

## **ATTACHMENT 1**

### **Background**

Cable & Wireless Americas Systems, Inc. ("CWAS") is the holder of a cable landing license. See FCC File No. SCL-LIC-20010122-00002. On July 27, 2012, CWAS became a 60% owned subsidiary of Vodafone Europe B.V. pursuant to the transfer of control described in file number SCL-T/C-20120613-00007 (granted October 3, 2012).

Vodafone Europe B.V. is an indirect, wholly owned subsidiary of Vodafone Group Plc ("Vodafone"). Vodafone, a U.K.-based, publicly-listed company, is the holding company of a group of entities involved in the operation of primarily mobile telecommunications networks and the provision of related telecommunications services. Vodafone now controls CWAS's license to land and operate the Apollo Submarine Cable System.

CWAS hereby notifies the Commission of its affiliation with Vodafone Limited, a wholly owned subsidiary of Vodafone.

### **Answer to Question 10**

This filing is being made within 30 days of the FCC's grant of consent to the transfer of control of CWAS to Vodafone Europe B.V. Although it has been more than 30 days since the transfer of control was consummated, operations prior to the grant of consent were conducted pursuant to Special Temporary Authority ("STA"), file number SCL-STA-20120614-00008, granted on July 18, 2012. FCC staff indicated that, notwithstanding the STA grant, this foreign carrier affiliation notification should be made after the FCC's grant of consent to the transfer of control of CWAS to Vodafone Europe B.V.

### **Answers to Questions 12 and 16**

Before the transfer of control of CWAS to Vodafone Europe B.V., affiliates of CWAS held facilities in the U.K. Those facilities are now controlled by Vodafone.

The cable destination markets of the Apollo Cable are the U.K. and France, both of which are WTO members. CWAS is not affiliated with any foreign carrier that exercises market power in the U.K. or France. Pursuant to Section 63.10(a)(3) of the Commission's Rules, each of CWAS's affiliates in the U.K. and France lack 50% market share in the fixed local access and international transport markets of those countries.

### **Answer to Question 17**

CWAS is notifying the Commission of an affiliation with Vodafone Ltd, which is authorized in the U.K. to provide telecommunications services to the public.

**Answer to Question 18**

C&WGNL is the holder of cable landing license FCC File No. SCL-LIC-20010122-00002, which authorizes CWAS to land and operate the Apollo Submarine Cable System. A description of the Apollo Submarine Cable System is on file with the Commission and is incorporated by reference.

**Answer to Question 19**

CWAS does not serve the U.K. through the resale of international switched services of unaffiliated U.S. facilities-based carriers.

**Answer to Question 20**

*The name, address, citizenship and principal business of any person or entity currently holding, either directly or indirectly, at least a ten percent equity or voting interest in CWAS are listed below (with ownership percentages calculated in accordance with the Note to Section 63.18(h)):*

Company Name – Vodafone Europe B.V.  
Address – Rivium Quadrant 173, 15th Floor, 2909 LC, Capelle aan den IJssel, The Netherlands  
Tel No. – +31 10 498 77 11  
Jurisdiction of Formation – The Netherlands  
Principal Business – Telecoms  
Interest – 100% (indirect)

Company Name – Vodafone Investments Luxembourg Sarl  
Address – 15 rue Edward Steichen, Luxembourg, 2540, Luxembourg  
Tel No. – +352 (26) 12 72 30  
Jurisdiction of Formation – Luxembourg  
Principal Business – Telecoms  
Interest – 47.84% (indirect)

Company Name – Vodafone Consolidated Holdings Limited  
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England  
Tel No. – +44 (0) 1635 33251  
Jurisdiction of Formation – England  
Principal Business – Telecoms  
Interest – 100% (indirect)

Company Name – Vodafone International B.V.  
Address – Rivium Quadrant 173, 15th Floor, 2909 LC, Capelle aan den IJssel, The Netherlands  
Tel No. – +31 10 498 77 11  
Jurisdiction of Formation – The Netherlands  
Principal Business – Telecoms  
Interest – 42.08% (indirect)

Company Name – Vodafone International Inc. (California)  
Address – Denver Place, South Tower, 17th Floor, 999 18th Street, Denver CO 80202  
Tel No. – +1 303-293-5870  
Jurisdiction of Formation – United States  
Principal Business – Telecoms  
Interest – 17.54% (indirect)

