

By this application, Columbus Networks Telecommunications Services USA, Inc. (“CNTS”) and Columbus Networks Puerto Rico, Inc. (“CNPR”) (collectively the “Licensees”) hereby request Commission consent to the transfer of control of Section 214 authority from Columbus Networks, Limited (“CNL” or “Transferor”), an indirect wholly-owned subsidiary of Columbus International Inc. (“CII”),¹ to Cable & Wireless Communications Plc (“C&W” or “Transferee,” and together with the Licensees and Transferor, the “Applicants”).²

Parties to the Proposed Transaction

CNTS provides global, facilities-based and resale services to customers in accordance with its Section 214 authorization issued by the Commission under FCC File No. ITC-214-20070220-00077.³ CNPR provides global, facilities-based and resale services to customers in accordance with its Section 214 authorization issued by the Commission under FCC File No. ITC-214-20091127-00497.

CNTS is a direct wholly-owned subsidiary of A.SurNet, Inc. (“ASN”), which is in turn a direct wholly-owned subsidiary of ARCOS-1 USA, Inc. (“ARCOS”). ARCOS is a direct wholly-

¹ CII is a privately-owned telecommunications company based in Barbados providing services primarily in the Caribbean, Central America and Andean regions. In the Caribbean region, these services include television, data services and voice telephony. CII also offers connectivity and IT solutions, managed networking and cloud-based services to businesses. Through CNL, also based in Barbados, CII provides international capacity and IP transit services, corporate data solutions and data center hosting throughout 42 countries in the Caribbean and Latin America.

² C&W provides a range of telecommunications services primarily to customers in the Caribbean and Latin America. These services include mobile and fixed-line voice telephony, data services and TV to consumers, and connectivity and managed services to businesses and governments. C&W has operations in Panama and fourteen Caribbean countries, including Jamaica, The Bahamas, Barbados and the Cayman Islands. Its headquarters are in London, where it is listed on the London Stock Exchange. It has an operating hub in Miami.

³ See also Public Notice, DA No. 08-435, February 21, 2008, indicating that by letter filed June 15, 2007, the original applicant for this license, A.SurNet Services, Inc. changed its name to Columbus Networks Services, Inc., and the letter dated September 8, 2009 of Linda M. Wellstein, Esq. to Mr. Jim Ball, Chief of Policy Division, International Bureau, received September 11, 2009, indicating that Columbus Networks Services, Inc. changed its name to Columbus Networks Telecommunications Services USA, Inc.

owned subsidiary of the Transferor. CNPR is a direct wholly-owned subsidiary of the Transferor. Under the proposed transaction, which is described more fully in response to Question 13 below, Transferee will acquire CII, and thus CNTS and CNPR will become indirect wholly-owned subsidiaries of the Transferee, C&W.⁴

Consummation of the Transaction described herein will serve the public interest. It will lead to the emergence of a more capable and better-resourced supplier of telecommunications services in the Caribbean region. The combined entity will be able to operate in a more efficient and economical manner and will have greater access to the capital needed to maintain and grow its infrastructure, operations and services for the benefit of its customers. The change in control will not have any adverse impact on existing customers. Backed by their new parent company, C&W, the Licensees will continue to benefit from the managerial and technical qualifications and staff necessary to operate and provide services under existing arrangements. The addition of CII's senior management team will also reinforce C&W's knowledge and expertise of the region and the relevant markets, while the wider C&W team has extensive operating and management expertise in the communications industry. Moreover, the Transaction will not result in any change in service provider for the Licensees' services and will otherwise be transparent to customers receiving services in the United States. Immediately following consummation of the Transaction, Licensees will continue to provide high-quality services to their respective customers without interruption and without any increase in rates or other charges in terms or conditions.

CNTS is organized under the laws of the State of Delaware. CNPR is organized under the laws of Puerto Rico. CNL is organized under the laws of Barbados (as is CII). C&W is organized under the laws of England & Wales.

