

## ATTACHMENT 1

### ***Answer to Question 10 - Justification of Need for Special Temporary Authority:***

Cable & Wireless Global Network Limited (Ireland) (“C&WGNL”) is the holder of ITC-214-20040713-00267, which authorizes the provision of international facilities-based and global resale services. C&WGNL is currently a wholly-owned subsidiary of Cable & Wireless Worldwide plc (“CWW”).<sup>1</sup> CWW is a global provider of primarily fixed telecommunications and related services, specializing in providing services to large users of telecommunications, including multinational corporations, governments, carrier customers and resellers.

Vodafone Group Plc (“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.

Under the proposed transfer of control of C&WGNL, Vodafone, as the ultimate corporate parent of Vodafone Europe B.V. (“Vodafone Europe”), will acquire *de jure* and *de facto* control of C&WGNL. Pursuant to a scheme of arrangement (the “Scheme”), Vodafone Europe will acquire 100% of the issued and to be issued ordinary share capital of CWW, a publicly-traded UK corporation that is the corporate parent of C&WGNL. The transaction is governed by U.K. law. A circular relating to the Scheme (the “Scheme Document”) sets out, amongst other things, the full terms and conditions of the Scheme, an explanatory statement, notices of the required meetings, a timetable of principal events and details of the actions to be taken.<sup>2</sup> As described in the Scheme Document, the Scheme will require, *inter alia*, approval from a U.K. court. Under the timetable set out in the Scheme Document and expected to be approved by the court, a suspension of CWW’s public listing and dealings in its shares is scheduled to occur by 7:30 a.m. on July 26, 2012, with the Scheme becoming effective on or around July 27, 2012. A cancellation of CWW’s listings is scheduled to occur by no later than 8:00 a.m. on July 30, 2012.

The parties, pursuant to Section 214 of the Communications Act and Sections 63.24, and 63.25 of the Commission’s rules, respectfully request Special Temporary Authority (“STA”) to consummate, consistent with the timeframe delineated in the Scheme Document and as approved by a U.K. court, a transaction in which control of C&WGNL will be transferred from CWW to Vodafone Europe. The parties respectfully request that the Commission grant this STA as soon as possible and no later than July 20, 2012, so that the parties can close the transaction in compliance with the timeline set forth in the Scheme Document, as approved by a U.K. court. On June 13, 2012, the Applicants filed the underlying transfer of control application.<sup>3</sup>

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<sup>1</sup> Note that, as a result of a demerger that occurred in 2010, CWW is not affiliated with Cable & Wireless Communications plc. For a description of that transaction, see File No. ITC-T/C-20100329-00133.

<sup>2</sup> The Scheme Document is available at [www.vodafone.com/investor](http://www.vodafone.com/investor).

<sup>3</sup> FCC File No. ITC-T/C-INTR2012-01416 (filed June 13, 2012).

Granting the STA authorizing the parties to close the transaction swiftly is in the public interest because it is consistent with the principle of comity and will allow C&WGNL to continue providing facilities-based and resale services to its existing consumers without disruption (and without a change in service providers). In addition, an STA authorizing the closing will facilitate operating efficiencies and promote competition, as it will increase the scope of services that Vodafone can offer enterprise customers and make Vodafone a stronger competitor in the international enterprise market.

Although this transaction has been valued at almost \$1.6 billion and involves the acquisition of dozens of foreign carriers throughout the world, CWW's U.S. operations constitute a very minor portion of its overall global operations.

The Parties acknowledge that a grant of this request will not prejudice action by the Commission on the underlying joint section 214 transfer of control application and that any authority granted pursuant to this request is subject to cancellation or modification upon notice, but without a hearing.

***Answer to Question 12:***

**63.18(i):** After consummation of the proposed transaction, the Section 214 holder will be affiliated with foreign carriers in the following countries:

Albania	Greece	Portugal
Australia	Hong Kong	Romania
Austria	Hungary	Russia
Bahrain	India	Singapore
Belgium	Ireland	South Africa
Czech Republic	Italy	Spain
Democratic Republic of Congo	Kenya	Sweden
Denmark	Lesotho	Switzerland
Egypt	Luxembourg	Tanzania
Fiji	Malta	Turkey
France	Mozambique	Ukraine
Germany	Netherlands	United Kingdom
Ghana	New Zealand	

**63.18(j):** After consummation of the proposed transaction, entities that control the Section 214 holder will also control, or hold at least 25% of the voting or equity interests in, the following foreign carriers:

