

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

In the Matter of

MCI International LLC
and
Verizon Hawaii International Inc.
Assignors,

and

Cable & Wireless (BVI) Limited
Assignee,

Application, Pursuant to Section 214 of the
Communications Act of 1934, as Amended, to
Assign Interests in the Taino-Carib Cable
System

File No. ITC-ASG-2022-

APPLICATION TO ASSIGN INTERESTS IN THE TAINO-CARIB CABLE SYSTEM

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”),¹ and Sections 63.18, and 63.24 of the Commission’s Rules,² MCI International LLC (“MCI”) and Verizon Hawaii International Inc. (“Verizon Hawaii”) (together, the “Assignors”), and Cable & Wireless (BVI) Limited (“C&W BVI” or “Assignee”) (together with the Assignors, the “Applicants”), through their undersigned counsel, hereby seek authority to assign the Assignors’ minority ownership interests in the Taino-Carib submarine cable system (“Taino-Carib Cable”), which connects Puerto Rico with the U.S. Virgin Islands and the British Virgin Islands, to C&W BVI. Each of the Applicants are existing members of the Taino-Carib consortium and licensees of

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.04, 63.18 and 63.24.

the cable system, which is operated on a common carrier basis pursuant to Section 214 of the Act under IBFS File No. ITC-MOD-20191025-00173.³ This Application is being filed in connection with the related cable landing license assignment application for the Taino-Carib Cable under IBFS File No. SCL-ASG-20221020-00032.

C&W BVI's ownership interest in the Taino-Carib Cable would increase as a result of the proposed transaction, but it would remain a minority, non-controlling interest. Upon closing, C&W BVI would continue to be a licensee of the cable system's Section 214 authorization, while MCI and Verizon Hawaii would no longer be licensees. The transaction will not affect the cable system's other licensees. Nor will it affect the U.S. cable landing stations of the Taino-Carib Cable or result in a change of control of the cable system, as further described in the related cable landing license assignment application.

Pursuant to Section 63.12 of the Commission's rules, Applicants request that the Application be processed under the Commission's streamlined procedures. C&W BVI is a carrier in the British Virgin Islands, which is a territory of the United Kingdom, a World Trade Organization (WTO) Member. C&W BVI agrees to be classified as a dominant carrier to the affiliated destination country under 47 C.F.R. § 63.10, without prejudice to its right to petition for reclassification at a later date. C&W BVI is non-dominant on all other U.S.-international routes.

For the reasons set forth below, the Applicants respectfully submit that approval of this Application serves the public interest.

³ The Taino-Carib Cable commenced operation as a common carrier cable on January 1, 1992, pursuant to the cable landing license granted on July 13, 1992 and Section 214 authorization granted on June 25, 1992. *See Telefonica Larga Distancia de Puerto Rico, et al.*, 7 FCC. Rcd. 4275 (1992) (cable landing license) & *id.*, 7 FCC Rcd. 4266 (1992) (Section 214 authorization). The Commission granted the application for renewed authorization and a related modification to the Section 214 authorization associated with the cable system on February 2, 2021. *See* FCC File Nos. SCL-LIC-20180702-00019 and SCL-AMD-20200804-00034 (Cable Landing License), and ITC-MOD-20191025-00173 (Section 214 authorization).

I. BACKGROUND

A. Parties to the Proposed Transaction

1. MCI and Verizon Hawaii

MCI is a Delaware limited liability company and Verizon Hawaii is a Delaware corporation. Together, MCI and Verizon Hawaii have a 10.225% ownership and voting interest in the Taino-Carib Cable. Each of these companies provides U.S.-international telecommunications services and are indirect wholly-owned subsidiaries of Verizon Communications Inc. (“Verizon”). Verizon and its various subsidiaries and affiliates provide telecommunications services in the United States and in numerous countries around the globe. The address for the Verizon entities is One Verizon Way, Basking Ridge, NJ 07920. Verizon is a publicly traded company with no person or entity known to own ten percent or more of the company’s outstanding stock.

