

**Before the  
Federal Communications Commission  
Washington, D.C. 20554**

In the Matter of	)	
	)	
Cable & Wireless Network Services Limited	)	
Cable and Wireless (British Virgin Islands) Ltd.	)	File No. SCL-T/C-20151130-00033
Cable & Wireless (EWC) Limited	)	File No. SCL-T/C-20151130-00034
CWC WS Holdings Panama S.A.	)	
<i>Licensees,</i>	)	
	)	
Cable & Wireless Communications plc	)	
<i>Transferor,</i>	)	
	)	
And	)	
	)	
Liberty Global plc	)	
<i>Transferee</i>	)	
	)	
Applications for Transfer of Control of Cable Landing Licenses	)	
	)	
Cable & Wireless Communications, Inc.	)	File No. ITC-T/C-20151130-00291
	)	
Application for Transfer of Control Of International Section 214 Authority	)	

**NOTIFICATION OF *PRO FORMA* ASSIGNMENT AND  
MINOR AMENDMENT TO APPLICATIONS**

Cable & Wireless Communications plc (“C&W”), Cable & Wireless Network Services Limited (“CWNS”), Cable and Wireless (British Virgin Islands) Ltd. (“Cable and Wireless BVI”), Cable & Wireless (EWC) Limited (“Cable & Wireless EWC”), CWC WS Holdings Panama S.A. (“CWC Panama”), Cable & Wireless Communications, Inc. (“CWCI”) and Liberty Global plc (“Liberty Global,” and together with C&W, CWNS, Cable and Wireless BVI, Cable & Wireless EWC, CWC Panama and CWCI, the “Applicants”), through their undersigned counsel, hereby submit this: (1) Notification of *Pro Forma* Assignment, pursuant to Sections 1.767(g)(7) and 63.24(f) of the Commission’s Rules (47 C.F.R. §§1.767(g)(7) and

63.24(f)); and (2) minor amendment to the above-captioned transfer of control applications (collectively, the “Applications”) to incorporate the new licensee and transferor entities resulting from the *pro forma* assignment transaction described below.

### **BACKGROUND**

On November 30, 2015, the Applicants filed the Applications seeking Commission consent to the transfer of control of CWNS, Cable and Wireless BVI, Cable & Wireless EWC, CWC Panama and CWCI (collectively, “Licensees”) from C&W to Liberty Global.

As set forth in the Applications, on November 16, 2015, Liberty Global and C&W jointly announced a recommended offer pursuant to which Liberty Global would acquire 100 percent of the issued and to be issued shares of C&W (“Transaction”). The Applications further stated that the Transaction would take place in a two-step process. In the first step, the submarine cable landing licenses and the international section 214 authorization held by the Licensees, and the associated U.S.-regulated assets and business, would be assigned to a newly-incorporated entity, CWC New Cayman Limited (“CWC New Cayman”). CWC New Cayman then would be transferred to a newly-incorporated holding company, CWC New Cayman Holdco Limited (“CWC New Cayman Holdco”) (“First Step”).<sup>1</sup> In the second step of the Transaction, following Commission approval of the amended Applications and related transfer of control applications<sup>2</sup> filed with the Commission, indirect ownership and control of CWC New Cayman will be transferred to Liberty Global.

---

<sup>1</sup> In their Applications, the Applicants noted that they would notify the Commission of the *pro forma* assignment of the assets and licenses held by the Licensees to CWC New Cayman and file the instant minor amendment to the Applications.

<sup>2</sup> The file numbers for the related transfer of control applications submitted in connection with the Transaction are: SCL-T/C-20151130-00035; SCL-T/C-20151130-00036; ITC-T/C-20151130-00281; ITC-T/C-20151130-00282 and 0007040208.

**Notification of *Pro Forma* Assignment and Amendment to Applications**

Applicants hereby: (1) notify the Commission that the *pro forma* First Step occurred on December 17, 2015; and (2) amend the Applications to incorporate CWC New Cayman as the new Licensee and CWC New Cayman Holdco as the new transferor for purposes of the Applications.