<b>Country</b>	<b>Carrier</b>
Albania	Vodafone Albania Sh.A
Australia	Vodafone Hutchison Australia Pty Ltd
Australia	Cable & Wireless Global Business Services Pty Limited
Austria	Cable & Wireless Austria GmbH
Bahrain	Cable & Wireless Worldwide Bahrain WLL

Belgium	Cable & Wireless (Belgium) NV
Czech Republic	Vodafone Czech Republic A.S.
Democratic Republic of Congo	Vodacom Congo s.p.r.l
Denmark	Cable & Wireless Global A/S
Egypt	Vodafone Egypt Telecommunications SAE
Fiji	Vodafone Fiji Ltd
France	Cable & Wireless SAS
Germany	Vodafone D2 GmbH
Ghana	Ghana Telecommunications Company Ltd
Greece	Vodafone Panafon Hellenic Telecommunications Company S.A.
Hong Kong	Cable & Wireless Global Network (Hong Kong) Limited
Hong Kong	Cable & Wireless Global (Hong Kong) Limited
Hungary	Vodafone Hungary Mobile Telecommunications Company Ltd
India	Vodafone India Ltd
India	Cable & Wireless Global (India) Private Limited
India	Cable & Wireless Networks India Pvt Limited
Ireland	Vodafone Ireland Ltd
Ireland	Cable & Wireless Global Limited
Ireland	Cable & Wireless Global Network Limited
Italy	Vodafone Omnitel NV
Italy	Cable & Wireless SpA
Kenya	Safaricom Ltd
Lesotho	Vodacom Lesotho Pty Ltd
Luxembourg	Cable & Wireless Luxembourg SA
Malta	Vodafone Malta Ltd
Mozambique	VM S.a.r.l
Netherlands	Vodafone Libertel B.V.
New Zealand	Vodafone New Zealand Ltd
Portugal	Vodafone Portugal Comunicaoes Passoais S.A.
Romania	Vodafone Romania S.A.
Russia	Cable & Wireless CIS Svyaz
Singapore	Cable & Wireless Regional Businesses (Singapore) Pte Limited
Singapore	Cable & Wireless Worldwide (Singapore) PTE Limited
Singapore	Cable & Wireless Global Pte Limited
South Africa	Vodacom Group Ltd
South Africa	Cable & Wireless Worldwide South Africa (Pty) Limited
Spain	Vodafone Espana S.A. U
Spain	Cable and Wireless SLU
Sweden	Cable & Wireless Sweden AB
Switzerland	Cable & Wireless Switzerland AG
Tanzania	Vodacom Tanzania Ltd
Turkey	Vodafone Telekomunikasyon A.S.
Ukraine	Cable & Wireless Ukraine Limited
United Kingdom	Energis Communications Limited
United Kingdom	Cable & Wireless Europe (UK) Limited

United Kingdom	Cable & Wireless UK Limited
United Kingdom	Apollo Submarine Cable Systems Limited
United Kingdom	Cable & Wireless Capital Limited
United Kingdom	Thus Limited
United Kingdom	Vodafone Ltd

**63.18(k):** Pursuant to Section 63.10(a)(3), the Section 214 holder, C&WGNL, qualifies for non-dominant carrier status on all international routes except for Ghana because each of its foreign carrier affiliates (except in Ghana) lacks 50% market share in the fixed local access and international transport markets on the foreign end of the route. In Ghana, C&WGNL will be affiliated with Ghana Telecommunications Company Ltd, which is the incumbent telecommunications provider in that country. Ghana is a member of the World Trade Organization (“WTO”). Therefore, pursuant to Section 63.18(k)(1), it is presumptively in the public interest to authorize C&WGNL to provide service to this destination country.

**63.18(l):** Vodafone Europe is not proposing to resell the international switched services of an unaffiliated U.S. carrier.

**63.18(m):** Pursuant to Section 63.10(a)(3), the Section 214 holder, C&WGNL, qualifies for non-dominant carrier status on all international routes except for Ghana because each of its foreign carrier affiliates (except in Ghana) lacks 50% market share in the fixed local access and international transport markets on the foreign end of the route. In Ghana, C&WGNL will be affiliated with Ghana Telecommunications Company Ltd, which is the incumbent telecommunications provider in that country.

***Answer to Question 13:***

See response to Question 12 above.

***Answer to Question 14:***

See response to Question 12 above.

***Answer to Question 16:***

Vodafone Europe has not previously received Section 214 authority from the Commission. C&WGNL has Global Facilities-Based Authority and Global Resale Authority pursuant to 47 C.F.R. §§ 63.18(e)(1) and (e)(2). See Answer to Question 10 above, as well as Exhibit A attached hereto for further information regarding C&WGNL’s previously granted authority under Section 214.