2. C&W BVI

C&W BVI is a company duly incorporated under the laws of the British Virgin Islands, with its registered office at Craigmuir Chambers, P.O. Box 71, Road Town, Tortola, British Virgin Islands and having a business office at P.O. Box 440, Road Town, Tortola, British Virgin Islands. Currently, C&W BVI has a 14.462% ownership and voting interest in the Taino-Carib Cable. C&W BVI provides a full suite of telecommunications services to consumer and enterprise markets in BVI including mobile telephony, fixed line telecom services, broadband data and cable television services.

B. The Proposed Transaction

By this Application, Applicants seek authority for C&W BVI’s acquisition of Assignors’ interests in the Taino-Carib Cable. C&W BVI will acquire all of Assignors’ ownership interests in the cable system (the “Proposed Transaction”). As a result, C&W BVI will have approximately

24.687% of the ownership and voting interest in the Taino-Carib Cable. The Proposed Transaction will not involve the transfer of control of any cable landing station in the United States.

II. THE PROPOSED TRANSACTION WOULD SERVE THE PUBLIC INTEREST AND WOULD NOT HARM COMPETITION

The Proposed Transaction will offer substantial public interest benefits without any material countervailing harms. C&W BVI's acquisition of the Assignors' interests in the Taino-Carib Cable will help ensure continued provision of connectivity between Puerto Rico, the U.S. Virgin Islands, and the British Virgin Islands. While C&W BVI's ownership interest in the Taino-Carib Cable would increase as a result of the Proposed Transaction, it would remain a minority, non-controlling interest. The transaction will not affect the other licensees or the U.S. cable landing stations of the Taino-Carib Cable, nor result in a change of control of the cable system.

Moreover, consummation of the Proposed Transaction will serve the public interest, convenience, and necessity without any offsetting public interest harms. As an authorized licensee of the Taino-Carib Cable and related Section 214 authorization and member of the Taino-Carib consortium, the Commission has already determined that C&W BVI is well qualified to own and operate the acquired interest in the Taino-Carib Cable.

At the same time, a grant of the application would not result in any anticompetitive effects. Given that C&W BVI is already a member of the Taino-Carib consortium and that it will continue to hold a minority, non-controlling interest, approval of the Application will not diminish competition. Also, in addition to other submarine cable systems that offer similar connectivity such as the Pacific Caribbean Cable System and Deep Blue One Cable, several other competitors remain participants on this common carrier cable system and will continue to offer competitive

alternatives. For these reasons, Applicants respectfully submit that the Proposed Transaction is in the public interest.

III. INFORMATION REQUIRED BY 47 C.F.R. §63.24(e)(2) AND §63.18

Pursuant to 47 C.F.R. §63.24(e)(2) and §63.18, the Applicants provide the following information in support of their request for Commission consent for the Proposed Transaction:

Section 63.18(a) Name, Address and Telephone Number of the Applicants

MCI International LLC	FRN 0029611795
Verizon Hawaii International Inc.	FRN 0004374443
One Verizon Way	
Basking Ridge, NJ 07920	
Tel. 908-559-2001	

Cable and Wireless (BVI) Limited	FRN 0022340699
P.O. Box 440	
Road Town, Tortola	
British Virgin Islands	
Telephone: (284) 494-4444	

Section 63.18(b) Place of Formation

MCI is a Delaware limited liability company and Verizon Hawaii is a Delaware corporation.

C&W BVI is a company incorporated under the laws of the British Virgin Islands.

Section 63.18(c) Contact Information

The Commission should address correspondence regarding this Application to the persons identified below.

For MCI and Verizon Hawaii:

William H. Johnson
Verizon
1300 I St., NW, Suite 500E
Washington, DC 20005
Telephone: (202) 515-2492
will.h.johnson@verizon.com

With a copy to:

Jennifer L. Kostyu
Wilkinson Barker Knauer, LLP
1800 M Street, N.W., Suite 800N
Washington, D.C. 20036
Telephone: (202) 783-4141
JKostyu@wbklaw.com

For C&W BVI:

Mary Beltran
Senior Director, Legal & Regulatory
15950 West Dixie Highway
North Miami Beach, FL 33162-786
Telephone: (786) 274-7065
mary.meltran@cw.com

With a copy to:

Ulises R. Pin
Stephany Fan
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, NW
Washington, D.C. 20004-2541
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ulises.pin@morganlewis.com
stephany.fan@morganlewis.com

Section 63.18(d) Section 214 Authorizations

Assignors: Assignors hold multiple international Section 214 authorizations, including Section 214 authority to construct and operate the Taino-Carib Cable. *See* ITC-MOD-20191025-00173.