Applicants respectfully submit that the First Step constitutes a *pro forma* assignment of the submarine cable landing licenses and international section 214 authorization previously held by the Licensees under the definitions set forth in Section 63.24 of the Commission's Rules (47 C.F.R. §63.24). Following completion of the First Step, CWC New Cayman Holdco, the parent company of *pro forma* assignee CWC New Cayman, is owned by shareholders holding a majority of the shares of C&W. Thus, C&W majority shareholders retain *de jure* control of CWC New Cayman and continue to exercise control over CWC New Cayman. The Boards of Directors of CWC New Cayman and CWC New Cayman Holdco are comprised of C&W shareholders. CWC New Cayman has entered into a Management and Services Agreement ("Agreement") with C&W and CWCI to provide certain management services for the benefit of CWC New Cayman. CWC New Cayman retains ultimate authority and control over all regulated aspects of CWC New Cayman's U.S. business, including having appropriate staff in place to oversee and supervise the provision of management services by C&W and CWCI.

As required by Sections 1.767(g)(7) and 63.24(f)(2) of the Commission's Rules (47 C.F.R. §§1.767(g)(7) and 63.24(f)(2)), Applicants provide the following information requested in Sections 63.18(a) through (d) and (h) of the Commission's Rules (47 C.F.R. §63.18(a)-(d) & (h)):

**(1) Name, address and telephone number of parties:**

*Pro Forma* Assignors:  
(and previous Licensees  
under the Applications)

Cable and Wireless Network Services Limited  
9<sup>th</sup> Floor Cumberland House  
1 Victoria Street  
Hamilton HM11  
Bermuda  
Telephone: (540) 246-0495

Cable and Wireless (British Virgin Islands) Limited  
Palestina Estate, Road Town  
Tortola, British Virgin Islands

Cable & Wireless (EWC) Limited  
Craigmuir Chambers, Road Town  
Tortola, British Virgin Islands

CWC WS Holdings Panama S.A.  
Plaza International, Via Espana  
Apartado 0834-00659, Zona 9A  
Panama City, Panama

Cable & Wireless Communications, Inc.  
1 Alhambra Plaza, Suite 1000  
Coral Gables, FL 33134

*Pro Forma* Assignee:  
(and new Licensee  
under the Applications)

CWC New Cayman Limited  
Walkers Corporate Limited  
Cayman Corporate Centre  
27 Hospital Road  
George Town, Grand Cayman KY1-9008  
Cayman Islands

New Transferor  
under the Applications:

CWC New Cayman Holdco Limited  
Walkers Corporate Limited  
Cayman Corporate Centre  
27 Hospital Road  
George Town, Grand Cayman KY1-9008  
Cayman Islands

Transferee:

Liberty Global plc  
Griffin House  
161 Hammersmith Road  
London, United Kingdom  
W6 8BS  
Telephone: +44(0) 208 483-6449

**(2) Place of Formation:**

*Pro Forma* Assignors: CWNS is organized under the laws of Bermuda. Cable and Wireless BVI and Cable & Wireless EWC are organized under the laws of the British Virgin Islands. CWC Panama is organized under the laws of Panama. CWCI is organized under the laws of the Commonwealth of Virginia.

*Pro Forma* Assignee: CWC New Cayman is organized under the laws of the Cayman Islands.

New Transferor: CWC New Cayman Holdco is organized under the laws of the Cayman Islands.

Transferee: Liberty Global is organized under the laws of England and Wales.

**(3) Correspondence concerning this Notification/Amendment should be sent to:**

For *Pro Forma* Assignee  
New Licensee and  
New Transferor: c/o Mr. Brendan Paddick  
CWC New Cayman Limited  
Walkers Corporate Limited  
Cayman Corporate Centre  
27 Hospital Drive  
George Town, Grand Cayman KY1-9008

with a copy to: Ulises R. Pin, Esquire  
Brett P. Ferenchak, Esquire  
Morgan, Lewis & Bockius LLP  
2020 K Street, NW  
Washington, DC 20006  
Telephone: (202) 373-6000  
u.pin@morganlewis.com  
brett.ferenchak@morganlewis.com

For Transferee: John P. Babb, Esquire  
Vice President, Legal  
Liberty Global, Inc.  
12300 Liberty Boulevard  
Englewood, CO 80112  
Telephone: (303) 220-6638  
jbabb@libertyglobal.com

with a copy to: Robert L. Hoegle, Esquire  
Thomas F. Bardo, Esquire  
Nelson Mullins Riley & Scarborough LLP  
101 Constitution Ave, NW, Suite 900  
Washington, DC 20001  
Telephone: (202) 712-2816  
Fax: (202) 712-2836  
bob.hoegle@nelsonmullins.com  
tom.bardo@nelsonmullins.com