⁴ Simultaneously with this Application, Applicants are filing an application to transfer control of two submarine cable landing licenses held by other subsidiaries of CNL. FCC File No. SCL-LIC-19981222-00032 is held jointly by ARCOS and ASN. FCC File No. SCL-LIC-20070516-00008 is held by Columbus Networks USA, Inc., a direct wholly-owned subsidiary of ARCOS.

Answer to Question 10 - Sections 63.18(c) and (d)

Please direct all correspondence concerning this application to:

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The Transferee has not previously received Section 214 authority from the Commission. Its indirect wholly-owned subsidiary, Cable & Wireless Communications, Inc. (“CWCI”) currently holds Section 214 authority under File No. ITC-214-20100512-00191.⁵ Pursuant to this authorization, CWCI is authorized to provide facilities-based service and resale services to all international points except Monaco.⁶

The Transferor has not previously received Section 214 authority from the Commission. The Licensees are the only affiliates of Transferor with Section 214 authority.

Answer to Question 11 – Section 63.18(h) – Ten Percent or Greater Shareholders

Upon consummation of the Transaction, the ownership structure of each of the Licensees will be as follows:⁷

If the two-step transaction described in the answer to Question 13 is implemented, Columbus NewCo, which has not yet been formed, will hold a (direct or indirect) 100% voting and equity interest in each of ARCOS (which, as noted above, indirectly wholly owns CNTS) and CNPR at the first closing. The following entity will hold a 100% voting and equity interest in Columbus NewCo at the second closing, or will hold a 100% voting and equity interest in each of ARCOS and CNPR if the transaction is completed in a single closing:

⁵ See also *Public Notice*, DA No. 19-1496, August 12, 2010; Letter to International Bureau Chief from Rose Landa, Esq., dated October 23, 2014, notifying the Commission of the change of name of the original licensee of File No. ITC-214-20100512-00191, Cable & Wireless Holdings, Inc., to Cable & Wireless Communications, Inc.

⁶ CWCI agreed to provide service to Seychelles and Vanuatu only through resale of switched services of unaffiliated U.S. carriers. (At the time of its application for Section 214 authority, CWCI’s predecessor was affiliated with a foreign carrier in Vanuatu. That carrier is no longer affiliated with CWCI.) CWCI also agreed to be classified as a dominant carrier on a number of routes between the U.S. and the following countries or territories, based on its foreign carrier affiliates at the time (some of which are no longer part of the C&W group): Anguilla, Antigua and Barbuda, Ascension Island, Barbados, Bermuda, British Virgin Islands, Cayman Islands, Diego Garcia, Dominica, Falkland Islands, Fiji, Grenada, Guernsey, Jamaica, Macau, Maldives, Montserrat, Panama, St. Helena, St. Kitts and Nevis, St. Lucia, St. Vincent and the Grenadines, Seychelles, Solomon Islands, Trinidad and Tobago, Turks and Caicos, and Vanuatu.

⁷ The following assumes C&W purchases CII directly. C&W may decide to use one or more wholly-owned subsidiaries of C&W to hold its interests in CII. It is possible that, post-transaction, another C&W group entity (in addition to CNL) will hold some of the shares in Columbus Newco. However, the ultimate interest of C&W in the Licensees will not change.

Columbus Networks, Limited
Suite 205-207 Dowell House
Cr. Roebuck & Palmetto Streets
Bridgetown, Barbados
Jurisdiction: Barbados
Principle Business: International telecommunications services
Interest: Direct holding of 100%

The following entity will hold a 100% voting and equity interest in CNL:

Columbus TTNW Holdings Inc.
Suites 205-207 Dowell House
Cr. Roebuck & Palmetto Streets
Bridgetown, Barbados
Jurisdiction: Barbados
Principle Business: International telecommunications services
Interest: Direct holding of 100%

The following entity will hold a 100% voting and equity interest in Columbus TTNW Holdings Inc.:

Columbus International Inc.
Suites 205-207 Dowell House
Cr. Roebuck & Palmetto Streets
Bridgetown, Barbados
Jurisdiction: Barbados
Principle Business: International telecommunications services
Interest: Direct holding of 100%

