

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)	
)	
ARCOS-1 USA, Inc.)	
A.Sur Net, Inc.)	
Columbus Networks USA, Inc.)	
<i>Licensees,</i>)	File No. SCL-T/C-20141121-00013
)	File No. SCL-T/C-20141121-00014
)	
Columbus Networks, Limited)	
<i>Transferor,</i>)	
)	
and)	
)	
Cable & Wireless Communications Plc)	
<i>Transferee</i>)	
)	
Application for Transfer of Control of)	
Cable Landing Licenses)	
)	
Columbus Networks)	File No. ITC-T/C-20141121-00304
Telecommunications Services USA, Inc.)	File No. ITC-T/C-20141121-00307
and Columbus Networks Puerto Rico, Inc.)	
)	
Applications for Transfer of Control)	
of International Section 214 Authority)	

**NOTIFICATION OF PRO FORMA TRANSFER AND
MINOR AMENDMENT TO APPLICATIONS**

Columbus Networks, Limited (“CNL”), ARCOS-1 USA, Inc. (“ARCOS”), A.Sur Net, Inc. (“ASN”), Columbus Networks USA, Inc. (“CNUSA”), Columbus Networks Telecommunications Services USA, Inc. (“CNTS”), Columbus Networks Puerto Rico, Inc. (“CNPR”), Columbus New Cayman Limited (“Columbus New Cayman”) and Cable & Wireless Communications Plc (“C&W” and together with CNL, ARCOS, ASN, CNUSA, CNTS, CNPR and Columbus New Cayman, the “Applicants”), through their undersigned counsel, hereby submit this (i) Notification of Pro Forma

Transfer, pursuant to Sections 1.767(g)(7) and 63.24(d) of the Commission's Rules, 47 C.F.R. §§ 1.767(g)(7) and 63.24(d); and (ii) minor amendment to their pending applications to reflect a new transferor thereunder.

Background

Applicants have previously submitted the above captioned applications (the "Applications") seeking Commission approval for the transfer of control of the FCC licenses held by ARCOS, ASN, CNUSA, CNTS and CNPR (collectively the "Licensees") to C&W.

As noted in the Applications, pursuant to an agreement between C&W and the shareholders of Columbus International Inc. ("CII"), entered into November 6, 2014, C&W was to acquire 100% of the stock of CII, the ultimate parent company of the Licensees. Thus, C&W will ultimately acquire *de jure* and *de facto* control of CII, including the Licensees (the "Transaction"). The Transaction is governed by Barbados law.

Specifically and as previously advised to the Commission, it was contemplated that the Transaction may take place in a two-step process, which is now being implemented as follows:

(1) In the first step (the "First Transfer"), the shares held by CNL in ARCOS¹ and CNPR, comprising the U.S. business of CII, were transferred in a *pro forma* transaction to Columbus New Cayman, a newly-formed holding company formed under the laws of the Cayman Islands. As noted in more detail below, Columbus New Cayman is owned by the same (pre-Transaction) ultimate majority owners and controlling parties of CII, thus there has been no change to the ultimate control of the Licensees. At the closing of the First Transfer, which occurred on March 31, 2015, CII was transferred to C&W without Columbus New Cayman,² and thus without the

¹ As noted in the Applications, ARCOS holds all the shares in ASN, CNUSA and CNTS.

² The Applications indicated that C&W may decide to use one or more wholly-owned subsidiaries of C&W to hold its interests in CII. This in fact has occurred, and the acquirer of all of the share capital of CII (without the Licensees) was Sable Holding Limited. Sable Holding Limited is a direct wholly-owned subsidiary of Cable & Wireless Limited,

Licenseses. All U.S.-regulated communications assets remain under the 100% ownership and control of Columbus New Cayman after the First Transfer. Control of the Licenseses will be transferred to C&W only after grant of the Applications.

(2) In the second step (the “Second Transfer”), following receipt of the Commission approval requested in the Applications, ownership and control of Columbus New Cayman, and thus the Licenseses, would be transferred to C&W.

Notification of Pro Forma Transfer and Amendment to the Applications

Applicants hereby (i) notify the Commission of the completion of the First Transfer on March 31, 2015; and (ii) amend their Applications to reflect that Columbus New Cayman is the new Transferor under the Applications.

For the following reasons, the First Transfer does *not* constitute a change of control of the Licenseses under the definitions in Section 63.24 of the Commission’s Rules, 47 C.F.R. § 63.24:

- The First Transfer does not result in a *de jure* change of control in the Licenseses. Columbus New Cayman is indirectly wholly-owned by three of CII’s pre-Transaction shareholders: CVBI Holdings (Barbados) Inc. (“CHBI”), Clearwater Holdings (Barbados) Limited (“CHBL”),³ and Mr. Brendan Paddick, a Canadian citizen. CHBI and CHBL together owned and controlled over 50% of CII and currently own 86% of Columbus New Cayman. These shareholders therefore retain *de jure* control of the Licenseses.
- CII’s formerly controlling shareholders continue to have *de facto* control of the Licenseses.⁴ Moreover, Mr. Brendan Paddick continues to be the chief executive officer of the Licenseses.

which is a direct wholly-owned subsidiary of C&W. Both Sable Holding Limited and Cable & Wireless Limited are organized under the laws of England & Wales, with the same principal business and address as C&W. This structure is reflected in the attached organizational charts.