**(4) Description of Cable Systems and International Licenses Held by Licensees:**

CWNS is the licensee of the Gemini-Bermuda Cable System. Cable and Wireless BVI, Cable & Wireless EWC and CWC Panama hold interests in the Pacific Caribbean Cable System ("PCCS Cable System"). A description of the Gemini-Bermuda Cable System is on file with the Commission under FCC File No. SCL-LIC-20070925-00017, and a description of the PCCS Cable System is on file with the Commission under FCC File No. SCL-LIC-20131022-00001. Both licenses are incorporated by reference herein.

CWCI is authorized to provide global, facilities-based and resale services pursuant to its international Section 214 authorization issued by the Commission under FCC File No. ITC-214-20100512-00191, which is incorporated by reference herein.

**(5) Ownership Information:**

The corporate structure charts attached hereto as Exhibit 1 depict the Licensees' ownership structures before completion of the First Step of the Transaction. As depicted in Exhibit 2 hereto, following completion of the First Step, CWC New Cayman is wholly-owned by CWC New Cayman Holdco. As stated above, the shareholders of CWC New Cayman Holdco hold a majority of the shares of C&W. No single shareholder holds a greater than 5 percent direct or indirect interest in CWC New Cayman Holdco.

The corporate structure chart attached hereto as Exhibit 3 depicts the ownership structure of CWC New Cayman following completion of the Second Step. The following entity will hold 100% of the voting and equity interest in CWC New Cayman following completion of the Second Step:

Cable & Wireless Communications, Inc.  
1 Alhambra Plaza, Suite 1000  
Coral Gables, FL 33134  
Jurisdiction: United States  
Business: telecommunications provider  
Interest: Direct holding of 100%

The following entity will hold 100% of the voting and equity interest in Cable & Wireless Communications, Inc.:

Cable and Wireless (West Indies) Limited  
2nd Floor, 62-65 Chandos Place  
London, United Kingdom WC2N 4HG  
Jurisdiction: England  
Business: Holding Company  
Interest: Direct holding of 100%

The following entity will hold 100% of the voting and equity interest in Cable and Wireless (West Indies) Limited:

CWI Group Limited  
2nd Floor, 62-65 Chandos Place  
London, United Kingdom WC2N 4HG  
Jurisdiction: England  
Business: Holding Company  
Interest: Direct holding of 100%

The following entity will hold 100% of the voting and equity interest in CWI Group Limited:

Sable Holding Limited  
2nd Floor, 62-65 Chandos Place  
London, United Kingdom WC2N 4HG  
Jurisdiction: England  
Business: Holding Company  
Interest: Direct holding of 100%

The following entity will hold 100% of the voting and equity interest in Sable Holding Limited:

Cable & Wireless Limited  
2nd Floor, 62-65 Chandos Place  
London, United Kingdom WC2N 4HG  
Jurisdiction: England  
Business: Holding Company  
Interest: Direct holding of 100%

The following entity will hold 100% of the voting and equity interest in Cable & Wireless Limited:

Cable & Wireless Communications Limited<sup>3</sup>  
2nd Floor, 62-65 Chandos Place  
London, United Kingdom WC2N 4HG  
Jurisdiction: England  
Business: International Telecommunications Services  
Interest: Direct holding of 100%

The following entity will hold a 100% of the voting and equity interest in Cable & Wireless Communications Limited:

Coral New UKCo. Ltd.  
c/o Griffin House, 161 Hammersmith Road  
London, United Kingdom W6 8BS  
Jurisdiction: England  
Business: Holding Company  
Interest: Direct holding of 100%

The following entity will hold a 100% of the voting and equity interest in Coral New UKCo. Ltd.:

LGE Coral Holdco  
c/o Griffin House, 161 Hammersmith Road  
London, United Kingdom W6 8BS  
Jurisdiction: England  
Business: Holding Company  
Interest: Direct holding of 100%

---

<sup>3</sup> Cable & Wireless Communications plc, a public limited company, will be converted to Cable & Wireless Communications Limited, a limited company.