Assignee: Assignee holds international Section 214 authority to construct and operate the Taino-Carib Cable. *See* ITC-MOD-20191025-00173.

Section 63.18(h)-(m) Certification and Ownership Information

Assignee provides responses and certifications for 47 C.F.R. § 63.18(h)-(m) in **Exhibit A**.

Section 63.18(n) Special Concessions

Assignee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to adversely affect competition in the U.S. market, and will not enter into such agreements in the future.

Section 63.18(o) Anti-Drug Abuse Act Certification

Assignee certifies pursuant to sections 1.2001 through 1.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001-1.2003, that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

Section 63.18(p) Request for Streamlining

The instant Application qualifies for streamlined processing under the Commission's rules. In particular, Applicants request streamlined processing pursuant to 47 C.F.R. § 63.12(c)(1). C&W BVI is a foreign carrier in the British Virgin Islands, which is a territory of the United Kingdom, a WTO Member state. C&W BVI agrees to be classified as a dominant carrier to the affiliated destination country under 47 C.F.R. § 63.10, without prejudice to its right to petition for reclassification at a later date. As further explained in Exhibit A, C&W BVI qualifies for a presumption of non-dominance under 47 C.F.R. § 63.10(a)(3) on all other U.S.-international routes.

Section 63.18(q) Other Information – National Security Review

Applicants respectfully request that the Commission exercise its discretion and exempt this Application from national security review by the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector ("Committee"). The Commission, in its *Executive Branch Process Reform Order*,⁴ excluded from referral "international section 214 applications where the applicant has an existing mitigation agreement, there are no new reportable foreign owners of the applicant since the effective date of the mitigation agreement, and the applicant agrees to continue to comply with the terms of that mitigation agreement." The Commission adopted this exclusion because such transactions presented a "low or minimal risk to national security, law enforcement, foreign policy, and trade policy concerns."⁵

⁴ *Process Reform for Executive Branch Review of Certain FCC Applications and Petitions Involving Foreign Ownership*, 35 FCC Rcd 10927, 10938 ¶ 30 (2020).

⁵ *Id.*

First, this is not an application for a new international Section 214 authorization. Both the Assignors and the Assignee hold international Section 214 authorization to operate the Taino-Carib Cable, and C&W BVI will remain a licensee of the cable system's Section 214 authorization. Second, the Committee recently reviewed the Taino-Carib Cable in relation to its renewal application, including C&W BVI as a licensee of the cable system.⁶ The Committee cleared the renewal of the cable landing license after receiving signed Letter of Agreements ("LOAs") from the owners/operators of the cable system's U.S. landing stations, which will not be affected by the Proposed Transaction.⁷ Third, the LOAs executed in conjunction with the Committee's recent review of the Taino-Carib Cable license renewal, and licensees' compliance with LOAs regarding operations on the Taino-Carib Cable, should allay any national security or law enforcement concerns. The obligations under those LOAs will continue to apply after closing of the Proposed Transaction. Lastly, there are no new reportable foreign owners of the Taino-Carib Cable since that review, nor are the Applicants proposing to add new licensees to the cable system's Section 214 authorization. Applicants further request that the Commission condition grant of this Application on C&W BVI's continued compliance with the obligations under the LOAs.

Accordingly, the Commission should exercise its discretion not to refer this Application to the Committee because it presents no additional risk to national security, law enforcement, foreign policy, and trade policy.

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⁶ *Actions Taken Under Cable Landing License Act*, Public Notice, FCC File No. SCL-LIC-20180702-00019, 36 FCC Rcd 1363 (Int'l Bur. 2021).

