

## **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:

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With a copy to:

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Cable & Wireless  
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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.

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*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).