Vodafone Europe is not applying for authority to acquire facilities or to provide services not covered by Sections 63.18(e)(1) and (e)(2) of the Commission’s rules, nor is it seeking additional authority under Section 63.18(e)(3).

## ATTACHMENT 2

### ***Answer to Question 15:***

*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 Vodafone Europe are listed below (with ownership percentages calculated in accordance with the Note to Section 63.18(h)):*

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% (direct)

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% (direct)

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 – Vodaphone 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)

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

*The following entities currently hold and, post-transaction, will continue to hold a 100% interest in C&WGNL, the holder of the Section 214 authorization:*

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% (direct)

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)

*Interlocking directorates of Vodafone Europe:*

Erik Antonius Jacobus de Rijk is a director of Vodafone Europe 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 Group Plc, the ultimate parent of Vodafone Europe, and is Supervisory Board Chairman of Vodafone D2 GmbH, a Vodafone wireless carrier subsidiary in Germany.

**EXHIBIT A**

Approved by OMB  
3060-0686

**INTERNATIONAL SECTION 214 AUTHORIZATIONS  
FOR ASSIGNMENT OR  
TRANSFER OF CONTROL  
FCC FORM 214TC  
FOR OFFICIAL USE ONLY**

**APPLICANT INFORMATION**

Enter a description of this application to identify it on the main menu:

Transfer of ultimate control from Cable &amp; Wireless Worldwide plc to Vodafone Group Plc

## 1. Legal Name of Applicant

Name:	Vodafone Europe BV	Phone Number:	+31 10 498 77 11
DBA Name:		Fax Number:	
Street:	Rivium Quadrant 173, 15th Floor	E-Mail:	erik.de.rijk@vodafone.com
City:	2909 LC, Capelle aan den IJssel	State:	
Country:	NLD	Zipcode:	-
Attention:	Erik de Rijk		

## 2. Name of Contact Representative

Name:	Michele Farquhar	Phone Number:	202-637-5663
Company:	Hogan Lovells US LLP	Fax Number:	202-637-5910
Street:	555 Thirteenth Street, NW	E-Mail:	michele.farquhar@hoganlovells.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20004-
Attention:	Michele Farquhar	Relationship:	Legal Counsel

**CLASSIFICATION OF FILING**

3. Choose the button next to the classification that best describes this filing. Choose only one.

 a. Assignment of Section 214 Authority

**An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)**

 b. Transfer of Control of Section 214 Authority

**A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)**

 c. Notification of Pro Forma Assignment of Section 214 Authority ( **No fee required** ) d. Notification of Pro Forma Transfer of Control of Section 214 Authority ( **No fee required** )Date of Consummation: **Must be completed if you select c or d.**

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.

Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number:ITC2142004071300267	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:	File Number:
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## 5. Name of Section 214 Authorization Holder

Name:	Cable & Wireless Global Network Limited (Ireland)	Phone Number:	+4401344726542
DBA Name:		Fax Number:	+440870911536
Street:	Worldwide House, Western Road	E-Mail:	richard.mullock@cw.com
City:	Bracknell	State:	
Country:	GBR	Zipcode:	-
Attention:			

## 6. Name of Assignor / Transferor

Name:	Mr Philip Davis	Phone Number:	+4401344726542
DBA Name:	Cable & Wireless Worldwide plc	Fax Number:	+440870911536
Street:	Worldwide House, Western Road	E-Mail:	Philip.davis@cw.com
City:	Bracknell	State:	
Country:	GBR	Zipcode:	-
Attention:			

## 7. Name of Assignee / Transferee

Name:	Vodafone Europe BV	Phone Number:	+31 10 498 77 11
DBA Name:		Fax Number:	
Street:	Rivium Quadrant 173, 15th Floor	E-Mail:	erik.de.rijk@vodafone.com
City:	2909 LC, Capelle aan den IJssel	State:	
Country:	NLD	Zipcode:	-
Attention:	Erik de Rijk		

## 8a. Is a fee submitted with this application?

If Yes, complete and attach FCC Form 159.

If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).

- Governmental Entity  Noncommercial educational licensee  Notification of Pro Forma (No fee required.)  
 Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

## 9. Description (Summarize the nature of the application.)

Transfer of ultimate control from Cable & Wireless Worldwide plc to Vodafone Group Plc.