⁷ *See* Letter of Agreement from Juan G. Flores, Senior Vice President, AT&T Corp., to Assistant Secretary for Trade and Economic Security, Office of Strategy, Policy, and Plans, U.S. Department of Homeland Security (dated Jun. 22, 2020); *see also* Letter of Agreement from Jose D. Casillas, Managing Director, Prepa Net Networks, LLC, to Assistant Secretary for Trade and Economic Security, Office of Strategy, Policy, and Plans, U.S. Department of Homeland Security (dated July 2, 2020).

IV. CONCLUSION

For the foregoing reasons, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted,

/s/ Jennifer L. Kostyu

/s/ Ulises R. Pin

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December 15, 2022

EXHIBIT A

Cable & Wireless (BVI) Limited Information Required By 47 C.F.R. § 63.18(h)-(m)

Section 63.18(h):

Ownership Information. The following entities or individuals hold 10% or greater interest⁸ in C&W BVI:

The following entity holds 100% of the voting and equity interest in C&W BVI:

Cable & Wireless (West Indies) Limited
Griffin House, 161 Hammersmith Road,
London, United Kingdom, W6 8BS
Jurisdiction: England
Business: Holding company
Interest: 100% direct interest in C&W BVI

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

CWI Group Limited
Griffin House, 161 Hammersmith Road,
London, United Kingdom, W6 8BS
Jurisdiction: England
Business: Holding company
Interest: Indirect interest of 100% in C&W BVI

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

Sable Holding Limited
Griffin House
161 Hammersmith Road
London, W6 8BS
Jurisdiction: England
Business: Holding company
Interest: Indirect 100% interest in C&W BVI

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

C&W Senior Secured Parent Limited

⁸ All interests are both equity and voting interests except where indicated otherwise and are calculated pursuant to note 2 of Section 63.09 of the Commission's rules.

PO Box 309, Ugland House
Grand Cayman, KY1-1104
Jurisdiction: Cayman Islands
Business: Financing company
Interest: Indirect 100% interest in C&W BVI

The following entity holds 100% of the voting and equity interest in C&W Senior Secured Parent Limited:

C&W Senior Finance Limited
PO Box 309, Ugland House
Grand Cayman, KY1-1104
Jurisdiction: Cayman Islands
Business: Holding company
Interest: Indirect 100% interest in C&W BVI

The following entity holds 100% of the voting and equity interest in C&W Senior Finance Limited:

Cable & Wireless Limited
Griffin House
161 Hammersmith Road
London, W6 8BS
Jurisdiction: England
Business: Holding company
Interest: Indirect 100% interest in C&W BVI

The following entity holds 100% voting and equity interest in Cable & Wireless Limited:

Cable & Wireless Communications Limited
Griffin House
161 Hammersmith Road
London, W6 8BS
Jurisdiction: England
Business: International telecommunications services
Interest: Indirect 100% interest in C&W BVI

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

LGE Coral Holdco Limited
Griffin House, 161 Hammersmith Road
London, United Kingdom W6 8BS
Jurisdiction: England
Business: Holding Company
Interest: Indirect 100% interest in C&W BVI

The following entity holds 100% of the voting and equity interest in LGE Coral Holdco Limited:

Liberty CWC Holdings Limited
Windsor Lodge
Government Hill
St Michael, Barbados
Jurisdiction: Barbados
Business: Holding company
Interest: Indirect 100% interest in C&W BVI

The following entity holds 100% of the voting and equity interest in Liberty CWC Holdings Limited:

LILAC Services Ltd.
2 Church Street
Hamilton HM11 Bermuda
Jurisdiction: Bermuda
Business: Holding company
Interest: Indirect 100% interest in C&W BVI

The following entity holds 100% of the voting and equity interest in LiLAC Services Ltd.:

Liberty Latin America Ltd.
Clarendon House
2 Church Street
Hamilton HM11 Bermuda
Jurisdiction: Bermuda
Business: International provider of cable and telecommunications services
Interest: Indirect 100% interest in C&W BVI

The following persons and/or entities have a shareholding greater than 10 percent of the voting interest in Liberty Latin America Ltd.:

John C. Malone
c/o 1550 Wewatta Street
Suite 710
Denver, Colorado 80202
Citizenship: United States
Business: Cable and telecommunications services
Interest: 26.1% voting interest and 6.1% equity interest in Liberty Latin America Ltd.