³ CHBI and CHBL are ultimately controlled by Mr. John Risley, a Canadian citizen.

⁴ CII and two indirect subsidiaries of CII acquired by C&W at the First Transfer have entered into intercompany management agreements with certain of the Licenseses to provide management services for the benefit of the Licenseses.

- The First Transfer does not involve an assignment of any license or a change in the day-to-day operations of the Licensees.
- There will be no change in the services offered to customers or the rates of the Licensees, and the First Transfer is completely seamless to the Licensees' customers.

As required by Sections 1.767(g)(7) and 63.24(f)(2) of the Commission's Rules (47 C.F.R. §§ 1.767(g)(7) and 63.24(f)(2)), Applicants provide the following information required by 63.18(a) through (d) and (h) of the Commission's Rules (47 C.F.R. § 63.18):

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

Licensees:	ARCOS-1 USA, Inc., A.Sur Net, Inc. Columbus Networks USA, Inc. Columbus Networks Telecommunications Services USA, Inc. Columbus Networks Puerto Rico, Inc. c/o Columbus Networks USA, Inc. 15950 West Dixie Highway North Miami Beach, FL 33162 Phone: (786) 274-7400 Fax: (786) 274-7402
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Pro Forma Transferor (and previous Transferor under the Applications):	Columbus Networks, Limited Suite 205-207 Dowell House Cr. Roebuck & Palmetto Streets Bridgetown, Barbados Phone: (246) 426-0417 Fax: (246) 228-5756
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Pro Forma Transferee (and new Transferor under the Applications):	Columbus New Cayman Limited Floor 4, Willow House Cricket Square, PO Box 268 Grand Cayman KY1-1104, Cayman Islands Phone: 242-350-8899 Fax: n/a
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However, Columbus New Cayman and the Licensees 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.

Transferee
(under the Applications): Cable & Wireless Communications Plc⁵
2nd Floor
62-65 Chandos Place
London, United Kingdom
WC2N 4HG
Phone: + 44 (0) 207 315 4000
Fax: + 44(0) 207 315 5211

(2) Place of Formation:

Licenses: Each of the Licensees other than CNPR is organized under the laws of the State of Delaware. CNPR is organized under the laws of the Commonwealth of Puerto Rico.

Pro Forma Transferor: CNL is organized under the laws of Barbados.

Pro Forma Transferee: Columbus New Cayman is organized under the laws of the Cayman Islands.

Transferee: C&W is organized under the laws of the England & Wales.

(3) Correspondence concerning this Application should be sent to:

For Licensees
and Transferors: c/o Brendan Paddick
chief executive officer
Columbus Networks USA, Inc.
15950 West Dixie Highway
North Miami Beach, FL 33162
Phone: (786) 274-7400
Fax: (786) 274-7402
bpaddick@columbus.co

with a copy to: Andrew D. Lipman
Ulises R. Pin
Morgan Lewis & Bockius, LLP
2020 K St., N.W.
Washington, D.C. 20006
Phone: (202) 373-6664
Fax: (202) 373-6001
u.pin@morganlewis.com

⁵ Please note the change of address of C&W since the filing of the Applications.

For Transferee: Belinda Bradberry
General Counsel
Cable & Wireless Communications Plc
Columbus Center
1 Alhambra Plaza, Suite 1000
Coral Gables, FL 33134
Phone: (786) 606-5416
Fax: n/a
belinda.bradberry@cw.com

with a copy to: Patrick S. Campbell
Paul, Weiss, Rifkind, Wharton & Garrison LLP
2001 K Street, N.W., Suite 500
Washington, D.C. 20006
Phone: (202) 223-7300
Fax: (202) 223-7420
pcampbell@paulweiss.com

(4) Description of the Cable Systems and International Licenses held by Licensees:

ARCOS and ASN are licensees in the ARCOS-1 submarine cable system (the “ARCOS-1 Cable”). CNUSA is a licensee in the CFX-1 submarine cable system (“CFX-1 Cable”). A description of the ARCOS-1 Cable is on file with the Commission under FCC File No. SCL-LIC-19981222-00032 and a description of the CFX-1 Cable is on file with the Commission under FCC File No. SCL-LIC-20070516-00008. Both license files are incorporated by reference herein.

In turn, CNTS and CNPR provide facilities-based and resold international telecommunications services under their Section 214 licenses: FCC File Nos. ITC-214-20070220-00077 and ITC-214-20091127-00497. Both license files are incorporated by reference herein.