The following entity will hold a 100% voting and equity interest in CII:⁸

Cable & Wireless Communications Plc
3rd Floor
26 Red Lion Square
London, United Kingdom
WC1R 4HQ
Jurisdiction: United Kingdom
Principle Business: International telecommunications services
Interest: Direct holding of 100%

Currently, the following shareholder holds more than 10% of the voting and equity securities of C&W:

Orbis Investment Management Limited

⁸ *Ibid.*

Orbis House
25 Front Street
Hamilton, Bermuda
HM11
Jurisdiction: Bermuda
Principal Business: Investment
Interest: Direct holding of 14.19%⁹

Following consummation of the Transaction, Orbis Investment Management Limited is expected to hold less than a 10% interest in C&W, and the following entities are expected to have a shareholding of greater than 10% of the voting and equity securities of C&W:

CVBI Holdings (Barbados), Inc. and Clearwater Holdings (Barbados) Limited
(Ultimately controlled by Mr. John Risley, a Canadian citizen)
Suite 205-207
Dowell House
Cr. Roebuck & Palmetto Streets
Bridgetown, Barbados
Jurisdiction: Barbados
Principal Business: Investment
Interest: Direct holding of 19.5%

Columbus LLC
(Ultimately controlled by Mr. John Malone, a U.S. citizen)
12300 Liberty Boulevard
Englewood, CO 80112
United States
Jurisdiction: Colorado
Principal Business: Investment
Interest: Direct holding of 13.3%

There are no other shareholders of C&W who directly or indirectly own, or will directly or indirectly own following consummation, 10% or more of C&W and thus will own 10% or more of Licensee's equity or voting rights post-consummation.

For the Commission's convenience, pre- and post-closing organization illustrative charts are provided as Exhibit A.

⁹ C&W believes that no person or entity holds an attributable 10% interest in C&W through this investment vehicle, but in any case, as noted below, the interest of Orbis Investment Management Limited is expected to drop below 10% post-consummation.

Answer to Question 12 – Section 63.18(h) – Interlocking Directorates

The Transferee, C&W, has the following interlocking directorates with foreign carriers:¹⁰

Phillip Bentley: Chief Executive and Director of C&W, and Director of The Bahamas Telecommunications Company Limited

Nicholas Cooper: Secretary and Director of C&W, and Director of The Bahamas Telecommunications Company Limited

Answer to Question 13 – Description of Transaction

Pursuant to an agreement between C&W and the shareholders of CII, entered into November 6, 2014, C&W will acquire 100% of the stock of CII. Thus, C&W will acquire *de jure* and *de facto* control of CII, including the corporate parent of the Licensees, CNL. The Transaction is governed by Barbados law.

It is contemplated that the Transaction may take place in a two-step process:

(1) In the first step, the shares held by the Transferor in each of the Licensees, and thus the U.S. business of CII, would be transferred in a *pro forma* transaction to a newly-formed company (“Columbus NewCo”) owned by the same ultimate majority owners and controlling parties of CII¹¹