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?  Yes  No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship,

and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?  Yes  No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a *pro forma* assignment or *pro forma* transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.  Yes  No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?  Yes  No

- (1) The Section 214 holder is a foreign carrier in that country; or
- (2) The Section 214 holder controls a foreign carrier in that country; or
- (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.
- (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and *any or all* countries listed in response to Question 14? See Section 63.10 of the rules.  Yes  No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

Ghana

No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. *If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.*

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61( c ) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a 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 affect competition adversely in the U.S. market and will not enter into any such agreements in the future.  Yes  No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for *pro forma* transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)  Yes  No

23. If this filing is a notification of a *pro forma* assignment or transfer of control, the undersigned certify that the assignment or transfer of control was *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party.  Yes  No  
 Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and

are true, complete, correct, and made in good faith.

Yes  No

25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

Yes  No

### CERTIFICATION

26. Printed Name of Assignor / Transferor Cable & Wireless Worldwide plc	29. Printed Name of Assignee / Transferee Vodafone Europe BV
27. Title (Office Held by Person Signing) General Counsel	30. Title (Office Held by Person Signing) Director
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Philip Davis	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Erik de Rijk
<p><b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT</b></p> <p><b>(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b></p>	

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

## **ATTACHMENT 1**

### **Background**

Cable & Wireless Global Network Limited (Ireland) (“C&WGNL”) is the holder of ITC-214-20040713-00267, which authorizes the provision of international facilities-based and global resale services. C&WGNL is currently a wholly-owned subsidiary of Cable & Wireless Worldwide plc (“CWW”).<sup>1</sup> Under the proposed transaction, which is described more fully in response to Question 13 below, C&WGNL will become 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. CWW is a global provider of primarily fixed telecommunications and related services, specializing in providing services to large users of telecommunications, including multinational corporations, governments, carrier customers and resellers. The acquisition of CWW will generate operating efficiencies, increase the scope of services Vodafone can offer enterprise customers, and make Vodafone a stronger competitor in the international enterprise market.

Although this transaction has been valued at almost \$1.6 billion, CWW’s operations in the U.S. constitute a very minor portion of its overall global operations. Because the transaction is scheduled to close in July 2012, the parties request expeditious processing of the instant application.

### **Answer to Question 10**

*In response to Section 63.18(c):*

Please direct correspondence concerning this application to:

Michele C. Farquhar  
Hogan Lovells US LLP  
555 13<sup>th</sup> Street NW  
Washington, DC 20004  
Phone: (202) 637-5858  
Michele.Farquhar@hoganlovells.com  
*Counsel to Vodafone Group Plc*

With a copy to:

Helen Watson  
Head of Legal & Regulatory – Global Markets  
Cable & Wireless  
6 Temasek Boulevard, #33-03/05 Suntec Tower 4

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<sup>1</sup> Note that, as a result of a demerger that occurred in 2010, CWW is not affiliated with Cable & Wireless Communications plc. For a description of that transaction, see File No. ITC-T/C-20100329-00133.

Singapore  
Phone: +65 6477 5828  
Helen.r.watson@cw.com

*In response to Section 63.18(d):*

The Transferee has not previously received Section 214 authority from the Commission.

**Answer to Question 11**

*The Transferee is:*

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

*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 the Transferee are listed below (with ownership percentages calculated in accordance with the Note to Section 63.18(h)):*

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% (direct)

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% (direct)

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 – Vodaphone 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)

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

*The following entities currently hold and, post-transaction, will continue to hold a 100% interest in C&WGNL, the holder of the Section 214 authorization:*

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% (direct)

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)

### **Answer to Question 12**

*Interlocking directorates of the Transferee:*

Erik Antonius Jacobus de Rijk is a director of the Transferee, 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 Group Plc, the ultimate parent of the Transferee, and is Supervisory Board Chairman of Vodafone D2 GmbH, a Vodafone wireless carrier subsidiary in Germany.

**Answer to Question 13**

The transfer of control of C&WGNL will occur under a corporate transaction by which Vodafone, as the ultimate corporate parent of Vodafone Europe B.V., will acquire *de jure* and *de facto* control of C&WGNL. Pursuant to a scheme of arrangement, Vodafone Europe B.V. will acquire 100% of the issued and to be issued ordinary share capital of CWW, a publicly-traded UK corporation that is the corporate parent of C&WGNL. The transaction is governed by UK law and is expected to close in July 2012.

