

CABLE DIVISION
COMMERCE AND
CONSUMER AFFAIRS

Hawaiian Telcom

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June 4, 2010

Via Facsimile Transmission (586-2625)

Mr. Clyde Sonobe, Administrator
Cable Television Division
Department of Commerce and Consumer Affairs
335 Merchant Street, 1st Floor
Honolulu, Hawaii 96813

Re: In re Application of Hawaiian Telcom Services
Company, Inc. (HTSC) for a Cable Franchise

Dear Mr. Sonobe:

HTSC appreciates the willingness of the Cable Television Division of the Department of Commerce and Consumer Affairs to continue discussions with HTSC with a view to completing the process. As mentioned in our letter to you dated December 7, 2009, the Plan of Reorganization (the "Plan") of HTSC and certain affiliates had been confirmed by the Bankruptcy Court at a hearing on November 13, 2009. The Bankruptcy Court subsequently issued a written confirmation order on December 30, 2009.

The Plan will enable HTSC and its affiliates to emerge from chapter 11 in financially stronger condition. Importantly, there will be no changes to the management, ownership, or day-to-day operations of HTSC as a result of the chapter 11 process. However, the ownership of Hawaiian Telcom Holdco, Inc., which is the ultimate corporate parent entity two levels above HTSC, will change. Under the Plan, Hawaiian Telcom Holdco, Inc. will cease to be wholly owned by The Carlyle Group and will instead become a publicly-held company.

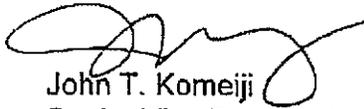
Our emergence from chapter 11 is conditioned upon receiving certain approvals from the Hawaii Public Utilities Commission (PUC) and Federal Communications Commission (FCC). We had filed applications with the PUC and FCC in January 2010 seeking such approvals and are working diligently to obtain the approvals soon. Notwithstanding HTSC's chapter 11 status, we have continued to expend significant operating and capital funds for our next generation video service with the goal of being able to launch our video service as soon as possible following emergence from chapter

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11 and completion of the process on our application. In light of our current situation, we request agreement to an extension of the time limit for final action from June 30, 2010 to December 31, 2010. We look forward to completing the process.

Very truly yours,

Hawaiian Telcom Services Company, Inc.



John T. Komeiji
Senior Vice President and General Counsel



LINDA LINGLE
GOVERNOR
JAMES R. AIONA, JR.
LT. GOVERNOR

STATE OF HAWAII
CABLE TELEVISION DIVISION
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RONALD BOYER
DIRECTOR
CLYDE S. SONOBE
CABLE TELEVISION ADMINISTRATOR

VIA FACSIMILE & U.S. Mail

June 17, 2010

John T. Komeiji, Esq.
Senior Vice President and General Counsel
Francis K. Mukai, Esq.
Vice President and Associate General Counsel
Hawaiian Telcom
P.O. Box 2200
Honolulu, Hawaii 96841

Re: In re Application of Hawaiian Telcom Services Company, Inc.
For a Cable Franchise – 25th Request for Extension

Dear Messrs. Komeiji and Mukai:

By letter faxed on June 4, 2010, Applicant Hawaiian Telcom Services Company, Inc. ("**Applicant**") submitted a twenty-fifth request to the Department of Commerce and Consumer Affairs ("**Department**") to further extend the one hundred-twenty (120) day time limit for final action by the Department on its Application for a Cable Franchise from June 30, 2010 to December 31, 2010.

Applicant's Application for a Cable Franchise was accepted for filing by the Department on June 21, 2006, and the one hundred-twenty (120) day period provided by Hawaii Administrative Rule ("HAR") §16-133-16 to process the Application commenced. By letter dated September 21, 2006, Applicant requested that the one hundred-twenty (120) day time period be extended four (4) weeks to November 17, 2006. The Department granted Applicant's first request to extend time to November 17, 2006.

In its second request, Applicant sought approval for a further extension of one week, to November 24, 2006, which was granted by the Department. Pursuant to Applicant's third extension request, on November 13, 2006 the Department granted a

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Applicant's third extension request, on November 13, 2006 the Department granted a further extension to December 8, 2006. On November 24, 2006, Applicant submitted a fourth extension request to the Department to extend the time limit to December 22, 2006, which was approved. On December 8, 2006, Applicant submitted a fifth extension request to the Department to extend the time limit to January 31, 2007, and the Department approved this request. Subsequently, in a letter dated January 8, 2007, Applicant requested a sixth extension of time until March 30, 2007 for final action, which was approved by the Department.

By letter dated March 30, 2007, Applicant submitted a seventh request to extend time to May 31, 2007, and this extension was granted by the Department. By letter dated May 15, 2007, Applicant submitted an eight request to extend time to June 30, 2007, which was granted by the Department. By letter dated June 15, 2007, Applicant submitted a ninth request to extend time to July 31, 2007, and this extension was granted by the Department. On July 16, 2007, HTSC submitted its tenth request to extend the time limit for final action on its Application from July 31, 2007 to August 31, 2007. By letter dated July 17, 2007, the Department granted HTSC's request. By letter dated August 16, 2007 (faxed on August 24, 2007), HTSC submitted its eleventh request to extend time to September 28, 2007, which was granted by the Department on August 27, 2007. On September 17, 2007, in its twelfth extension request, Applicant sought approval for a further extension of time for final action to October 31, 2007. On September 20, 2007, the Department granted Applicant's request for an extension, and the time limit for final action on Applicant's Application was extended to October 31, 2007.