¹⁰ The foreign carrier affiliates of C&W disclosed herein have interlocking directorates among themselves. The following individuals are directors of the entities indicated: Belinda Bradberry (Cable & Wireless St. Vincent and the Grenadines Limited, Cable and Wireless (Anguilla) Limited, Cable and Wireless (West Indies) Limited); Christopher Dehring (Cable & Wireless (Barbados) Limited, Cable & Wireless Jamaica Limited, Telecommunications Services of Trinidad and Tobago Limited, The Bahamas Telecommunications Company Limited); Clare Underwood (Cable & Wireless Antigua & Barbuda Limited, Cable and Wireless (BVI) Limited, Cable and Wireless (Cayman Islands) Limited, Cable and Wireless (TCI) Limited, Cable and Wireless (West Indies) Limited); David Kelham (Cable & Wireless (Barbados) Limited, Cable & Wireless Jamaica Limited); Davidson Charles (Cable & Wireless Antigua & Barbuda Limited, Cable & Wireless St. Kitts & Nevis Limited, Cable and Wireless (Anguilla) Limited, Cable and Wireless (BVI) Limited, Cable and Wireless (TCI) Limited); Donald Austin (Cable & Wireless (Barbados) Limited, Cable & Wireless Dominica Limited, Cable and Wireless Grenada Limited, CWC Cable & Wireless Communications Dominican Republic SA); Garfield Sinclair (Cable & Wireless Jamaica Limited, Cable and Wireless (Cayman Islands) Limited); Geraldine Pitt (Cable & Wireless (St. Lucia) Limited, Cable & Wireless Grenada Limited); Lawrence McNaughton (Cable & Wireless Dominica Limited, Cable & Wireless St. Kitts & Nevis Limited, Cable & Wireless Grenada Limited); Roderick Kirwan (Cable & Wireless Antigua & Barbuda Limited, Cable & Wireless St. Vincent and the Grenadines Limited, Cable and Wireless (Anguilla) Limited, Cable and Wireless (BVI) Limited, Cable and Wireless (Cayman Islands) Limited, Cable & Wireless (St. Lucia) Limited, Cable and Wireless (TCI) Limited, CWC Cable & Wireless Communications Dominican Republic SA, Telecommunications Services of Trinidad and Tobago Limited).

¹¹ Columbus NewCo would be indirectly wholly owned by three of the current CII shareholders, including two jointly-controlled shareholders that together currently own and control over 50% of CII and would own 66% of Columbus NewCo. These shareholders would therefore retain *de jure* control of the Licensees. Moreover, CII’s controlling shareholders would continue to have *de facto* control of the Licensees. Thus, there would be no actual change of control

(thus making Columbus NewCo the actual Transferor for purposes of this Application), but without resulting in any change to the ultimate control of the Licensees.¹² At a first closing, CII would be transferred to C&W without Columbus NewCo, and thus without the Licensees.¹³ Control of the Licensees will be transferred to C&W only after grant of this Application. If and when this *pro forma* reorganization is carried out, Applicants will notify the Commission of the *pro forma* transfer, and also will file a minor amendment to this Application to identify the new entity (Columbus NewCo) that would replace CNL as Transferor in the second step.

(2) In the second step, following receipt of the Commission approval requested in this Application, ownership and control of Columbus NewCo, and thus the Licensees, would be transferred to C&W.

Whether a two-step process or a single closing is employed, the final ownership structure and ultimate control of the Licensees for which approval is sought will be the same. Thus, Applicants seek approval for the overall Transaction under which transfer of control of the Licensees will be ultimately transferred to C&W.

Answer to Question 14 – Section 63.18(i) – Certification Regarding Foreign Carrier Status and Foreign Affiliation

By its signature to this application, the Transferee, C&W, hereby certifies that it is not a foreign carrier.¹⁴ C&W further certifies that it is and will continue to be affiliated with the following foreign carriers:

of the Licensees in the first step of the Transaction, and that step would be entirely *pro forma* under the Commission Rules.

¹² This *pro forma* transaction would be effected by the Transferor transferring all of the shares in ARCOS (which, as noted above, indirectly holds all the shares in CNTS) and CNPR to Columbus NewCo.

¹³ All U.S.-regulated communications assets would remain under the 100% ownership and control of Columbus NewCo after the first closing. Two indirect subsidiaries of CII to be acquired by C&W at the first closing will enter into an intercompany management and services agreement to provide day-to-day management services for the benefit of the Licensees. Columbus NewCo and the Licensees will, however, retain ultimate authority and control over all regulated aspects of the U.S. business, including having a robust staff in place to oversee and supervise the provision of management services by the relevant C&W entities.

