of this date it owns claims that would represent 16.7 percent of the new Holdco common stock post-reorganization. Cerberus has further informed me that it is a private equity vehicle located at 299 Park Avenue, New York, NY 10171 and that it is a United States limited liability company whose sole member is series four of Cerberus Institutional Partners, L.P. ("CIP-4"), a Delaware limited partnership. Cerberus has also indicated that the sole general partner of CIP-4 is Cerberus Institutional Associates, L.L.C., a Delaware limited liability company which is 100 percent owned and controlled by U.S. entities or individuals; that approximately 21 percent of the limited partnership interests in CIP-4 are held by non-U.S. individuals or entities; and that of these non-U.S. partnership interests, only 0.09 percent are held by citizens of the Bahamas, a non-WTO country. Finally, Cerberus has indicated that all other interests are held by U.S. or WTO-country entities or individuals.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on 4/19/2010.



Randall Braunfeld