Company Name – Vodafone Americas Inc. (Delaware)  
Address – Denver Place, South Tower, 17th Floor, 999 18th Street, Denver CO 80202  
Tel No. – +1 303-293-5870  
Jurisdiction of Formation – United States  
Principal Business – Telecoms  
Interest – 17.54% (indirect)

Company Name – Vodafone Americas Holdings Inc. (Delaware)  
Address – Denver Place, South Tower, 17th Floor, 999 18th Street, Denver CO 80202  
Tel No. – +1 303-293-5870  
Jurisdiction of Formation – United States  
Principal Business – Telecoms  
Interest – 17.54% (indirect)

Company Name – Vodafone Americas Finance 2 Inc. (Delaware)  
Address – Denver Place, South Tower, 17th Floor, 999 18th Street, Denver CO 80202  
Tel No. – +1 303-293-5870  
Jurisdiction of Formation – United States  
Principal Business – Telecoms  
Interest – 17.54% (indirect)

Company Name – Vodafone Americas Finance 1 Inc. (Delaware)  
Address – Denver Place, South Tower, 17th Floor, 999 18th Street, Denver CO 80202  
Tel No. – +1 303-293-5870  
Jurisdiction of Formation – United States  
Principal Business – Telecoms  
Interest – 17.54% (indirect)

Company Name – Vodafone 4 Limited  
Address – Ogier House, The Esplanade, St. Helier, JE4 9WG, Jersey  
Tel No. – +44 1534 504000  
Jurisdiction of Formation – Jersey  
Principal Business – Telecoms  
Interest – 17.54% (indirect)

Company Name – Vodafone 4 B.V.  
Address – Rivium Quadrant 173, 15th Floor, 2909 LC, Capelle aan den IJssel, The Netherlands  
Tel No. – +31 10 498 77 11  
Jurisdiction of Formation – The Netherlands  
Principal Business – Telecoms  
Interest – 17.54% (indirect)

Company Name – Vodafone Luxembourg Sarl  
Address – 15 rue Edward Steichen, Luxembourg, 2540, Luxembourg  
Tel No. – +352 26 12 72  
Jurisdiction of Formation – Luxembourg  
Principal Business – Telecoms  
Interest – 17.54% (indirect)

Company Name – Vodafone International 1 Sarl  
Address – 15 rue Edward Steichen, Luxembourg, 2540, Luxembourg  
Tel No. – +352 26 12 72  
Jurisdiction of Formation – Luxembourg  
Principal Business – Telecoms  
Interest – 42.08% (indirect)

Company Name – Vodafone Finance UK Limited  
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England  
Tel No. – +44 (0) 1635 6 73923  
Jurisdiction of Formation – England  
Principal Business – Telecoms  
Interest – 15.48% (indirect)

Company Name – Vodafone Jersey Dollar Holdings Limited  
Address – Ogier House, The Esplanade, St. Helier, JE4 9WG, Jersey  
Tel No. – +44 1534 504000  
Jurisdiction of Formation – Jersey  
Principal Business – Telecoms  
Interest – 25.76% (indirect)

Company Name – Vodafone Worldwide Holdings Limited  
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England  
Tel No. – +44 (0) 1635 33251  
Jurisdiction of Formation – England  
Principal Business – Telecoms  
Interest – 26.9% (indirect)

Company Name – Vodafone Intermediate Enterprises Limited  
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England  
Tel No. – +44 (0) 1635 33251  
Jurisdiction of Formation – England  
Principal Business – Telecoms  
Interest – 100% (indirect)

Company Name – Vodafone Limited  
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England  
Tel No. – +44 (0) 1635 33251  
Jurisdiction of Formation – England  
Principal Business – Telecoms  
Interest – 100% (indirect)

Company Name – Vodafone 2  
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England  
Tel No. – +44 (0) 1635 33251  
Jurisdiction of Formation – England  
Principal Business – Telecoms  
Interest – 100% (indirect)

Company Name – Vodafone Holdings Luxembourg Limited  
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England  
Tel No. – +44 (0) 1635 33251  
Jurisdiction of Formation – England  
Principal Business – Telecoms  
Interest – 100% (indirect)