**Answer to Question 14**

After consummation of the proposed transaction, the Section 214 holder will be affiliated with foreign carriers in the following countries:

Albania	Greece	Portugal
Australia	Hong Kong	Romania
Austria	Hungary	Russia
Bahrain	India	Singapore
Belgium	Ireland	South Africa
Czech Republic	Italy	Spain
Democratic Republic of Congo	Kenya	Sweden
Denmark	Lesotho	Switzerland
Egypt	Luxembourg	Tanzania
Fiji	Malta	Turkey
France	Mozambique	Ukraine
Germany	Netherlands	United Kingdom
Ghana	New Zealand	

**Answer to Question 15**

After consummation of the proposed transaction, entities that control the Section 214 holder will also control, or hold at least 25% of the voting or equity interests in, the following foreign carriers:

Country	Carrier
Albania	Vodafone Albania Sh.A
Australia	Vodafone Hutchison Australia Pty Ltd
Australia	Cable & Wireless Global Business Services Pty Limited
Austria	Cable & Wireless Austria GmbH
Bahrain	Cable & Wireless Worldwide Bahrain WLL
Belgium	Cable & Wireless (Belgium) NV
Czech Republic	Vodafone Czech Republic A.S.
Democratic Republic of Congo	Vodacom Congo s.p.r.l
Denmark	Cable & Wireless Global A/S
Egypt	Vodafone Egypt Telecommunications SAE
Fiji	Vodafone Fiji Ltd
France	Cable & Wireless SAS
Germany	Vodafone D2 GmbH
Ghana	Ghana Telecommunications Company Ltd

Greece	Vodafone Panafon Hellenic Telecommunications Company S.A.
Hong Kong	Cable & Wireless Global Network (Hong Kong) Limited
Hong Kong	Cable & Wireless Global (Hong Kong) Limited
Hungary	Vodafone Hungary Mobile Telecommunications Company Ltd
India	Vodafone India Ltd
India	Cable & Wireless Global (India) Private Limited
India	Cable & Wireless Networks India Pvt Limited
Ireland	Vodafone Ireland Ltd
Ireland	Cable & Wireless Global Limited
Ireland	Cable & Wireless Global Network Limited
Italy	Vodafone Omnitel NV
Italy	Cable & Wireless SpA
Kenya	Safaricom Ltd
Lesotho	Vodacom Lesotho Pty Ltd
Luxembourg	Cable & Wireless Luxembourg SA
Malta	Vodafone Malta Ltd
Mozambique	VM S.a.r.l
Netherlands	Vodafone Libertel B.V.
New Zealand	Vodafone New Zealand Ltd
Portugal	Vodafone Portugal Comunicaoes Passoais S.A.
Romania	Vodafone Romania S.A.
Russia	Cable & Wireless CIS Svyaz
Singapore	Cable & Wireless Regional Businesses (Singapore) Pte Limited
Singapore	Cable & Wireless Worldwide (Singapore) PTE Limited
Singapore	Cable & Wireless Global Pte Limited
South Africa	Vodacom Group Ltd
South Africa	Cable & Wireless Worldwide South Africa (Pty) Limited
Spain	Vodafone Espana S.A. U
Spain	Cable and Wireless SLU
Sweden	Cable & Wireless Sweden AB
Switzerland	Cable & Wireless Switzerland AG
Tanzania	Vodacom Tanzania Ltd
Turkey	Vodafone Telekomunikasyon A.S.
Ukraine	Cable & Wireless Ukraine Limited
United Kingdom	Energis Communications Limited
United Kingdom	Cable & Wireless Europe (UK) Limited
United Kingdom	Cable & Wireless UK Limited
United Kingdom	Apollo Submarine Cable Systems Limited
United Kingdom	Cable & Wireless Capital Limited
United Kingdom	Thus Limited
United Kingdom	Vodafone Ltd

**Answer to Question 16**

Pursuant to Section 63.10(a)(3), the Section 214 holder, C&WGNL, qualifies for non-dominant carrier status on all international routes except for Ghana because each of its foreign carrier affiliates (except in Ghana) lacks 50% market share in the fixed local access and international transport markets on the foreign end of the route. In Ghana, C&WGNL will be affiliated with Ghana Telecommunications Company Ltd, which is the incumbent telecommunications provider in that country.

**Answer to Question 17**

C&WGNL certifies that it will comply with the dominant carrier safeguards in Section 63.10(c) and (e) of the rules in the provision of international service between the United States and Ghana.

**Answer to Question 18**

Ghana is a member of the World Trade Organization (“WTO”). Therefore, pursuant to Section 63.18(k)(1), it is presumptively in the public interest to authorize C&WGNL to provide service to this destination country.

**Answer to Question 20**

This Application qualifies for streamlined processing consistent with Sections 63.18(p) and 63.12 for the following reasons:

- (1) With regard to Ghana, the affiliated destination market is a WTO Member country and C&WGNL agrees to be classified as a dominant carrier on the U.S.-Ghana route. See Section 63.12(c)(1)(v).
- (2) With regard to all other countries, C&WGNL qualifies for a presumption of non-dominance under Section 63.10(a)(3), as described above in the response to Question 16. See Section 63.12(c)(1)(ii).