¹⁴ An indirect wholly-owned subsidiary of the Transferee, Cable & Wireless Communications, Inc. (“CWCI”) currently holds Section 214 authority under File No. ITC-214-20100512-00191. Most of the foreign carrier affiliations disclosed below were reported to the Commission in the context of that application. (See also Letter to International Bureau Chief from Rose Landa, Esq., dated October 23, 2014, notifying the Commission of the change of name of the

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 (BVI) Limited	British Virgin Islands
Cable and Wireless (Cayman Islands) Limited	Cayman Islands
Cable & Wireless Dominica Limited	Dominica
CWC Cable & Wireless Communications Dominican Republic SA	Dominican Republic
Cable & Wireless Grenada Limited	Grenada
Cable & Wireless Jamaica Limited	Jamaica
Cable and Wireless (West Indies) Limited	Montserrat
Cable & Wireless Panama S.A.	Panama
Cable & 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 & Wireless (Seychelles) Limited	Seychelles
Telecommunications Services of Trinidad and Tobago Limited	Trinidad and Tobago
Cable and Wireless (TCI) Limited	Turks and Caicos Islands

Upon consummation of the proposed transaction, C&W will be affiliated with the following additional foreign carriers, which are currently affiliated with CII:

Foreign Carrier	Country
Kelcom International (Antigua & Barbuda) Ltd.	Antigua & Barbuda
Columbus Communications Limited	The Bahamas
Columbus Telecommunications (Barbados) Limited	Barbados
Karib Cable Inc.	Barbados
ARCOS-1 USA, Inc.	Belize
Columbus Networks Bonaire, N.V.	Bonaire
Columbus Networks de Colombia, Ltda.	Colombia
Columbus Networks Zona Franca Ltda.	Colombia
Lazus de Colombia S.A.S.	Colombia
Columbus Networks de Costa Rica S.R.L.	Costa Rica
Promitel Costa Rica S.A.	Costa Rica
Columbus Communications Curacao N.V.	Curacao
Columbus Networks Curacao, N.V.	Curacao
Columbus Networks Netherlands Antilles, N.V.	Curacao
Columbus Networks Dominicana, S.A.	Dominican Republic
Columbus Networks Centroamerica, S. de R.L.	El Salvador
Columbus Networks El Salvador S.A.	El Salvador
Columbus Communications (Grenada) Limited	Grenada
Columbus Networks de Guatemala Limitada	Guatemala
Columbus Networks de Honduras, S. de R.L.	Honduras

original licensee of File No. ITC-214-20100512-00191, Cable & Wireless Holdings, Inc., to Cable & Wireless Communications, Inc.).

Foreign Carrier	Country
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
Promitel Panama S.A.	Panama
Lazus Peru S.A.C.	Peru
Columbus Communications (St. Lucia) Limited	St. Lucia
Tele (St. Lucia) Inc.	St. Lucia
Columbus Communications St. Vincent and the Grenadines Limited	St. Vincent & The Grenadines
Columbus Networks International (Trinidad) Limited	Trinidad & Tobago
Columbus Communications Trinidad Limited	Trinidad & Tobago
Columbus Networks, Limited	Turks & Caicos
Columbus Networks de Venezuela, S.A.	Venezuela

Answer to Question 15 – Section 63.18(j) – Certification Regarding Destination Markets

Upon consummation of this transaction, the Section 214 holder would be authorized to provide international telecommunications services to all of the destination countries listed in response to Question 14.

Answer to Question 16 – Section 63.18(m) – Requests for Non-Dominant Status

Pursuant to Section 63.10(a)(3), Transfree qualifies for a presumption of non-dominant carrier status on all international routes except for those listed in response to Question 17 below, because each of its foreign carrier affiliates (except those listed below) lacks 50% market share in the fixed local access and international transport markets on the foreign end of the route.