Other than as set forth above, there are no individuals or entities that would have a 10 percent or greater voting or equity interest in C&W BVI as a result of their voting interest in Liberty Latin America Ltd.

To C&W BVI's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in C&W BVI. An organizational chart of C&W BVI is provided as **Exhibit B**.

Interlocking Directorates. C&W BVI does not have any reportable interlocking directorates with a foreign carrier.

Section 63.18(i) Information on Affiliations with Foreign Carriers

C&W BVI certifies that it is a foreign carrier in the British Virgin Islands. C&W BVI certifies it is affiliated with the following foreign carriers, through its affiliation with CWI Group Limited, and its subsidiaries ("C&W").

Foreign Carrier	Country
Cable and Wireless (Anguilla) Limited	Anguilla
Cable & Wireless Antigua & Barbuda Limited	Antigua and Barbuda
The Bahamas Telecommunications Company Limited	The Bahamas
Cable & Wireless (Barbados) Limited	Barbados
Cable and Wireless (Cayman Islands) Limited	Cayman Islands
Cable & Wireless Dominica Limited	Dominica
CWC Cable & Wireless Communications Dominican Republic, S.A.	Dominican Republic
Cable and Wireless Grenada Limited	Grenada
Cable & Wireless Jamaica Limited	Jamaica
Cable and Wireless (West Indies) Limited	England and Wales
Cable & Wireless Panama S.A.	Panama
Cable and Wireless (St. Lucia) Limited	St. Lucia
Cable & Wireless St. Kitts & Nevis Limited	St. Kitts and Nevis
Cable & Wireless St. Vincent and the Grenadines Limited	St. Vincent and the Grenadines
Cable and Wireless (TCI) Limited	Turks and Caicos Islands

Telecommunications Services of Trinidad and Tobago Limited	Trinidad and Tobago
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C&W BVI certifies it is affiliated with the following foreign carriers, through its affiliation with Columbus International Inc.

Foreign Carrier	Country
Antelecom N.V.	Curacao
Kelcom International (Antigua & Barbuda) Ltd.	Antigua & Barbuda
Columbus Communications Limited	The Bahamas
Columbus Antilles (Barbados) Limited	Barbados
Columbus Telecommunications (Barbados) Limited	Barbados
Karib Cable Inc.	Barbados
Columbus Networks de Colombia, S.A.S.	Colombia
Columbus Networks El Salvador S.A. de C.V.	El Salvador
Columbus Networks de Costa Rica S.R.L.	Costa Rica
Columbus Networks Wholesale (Costa Rica), Limitada	Costa Rica
Columbus Communications Curacao N.V.	Curacao
Columbus Networks Netherlands Antilles, N.V.	Curacao
Columbus Networks Dominicana, S.A.	Dominican Republic
Columbus Networks de Ecuador S.A.	Ecuador
Columbus Communications (Grenada) Limited	Grenada
Columbus Networks de Guatemala Limitada	Guatemala
Columbus Networks de Honduras, S. de R.L.	Honduras
Columbus Communications Jamaica Limited	Jamaica
Columbus Networks Jamaica Limited	Jamaica
Columbus Networks de México S. de R.L. de C.V.	Mexico
Columbus Networks Nicaragua y Compañía Limitada	Nicaragua
Columbus Networks de Panamá S.R.L.	Panama
Lazus Peru S.A.C.	Peru
Columbus Communications (St. Lucia) Limited	St. Lucia
Tele (St. Lucia) Inc.	St. Lucia
Columbus Networks International (Trinidad) Limited	Trinidad & Tobago
Columbus Communications Trinidad Limited	Trinidad & Tobago
Columbus Networks Venezuela, S.A.	Venezuela
Columbus Communications St. Vincent and the Grenadines Limited	St. Vincent & The Grenadines

C&W BVI certifies is also affiliated with the following foreign carriers:

Foreign Carrier	Country
United Telecommunication Services (Bonaire) NV	Bonaire
Radcomm Corporation NV	Sint Maarten
New Technologies Group NV	Sint Maarten
New Technologies Group Sarl	Saint Martin
United Telecommunications Services Caraibe	Saint Martin
Windward Islands Cellular Company NV	Saba & Sint Eustatius

Section 63.18(j)

C&W BVI certifies that it seeks to provide international telecommunications services to a destination country for which the statements listed in 47 CFR 63.18(j)(1) is true. Specifically, C&W BVI is a carrier in the British Virgin Islands. In addition, C&W BVI certifies that it does not seek to provide international telecommunications services under the Section 214 authorization associated with the Taino-Carib Cable to any country for which the statements listed in 47 C.F.R. § 63.18(j)(2)- 63.18(j)(2)(4) are true.