Applicant subsequently faxed its thirteenth extension request to the Department on October 17, 2007, and on October 26, 2007, the Department granted Applicant's request to extend time for final action to November 30, 2007. By letter faxed on November 16, 2007, Applicant submitted its fourteenth request to extend time to December 31, 2007, which was granted by the Department on November 20, 2007. Applicant submitted its fifteenth request for an extension of time for final action to the Department on December 17, 2007. The Department granted an extension of time to January 31, 2008. On January 17, 2008, HTSC submitted its sixteenth request to extend the time limit for final action on its Application from January 31, 2008 to February 29, 2008. By letter dated January 18, 2008, the Department granted HTSC's request.

On February 15, 2008, Applicant requested its seventeenth request to extend time for final action from February 29, 2008 to March 31, 2008. The Department granted Applicant's seventeenth extension request on February 19, 2008, and the time limit for final action on Applicant's Application was extended to March 31, 2008. By letter dated March 17, 2008, HTSC requested an eighteenth extension request of time for final action, from March 31, 2008 to April 30, 2008. The Department granted Applicant's eighteenth extension request and the time limit for final action was extended to April 30, 2008. By letter faxed on April 15, 2008, Applicant submitted its nineteenth

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request to extend time for final action to the Department for another two months. On April 23, 2008, the Department granted Applicant's nineteenth request, and the time limit of final action was extended to June 30, 2008. On June 13, 2008, Applicant requested its twentieth extension to September 30, 2008, which the Department granted on June 16, 2008.

By letter dated September 11, 2008, Applicant submitted its twenty-first request to the Department to extend the time for final action for another three months. On September 12, 2008, the Department granted Applicant's twenty-first request, and the time limit of final action was extended to December 31, 2008. By letter dated December 16, 2008, Applicant submitted its twenty-second request for an extension of time for final action, from December 31, 2008 to June 30, 2009. The Department granted Applicant's twenty-second request for an extension of time for final action to June 30, 2009. Subsequently, by letter dated May 14, 2009, Applicant requested a twenty-third request for an extension of time for final action to December 31, 2009, which the Department granted on May 19, 2009. On December 9, 2009, the Department granted Applicant's twenty-fourth request for an extension of time to June 30, 2010.

In a separate proceeding, Applicant and certain of its affiliates ("**Debtors**") filed voluntary petitions for relief under Chapter 11 of the United States Code on December 1, 2008. The Debtors subsequently filed a Plan of Reorganization ("**Plan**") which included Applicant's proposed video services. On November 13, 2009, at the conclusion of a hearing on the confirmation of the Plan, the Bankruptcy Court confirmed the Plan and subsequently issued a written confirmation order on December 30, 2009. In its June 4, 2010 letter, Applicant asserts that the Plan will enable Applicant and its affiliates to emerge from chapter 11 reorganization in a financially stronger condition. Applicant maintains that the ownership of Hawaiian Telcom Holdco, Inc., a corporate parent of Applicant, will change under the chapter 11 process. Under the Plan, Hawaiian Telcom Holdco, Inc. will no longer be wholly owned by The Carlyle Group and will instead become a publicly-held company.

In January 2010, Applicant filed applications with the Hawaii Public Utilities Commission ("**PUC**") and Federal Communications Commission ("**FCC**") seeking approval of the Plan, and Applicant is working on obtaining approvals by these agencies. In the June 4, 2010 letter, Applicant reiterated that notwithstanding its Chapter 11 status, it is proceeding to expend significant operating and capital funds for its next generation television service with the goal of being able to launch its video service as soon as possible after emerging from chapter 11 reorganization and completing the cable franchise application process.

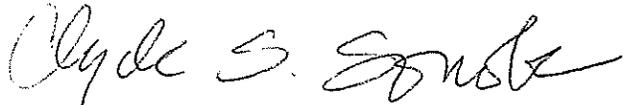
As previously discussed, in light of almost five (5) years since the filing of its Application and the subsequent intervening events, it will be necessary for the Applicant to submit an amended application supported by updated and complete documentation to reflect its changed circumstances. As you are aware, the Department continues to

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be available and ready to discuss franchise process and provisions at the Applicant's convenience.

By this twenty-fifth extension request, Applicant now seeks approval for a further extension of time for final action to December 31, 2010. Accordingly, pursuant to Section 440G-7(4), Hawaii Revised Statutes ("HRS"), the Department hereby grants Applicant's twenty-fifth request for an extension, and the time limit for final action on Applicant's Application is therefore further extended to **December 31, 2010**.

Sincerely,

A handwritten signature in black ink that reads "Clyde S. Sonobe". The signature is written in a cursive, flowing style.

CLYDE S. SONOBE
Cable Television Administrator

c: Ronald Boyer