Answer to Question 17 - Certification Regarding Dominant Carrier Safeguards

Transferee certifies that it will comply with the dominant carrier safeguards of Sections 63.10(c) and (e) of the Commission's Rules in the provision of international services to the destination markets where its affiliated carrier (see response to Question 14) has dominant status:¹⁵

Destination Market	Foreign Carriers with Market Power
Anguilla	Cable and Wireless (Anguilla) Limited
Antigua and Barbuda	Cable & Wireless (Antigua and Barbuda) Ltd.*
Bahamas	The Bahamas Telecommunications Company Limited*
Barbados	Cable & Wireless (Barbados) Ltd.*
British Virgin Islands	Cable and Wireless (BVI) Limited*
Cayman Islands	Cable & Wireless (Cayman Islands) Ltd.
Dominica	Cable & Wireless Dominica Limited*
Grenada	Cable & Wireless Grenada Ltd.*
Jamaica	Cable & Wireless Jamaica Ltd.
Montserrat	Cable & Wireless (West Indies) Ltd.
Panama	Cable & Wireless Panama S.A.
St. Kitts and Nevis	Cable & Wireless (St. Kitts and Nevis) Ltd.*
St. Lucia	Cable & Wireless (St. Lucia) Limited
St. Vincent/Grenadines	Cable & Wireless (St. Vincent and the Grenadines) Ltd.
Seychelles	Cable & Wireless (Seychelles) Ltd.
Trinidad and Tobago	Telecommunications Services of Trinidad and Tobago Limited
Turks and Caicos	Cable and Wireless (TCI) Ltd.*

* An asterisk indicates that the name of the foreign carrier providing service has changed since the Foreign Carrier List was last compiled, or that a successor to that carrier is now providing service.

As noted above, a subsidiary of the Transferee already holds Section 214 authority under File No. ITC-214-20100512-00191.

¹⁵ This list includes all the carriers affiliated with C&W that appear on the FCC's "List of Foreign Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets", DA 07-233, January 26, 2007 ("Foreign Carrier List"). C&W believes that a number of its affiliated carriers that appear on the Foreign Carrier List are no longer dominant in the designated market as a result of the introduction of new fixed and mobile competition. However, C&W does not believe that this Section 214 application is the appropriate vehicle for revisiting the dominant status of any individual destination market. To the extent that the Commission would like to review dominant status of particular carriers, C&W urges the Commission to undertake such review in a separate proceeding.

Answer to Question 18 – Section 63.18(k) – Demonstration Regarding WTO Status and Market Power

With the exception of The Bahamas¹⁶ and the Seychelles, all of the foreign destination markets identified in Question 15 are members of the World Trade Organization (“WTO”).¹⁷ The affiliated foreign carriers in these markets are presumed by the Commission to have market power.¹⁸

Answer to Question 19 – Section 63.18(l) [deleted] and 43.61(c) [deleted]

This question and certification are obsolete given deletion of related FCC provisions.

Answer to Question 20 – Section 63.18(p) – Streamlined Processing

Not applicable.