Section 68.13(k)

No response is required, as C&W BVI did not identify any non-WTO markets in response to 47 C.F.R. §63.18(j).

Section 68.13(m)

C&W BVI agrees to be classified as a dominant carrier to the affiliated destination country under 47 C.F.R. § 63.10, without prejudice to its right to petition for reclassification at a later date. Although the Section 214 at issue in this Application is associated only with the Taino-Carib Cable, C&W BVI notes that it is non-dominant on all other U.S.-international routes.

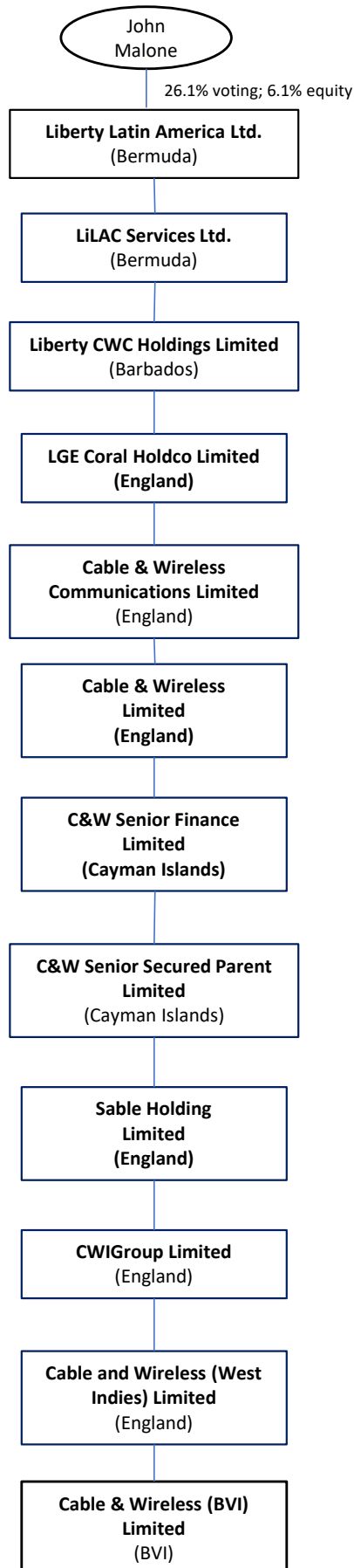
EXHIBIT B

Ownership Structure of C&W BVI

Ownership Structure of C&W BVI

* The entities listed herein include only Assignee and those entities that are in the chain of ownership of Assignee. The chart excludes all other subsidiaries of Liberty Latin America Ltd.

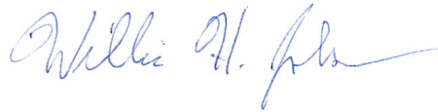
All ownership/control percentages are 100%, unless noted.



CERTIFICATION

I, William H. Johnson, state that I am Senior Vice President -- Federal Regulatory & Legal Affairs of Verizon; that I am authorized to make this Certification on behalf of Verizon and its wholly-owned subsidiaries MCI International LLC and Verizon Hawaii International Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

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



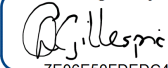
William H. Johnson
Senior Vice President -- Federal Regulatory &
Legal Affairs
Verizon

Dated: December 13, 2022

VERIFICATION

I, Christine Morris-Gillespie, state that I am Director of Cable & Wireless (BVI) Limited (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

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

DocuSigned by:

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Christine Morris-Gillespie
Director
Cable & Wireless (BVI) Limited

Dated: December 6, 2022