The following entity will hold a 100% of the voting and equity interest in LGE Coral

Holdco:

Liberty Global plc  
Griffin House, 161 Hammersmith Road  
London, United Kingdom W6 8BS  
Jurisdiction: England  
Business: International cable and telecommunications services.  
Interest: Direct holding of 100%

Following consummation of the Transaction, the following persons and/or entities are expected to have a shareholding greater than 10% of the voting and/or equity interest in

Liberty Global:

John C. Malone  
c/o 12300 Liberty Boulevard  
Englewood, Colorado 80112  
U.S. citizen

Voting Interest: Dr. Malone is expected to hold approximately 23.7% to 24.1% of the voting power of the Liberty Global Group shares and approximately 8.2% to 10.4% of the voting power of the Liberty Latin America and Caribbean Group shares. These holdings of Dr. Malone would result in his holding approximately 22% of the voting power of Liberty Global plc.

Equity Interest: Dr. Malone is expected to hold shares representing an equity interest of approximately 3.4% to 4% in the Liberty Global Group and approximately 0.9% to 3.3% in the Liberty Latin America and Caribbean Group. These holdings of Dr. Malone would result in an equity interest of approximately 3.5% in Liberty Global plc.

There are no interlocking directors to report.

\* \* \*

Applicants certify that the First Step was *pro forma* as defined under 47 C.F.R. §63.24 and did not result in a change in the ultimate control of CWC New Cayman. Neither *de jure* nor *de facto* control of CWC New Cayman will be transferred to Liberty Global in connection with the Transaction until the Commission grants the Applications.

**CONCLUSION**

For the foregoing reasons, Applicants respectfully request that the Commission: (1) update its license files to reflect completion of the First Step; and (2) amend the Applications to incorporate CWC New Cayman as the Licensee and CWC New Cayman Holdco as the Transferor under the Applications.

Respectfully submitted,

**LIBERTY GLOBAL PLC**

/s/ Robert L. Hoegle

Robert L. Hoegle, Esquire  
Thomas F. Bardo, Esquire  
Nelson Mullins Riley & Scarborough LLP  
101 Constitution Avenue, NW, Suite 900  
Washington, D.C. 20001  
Telephone: (202) 712-2800  
bob.hoegle@nelsonmullins.com  
tom.bardo@nelsonmullins.com

*Counsel for Liberty Global plc*

**CWC NEW CAYMAN HOLDCO LIMITED  
CWC NEW CAYMAN LIMITED**

/s/ Ulises R. Pin

Ulises R. Pin, Esquire  
Brett P. Ferenchak, Esquire  
Morgan, Lewis & Bockius LLP  
202 K. Street, N.W.  
Washington, D.C. 20006  
Telephone: (202) 373-6664  
Fax: (202) 373-6001  
u.pin@morganlewis.com  
bret.ferenchak@morganlewis.com

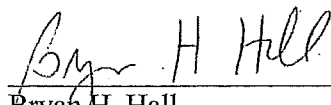
*Counsel CWC New Cayman Holdco Limited and  
CWC New Cayman Limited*

January 15, 2016

**VERIFICATION**

I, Bryan H. Hall, state that I am Executive Vice President, General Counsel and Secretary of Liberty Global plc; and that I am authorized to make this verification on behalf of Liberty Global plc; that the statements contained in the foregoing Notification of *Pro Forma* Assignment and Minor Amendment to Applications, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief; and that the First Step described therein was *pro forma* under the Commission's Rules.

I declare under the penalty of perjury that the foregoing is true and correct.

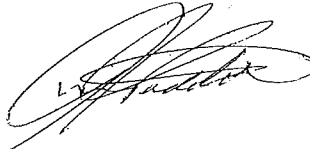
  
\_\_\_\_\_  
Bryan H. Hall  
Executive Vice President, General Counsel  
and Secretary  
Liberty Global plc

Executed on January 15, 2016

**VERIFICATION**

I, Brendan Paddick, state that I am Director of CWC New Cayman Limited; that I am authorized to make this verification on behalf of CWC New Cayman and CWC New Cayman Holdco Limited; that the statements contained in the foregoing Notification of *Pro Forma* Assignment and Minor Amendment to Applications, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information, and belief; and that the First Step described therein was *pro forma* under the Commission's Rules.

I declare under the penalty of perjury that the foregoing is true and correct.



