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December 5, 2013

**By Electronic Filing**

Ms. Marlene Dortch  
Federal Communications Commission  
445 12th Street, NW  
Room TW-A325  
Washington, D.C. 20554

**Re: Cable & Wireless Global Network Limited  
Notification of a *Pro Forma* Transfer of Control  
International Section 214 Authority  
FCC File No. ITC-214-20040713-00267**

Dear Ms. Dortch:

Vodafone Europe B.V. (“Transferor”) and Vodafone International Operations Limited (“Transferee,” and collectively, the “Parties” or the “Applicants”), pursuant to Section 63.24(f)(2) of the Rules of the Federal Communications Commission (“Commission”),<sup>1</sup> hereby notify the Commission of the *pro forma* transfer of control of Cable & Wireless Global Network Limited (“Licensee”) as the holder of International Section 214 authority.<sup>2</sup> On March 26, 2013, the Licensee was elevated within the existing ownership structure of its ultimate parent company, Vodafone Group Plc (“Vodafone”), resulting in the *pro forma* transfer of control of the Licensee from the Transferor to the Transferee. No new entities were introduced into the ownership structure and the Transferor and the Transferee are both indirect, wholly-owned subsidiaries of Vodafone. See Exhibit 1, Before and After Organizational Charts.

The Parties at all times intended to comply with the Commission’s rules. Section 63.24(f)(2) of the Commission’s rules permits the consummation of a *pro forma* transfer of control without prior Commission consent but a notice describing the transaction must be filed with the Commission within 30 days of the consummation of the transaction.<sup>3</sup> The delay in filing the instant notice with the Commission is purely the result of an administrative oversight by the Parties. The instant notice is being filed as quickly as possible after discovery of the oversight. The Parties assert that no party has been harmed by their late-filed notice relating to the *pro forma* transfer of control, as there was no change in the Licensee’s ultimate parent, Vodafone, or in the activities or management of Vodafone.

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<sup>1</sup> 47 C.F.R. §63.24(f)(2).

<sup>2</sup> FCC File No. ITC-214-20040713-00267 (granted Sept. 3, 2009).

<sup>3</sup> 47 C.F.R. §63.24(f)(2).

Vodafone and its affiliates have been advised by counsel of the importance of full compliance with the Commission's licensing requirements and other regulations – including Section 63.24(f)(2) – and are committed to meeting all of their FCC obligations in the future. Vodafone and its affiliates are also taking steps to ensure that relevant personnel are made aware of the Commission's licensing rules so that they do not fail to comply with applicable FCC obligations in the future.

Provided below is the information required under Sections 63.24(f)(2)(i) and (ii) of the Commission's rules.

**Section 63.18(a), (b) and (c) – Name, Address, Telephone Number and State or Country of Formation for Each Applicant and Contact Representative**

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

Transferor

Vodafone Europe B.V.  
Rivium Quadrant 173, 15<sup>th</sup> Floor  
2909 LC Capelle aan den IJssel  
The Netherlands  
Phone: + 31 10498 7711

Transferee

Vodafone International Operations Limited  
Vodafone House  
The Connection  
Newbury, Berkshire RG14 2FN  
England  
Phone: +44 (0) 1635 673923

(2) *Place of Formation*

Transferor: Vodafone Europe B.V. is organized under the laws of the Netherlands.

Transferee: Vodafone International Operations Limited is organized under the laws of the United Kingdom

(3) *Answer to Question 10: Correspondence concerning this Application should be sent to:*

Transferor

Dennis Kraan  
Company Secretary  
Vodafone Europe B.V.  
Rivium Quadrant 173, 15<sup>th</sup> Floor

2909 LC Capelle aan den IJssel  
The Netherlands  
Phone: + 31 10498 7711

*With a copy to:*

Michele Farquhar  
Hogan Lovells US LLP  
555 13<sup>th</sup> Street, NW  
Washington, D.C. 20004  
Phone: 202.637.5663  
michele.farquhar@hoganlovells.com

Transferee

Vodafone Corporate Secretaries Limited  
Company Secretary  
c/o Patrick Dawe-Lane  
Vodafone International Operations Limited  
Vodafone House  
The Connection  
Newbury, Berkshire RG14 2FN  
England  
Phone: +44 (0) 1635 673923

*With a copy to:*

Michele Farquhar  
Hogan Lovells US LLP  
555 13<sup>th</sup> Street, NW  
Washington, D.C. 20004  
Phone: 202.637.5663  
michele.farquhar@hoganlovells.com

**Answer to Question 10 (cont.): Section 63.18(d) – Description of Previous Section 214 Authority Received**

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

**Answer to Question 11: Section 63.18(h) – Name, Address, Citizenship and Principal Business of 10% or Greater Interest Holders**

As a result of the transaction, the Transferee will indirectly own 100% of the Licensee. The following entities and persons have a 10% or greater ownership interest in the Transferee:

Company Name – Vodafone European Investments  
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN,  
England  
Tel No. – +44 (0) 1635 673923  
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 more than 10% direct or indirect equity or voting interest in the Transferee. The ultimate parent of the Transferee, Vodafone, is a publicly-traded entity that has no 10% or greater direct or indirect equity or voting interest holders.

In addition, the following entities and persons have a 10% or greater direct or indirect equity or voting interest in the Licensee held below the Transferee:

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**

There are no officers or directors of Vodafone International Operations Limited that are officers or directors of foreign carriers.