Company Name – Vodafone Benelux Limited  
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England  
Tel No. – +44 (0) 1635 33251  
Jurisdiction of Formation – England  
Principal Business – Telecoms  
Interest – 100% (indirect)

Company Name – Vodafone International Holdings Limited  
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England  
Tel No. – +44 (0) 1635 6 73923  
Jurisdiction of Formation – England  
Principal Business – Telecoms  
Interest – 100% (indirect)

Company Name – Vodafone International Operations Limited  
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England  
Tel No. – +44 (0) 1635 6 73923  
Jurisdiction of Formation – England  
Principal Business – Telecoms  
Interest – 100% (indirect)

Company Name – Vodafone European Investments  
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England  
Tel No. – +44 (0) 1635 6 73923  
Jurisdiction of Formation – England  
Principal Business – Telecoms  
Interest – 100% (indirect)

Company Name – Vodafone Group Plc  
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England  
Tel No. – +44 (0) 1635 33251  
Jurisdiction of Formation – England  
Principal Business – Telecoms  
Interest – 100% (indirect)

Company Name – The Eastern Leasing Company Limited  
Address – Worldwide House, Western Road, Bracknell, Berkshire RG12 1RW, United Kingdom  
Tel No. – +44 (0) 1344 726542  
Jurisdiction of Formation – England  
Principal Business – Telecoms  
Interest – 100% (indirect)

Company Name – Apollo Submarine Cable Systems, Limited  
Address – 90 Long Acre, London WC2E 9RA, United Kingdom  
Tel No. - +44(0) 2073 798825  
Jurisdiction of Formation – England  
Principal Business – Telecoms  
Interest – 100% (direct)

Company Name – Cable & Wireless Global Network Limited  
Address – Worldwide House, Western Road, Bracknell, Berkshire RG12 1RW, United Kingdom  
Tel No. – +44 (0) 1344 726542  
Jurisdiction of Formation – Ireland  
Principal Business – Telecoms  
Interest – 100% (indirect)

Company Name – The Eastern Leasing Company Limited  
Address – Worldwide House, Western Road, Bracknell, Berkshire RG12 1RW, United Kingdom  
Tel No. – +44 (0) 1344 726542  
Jurisdiction of Formation – England  
Principal Business – Telecoms  
Interest – 100% (indirect)

Company Name – Cable & Wireless UK Holdings Limited  
Address – Worldwide House, Western Road, Bracknell, Berkshire RG12 1RW, United Kingdom  
Tel No. – +44 (0) 1344 726542  
Jurisdiction of Formation – England  
Principal Business – Telecoms  
Interest – 100% (indirect)

Company Name – Cable & Wireless Worldwide plc  
Address – Worldwide House, Western Road, Bracknell, Berkshire RG12 1RW, United Kingdom  
Tel No. – +44 (0) 1344 726542  
Jurisdiction of Formation – England  
Principal Business – Telecoms  
Interest – 100% (indirect)

Company Name – Alcatel-Lucent  
Address – 3 av. Octave Gréard, 75007 Paris, France  
Jurisdiction of Formation – France  
Principal Business – Telecoms  
Interest – 40% (indirect)

Company Name – Alcatel-Lucent Submarine Networks  
Address – Centre de Villarceaux 91625, Nozay, France  
Jurisdiction of Formation – France  
Principal Business – Telecoms  
Interest – 40% (indirect)

Company Name – Alcatel-Lucent Submarine Networks Limited  
Address – Christchurch Way, Greenwich, SE10 0AG, United Kingdom  
Jurisdiction of Formation – England & Wales  
Principal Business – Telecoms  
Interest – 40% (indirect)

There are no other individuals or entities that hold a 10% or greater direct or indirect equity or voting interest in CWAS. The ultimate parent, Vodafone, is a publicly-traded entity that has no 10% or greater stockholders.

**Answer to Question 21**

*Interlocking directorates of CWAS:*

Erik Antonius Jacobus de Rijk is a director of, Vodafone Europe B.V., and is Supervisory Board Chairman of Vodafone Libertel B.V., a Vodafone wireless carrier subsidiary in the Netherlands.

Michel Marie Alain Combes is a director of Vodafone, the ultimate parent of CWAS, and is Supervisory Board Chairman of Vodafone D2 GmbH, a Vodafone wireless carrier subsidiary in Germany.