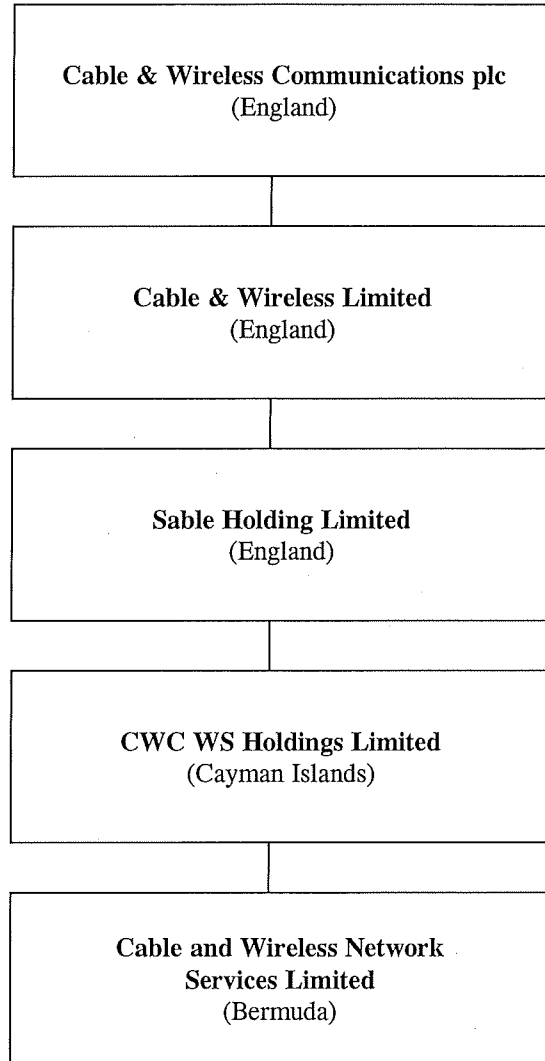
---

Brendan Paddick  
Director  
CWC New Cayman Limited

Executed on January 15, 2016

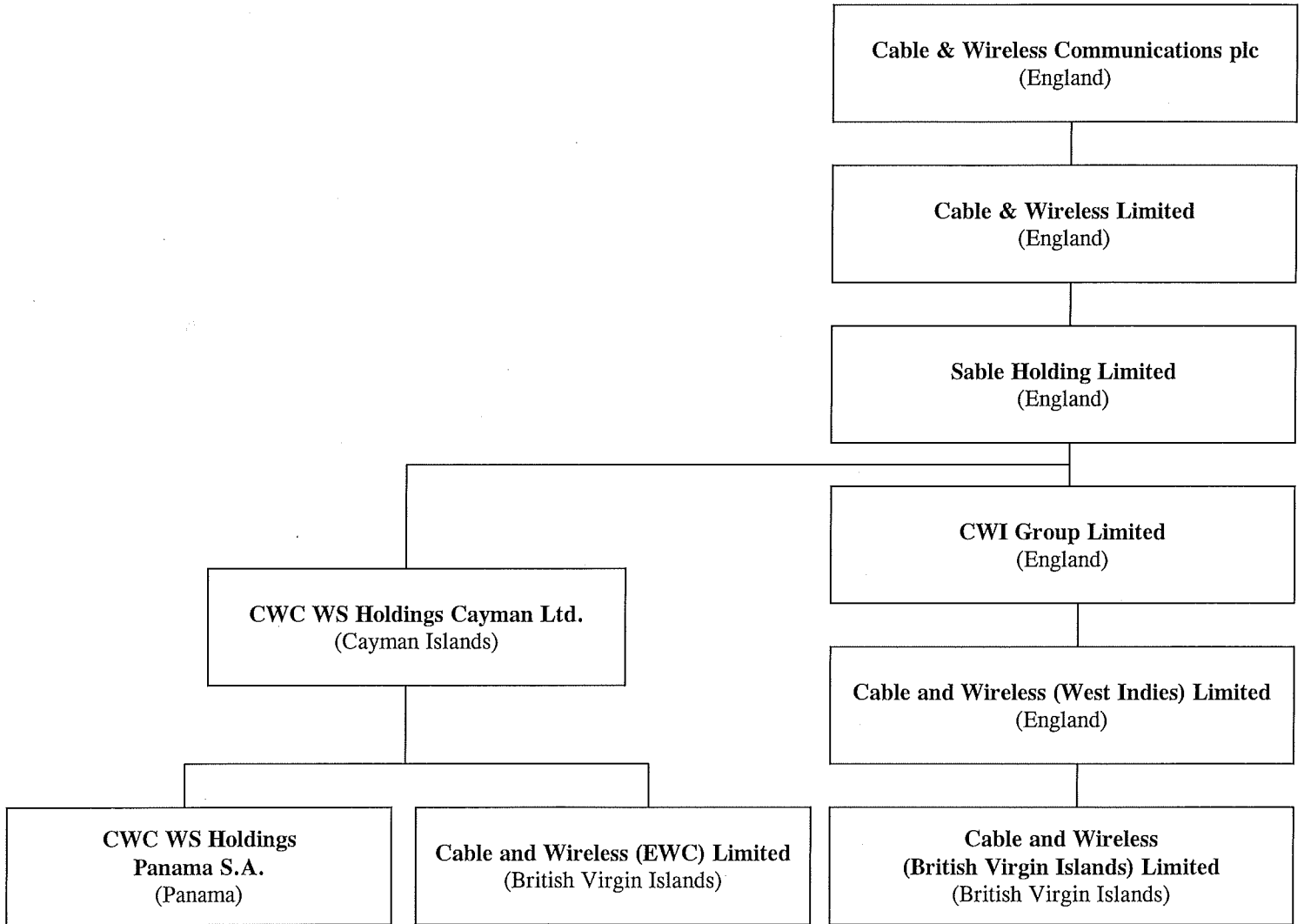
Exhibit 1-A

**CWNS Structure Prior to First Step**



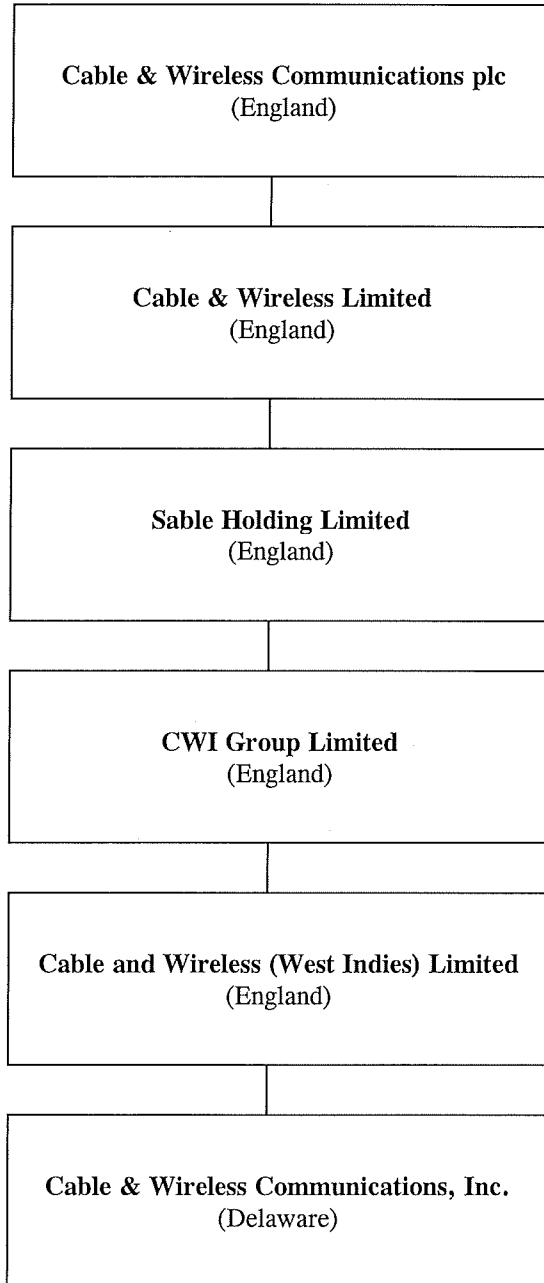
**Exhibit 1-B**

**Cable and Wireless BVI, Cable & Wireless EWC and  
CWC Panama Structure Prior to First Step**



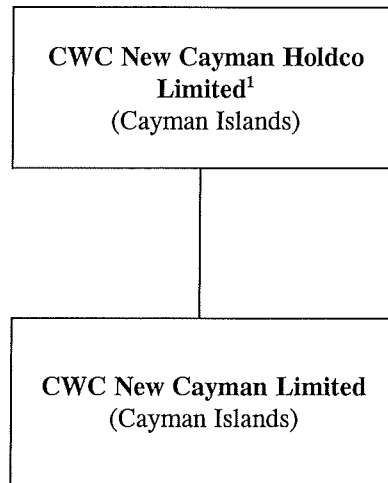
**Exhibit 1-C**

**CWCI Structure Prior to First Step**



**Exhibit 2**

**CWC New Cayman Structure After First Step**

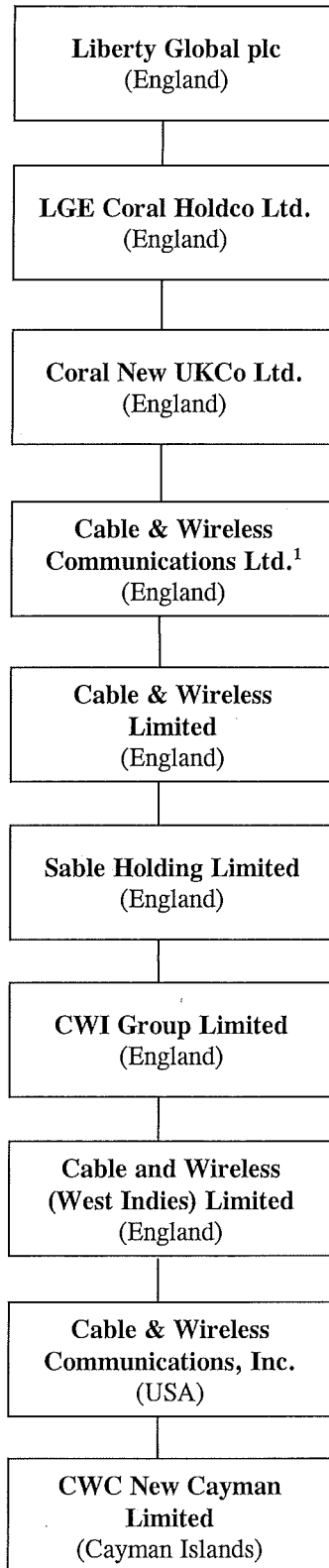


<sup>1</sup> Following completion of the *pro forma* First Step, the shareholders of CWC New Cayman Holdco Limited ("CWC New Cayman Holdco") hold over 50 percent of the shares of Cable & Wireless Communications