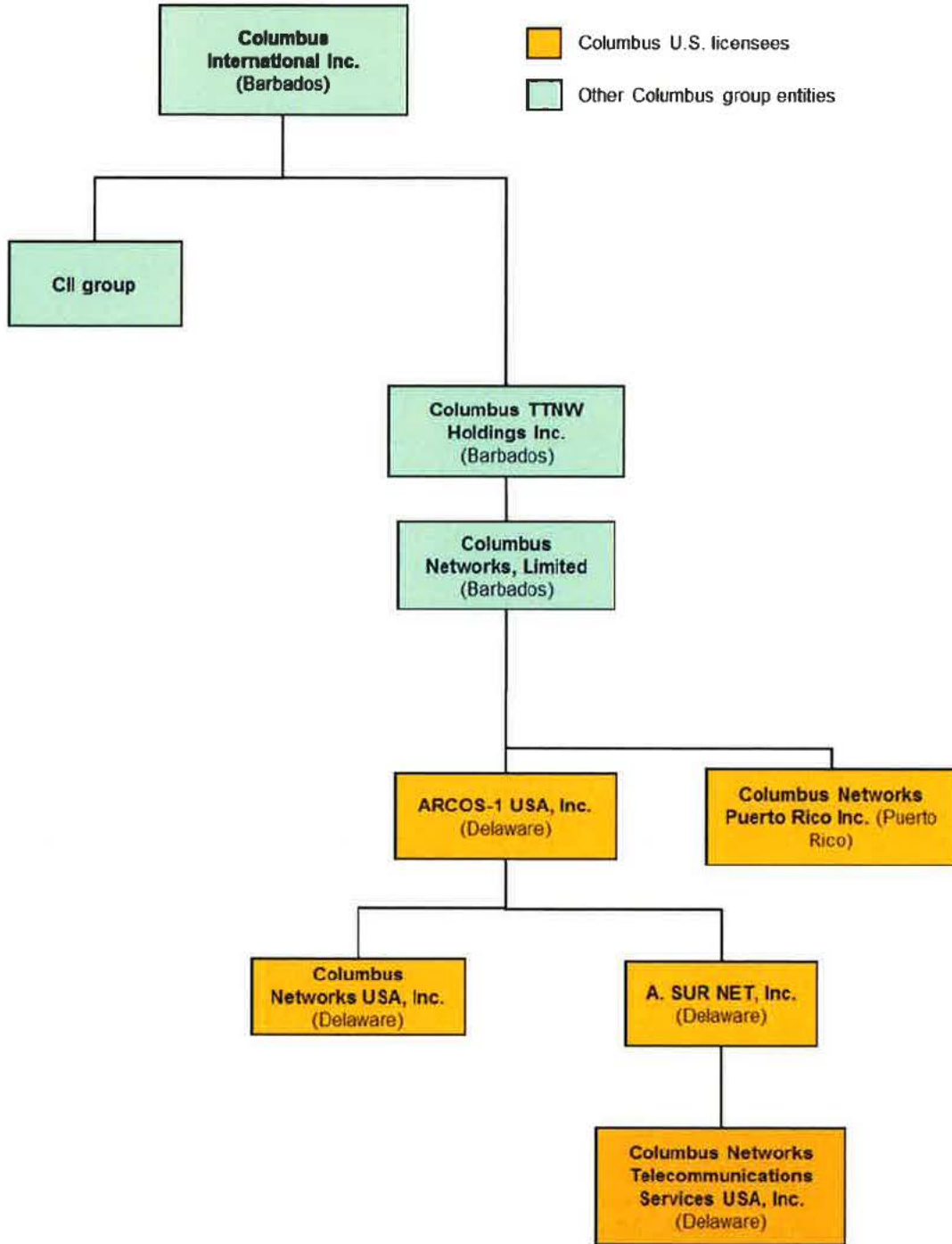
¹⁶ Although The Bahamas is not a Member of the WTO, it has applied for membership status, currently has observer status, and its application is pending. See http://www.wto.org/english/thewto_e/acc_e/a1_bahamas_e.htm.

¹⁷ The FCC has treated the British territories as WTO Members. See, e.g., Letter from Robert E. Dalton, Assistant Legal Adviser for Treaty Affairs, United States Department of State, to Rebecca Arbogast, Chief, Telecommunications Division, International Bureau, Federal Communications Commission (Feb. 16, 2000), at 1, cited in *In the Matter of Cable & Wireless USA, Inc., Order, Authorization and Certificate*, File No. ITC-214-19990709-00412, rel. Feb. 18, 2000, at ¶ 7, n.14. Thus, Anguilla, the British Virgin Islands, the Cayman Islands, Monserrat, and Turks and Caicos should be treated as a WTO Member for purposes of this application.