**Answer to Question 13 – Description of Transaction**

On March 26, 2013, the Licensee was elevated within the existing ownership structure of its ultimate parent company, Vodafone, resulting in the transfer of control of the Licensee from the Transferor to the Transferee. No new entities were introduced into the ownership structure and the Transferor and the Transferee are both indirect, wholly-owned subsidiaries of Vodafone. See Exhibit 1, Before and After Organizational Charts.

\* \* \*

The Parties request that the Commission accept this notification of the *pro forma* transfer of control of the Licensee. Please contact the undersigned with any questions.

Respectfully submitted,

*/s/ Michele Farquhar*

Michele Farquhar

Partner  
Hogan Lovells US LLP  
michele.farquhar@hoganlovells.com  
D 202-637-5663

Rosemary Martin  
Group General Counsel and Company Secretary



### Section 63.24(f)(2)(ii) Certification

I, Rosemary Martin, General Counsel and Company Secretary of Vodafone Group Plc, hereby certify that the transfer of control of Cable & Wireless Americas Systems, Inc., from Vodafone Europe B.V. to Vodafone International Operations Limited is *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party.

A handwritten signature in black ink, appearing to read "RM", written over a horizontal line.

Rosemary Martin  
General Counsel and Company Secretary  
Vodafone Group Plc

Dated: November 25, 2013

#### Vodafone Group Plc

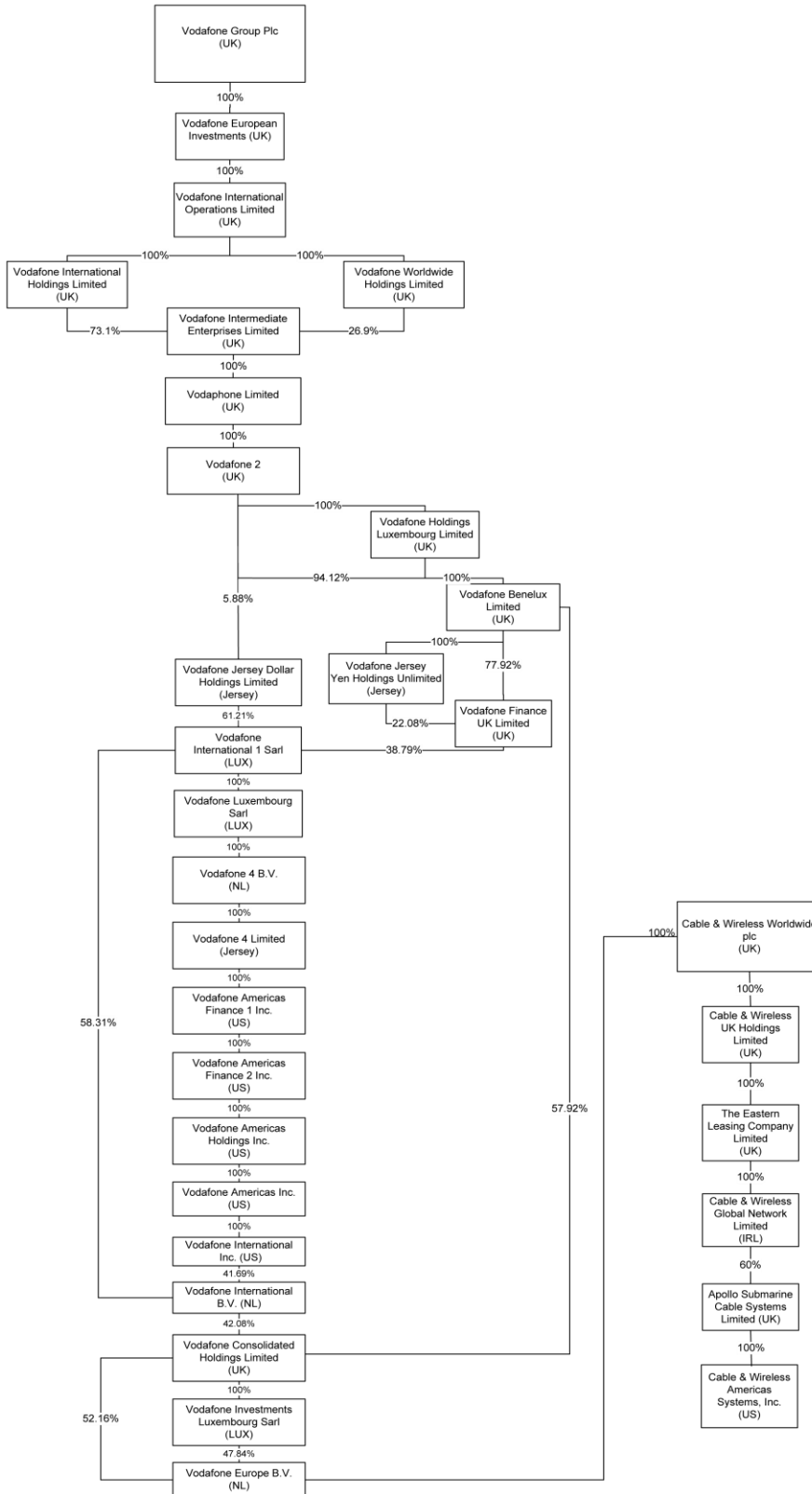
Group Legal & Corporate Secretariat  
One Kingdom Street, Paddington Central, London, W2 6BY, England  
T +44 (0)1635 33251 F +44 (0)1635 238112 www.vodafone.com

Registered Office: Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England. Registered in England No. 1833679

Our ref: RM/plf  
T +44 (0) 1635 33251  
F +44 (0)1635 238112  
rosemary.martin@vodafone.com

# Exhibit 1: Organizational Charts

## Before



# After