plc. Further, no single shareholder holds a greater than 5% direct or indirect interest in CWC New Cayman Holdco.



**Exhibit 3**

**CWC New Cayman Structure After Second Step**



<sup>1</sup> Cable & Wireless Communications plc, a public limited company, will be converted to Cable & Wireless Communications Limited, a limited company.

If Commission rules require you to serve your pleading on other parties to the proceeding, you must serve them by mail or as otherwise specified by the rules. Filing a pleading through IBFS does not satisfy the service requirements.

**Confirmation**

Thank you for your submission. Please make a note of your confirmation number: IB2016000152

The following information was submitted with this Pleading:

**Type of Pleading**  
NOTICE

**Date**  
01/18/2016

**Filer Information**  
Bryan H. Hall  
Liberty Global plc  
Griffin House  
161 Hammersmith Road  
London W6 8BS  
GBR

**Contact Information**  
Robert L. Hoegle  
Nelson Mullins Riley & Scarborough LLP  
101 Constitution Avenue, NW  
Suite 900  
Washington DC20001  
USA  
202-712-2816  
bob.hoegle@nelsonmullins.com

**Proceedings List**

File Number	Call Sign	Applicant
SCL-T/C-20151130-00033		Cable & Wireless Network Services Limited
SCL-T/C-20151130-00034		Cable and Wireless (BVI) Limited
ITC-T/C-20151130-00291		Cable & Wireless Communications, Inc.

**Non-Confidential Attachment(s)**

Date Uploaded	Description	File Name
01/18/2016	Notice of Pro Forma Assignment and Minor Amendment	LG CWC Pro Forma Not

- ▶ [Submit Another Non-docketed Pleading](#)
- ▶ [Return to MyIBFS](#)