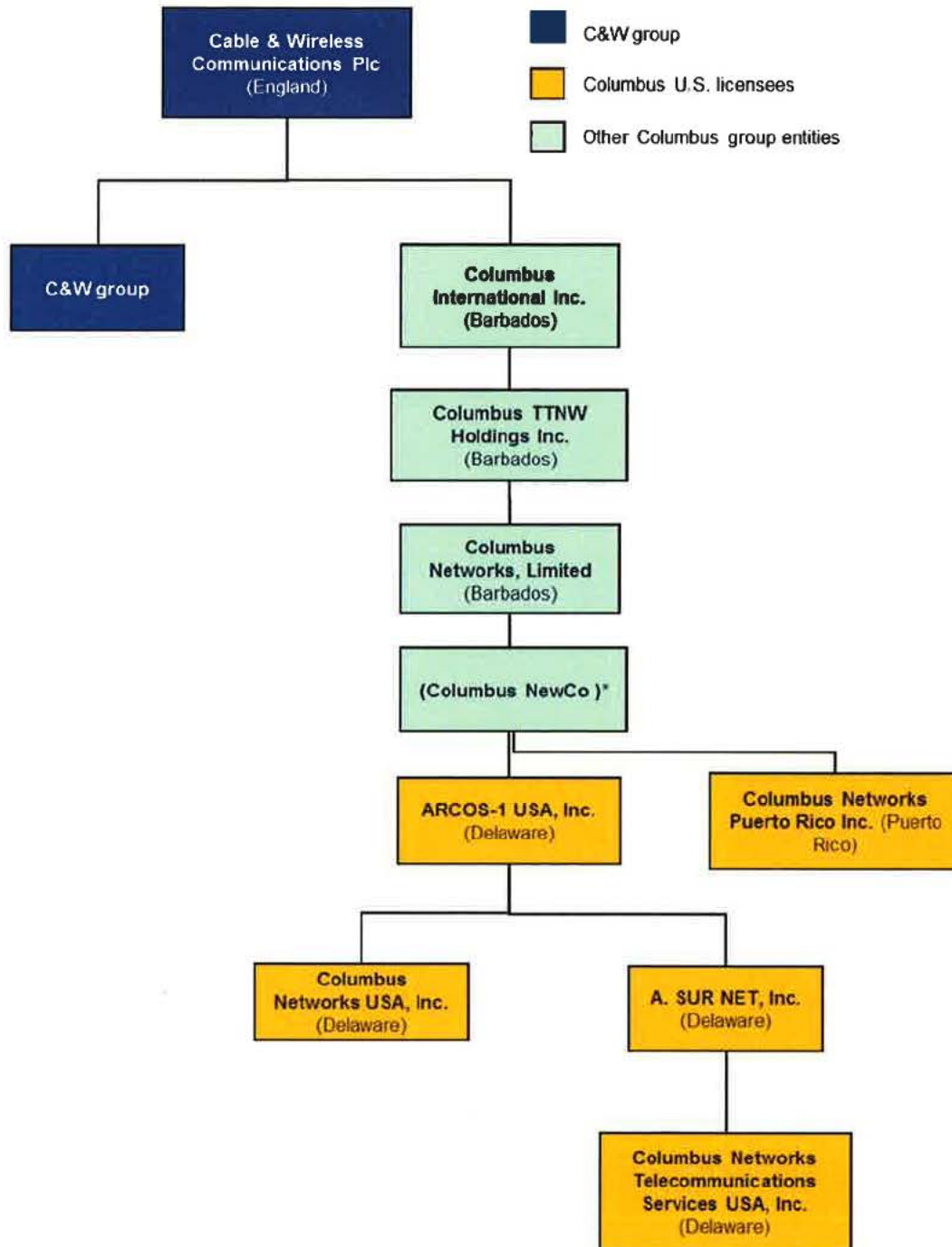
¹⁸ To avoid any competitive concerns, in File No. ITC-214-20100512-00191, CWCI, an affiliate of Transferee, agreed to provide service to the Seychelles through unaffiliated switched resellers. See Supplement to Section 214 Application Submitted by Cable & Wireless Holdings, Inc., File No. ITC-214-20100512-00191.

Exhibit A

Organization of CII Pre-transaction



Organization of C&W Post-Transaction



* If the transaction is conducted in two steps, as described in the response to Question 13, Columbus NewCo would hold the U.S. licenses until acquired by CNL in step 2. See also note 7 of Attachment 1.

VI. 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,

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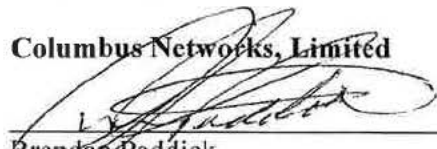
Date: November 21, 2014

VI. CONCLUSION

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