(5) Ownership Information:

The name, address, citizenship and principal business activity of any person having a 10% or greater interest in the Licensees after the First Transfer is attached hereto as Exhibit B.

Other than as previously reported to the Commission, there are no interlocking officers or directors to report.

Applicants certify that the First Transfer was *pro forma* as defined under 47 CFR § 63.24 and, together with all previous *pro forma* transactions, did not result in a change in the ultimate control of any of the Licensees. No *de jure* or *de facto* control of the Licensees will be transferred until the Commission grants the Applications.

Conclusion

For the foregoing reasons, Applicants respectfully request that the Commission (i) update its files to reflect the First Transfer; (ii) amend the Applications to reflect Columbus New Cayman as the new Transferor under the Applications; and (iii) promptly grant the Applicants' requests for consent to the transfer of control of Licensees.

Respectfully submitted,

/s/ Ulises R. Pin

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Counsel to Licensees and Columbus New Cayman

/s/ Patrick S. Campbell

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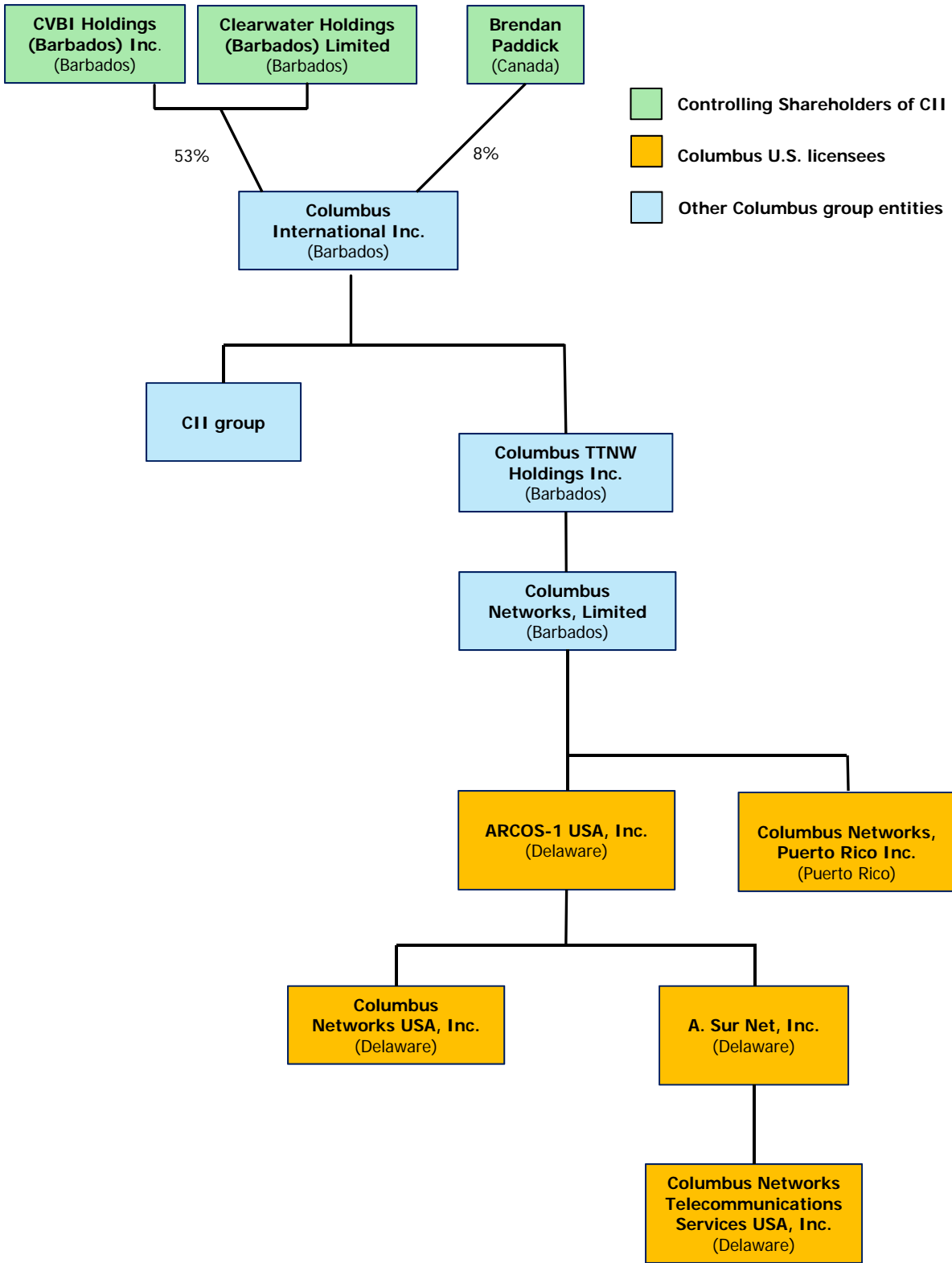
Counsel to C&W

Date: April 14, 2015

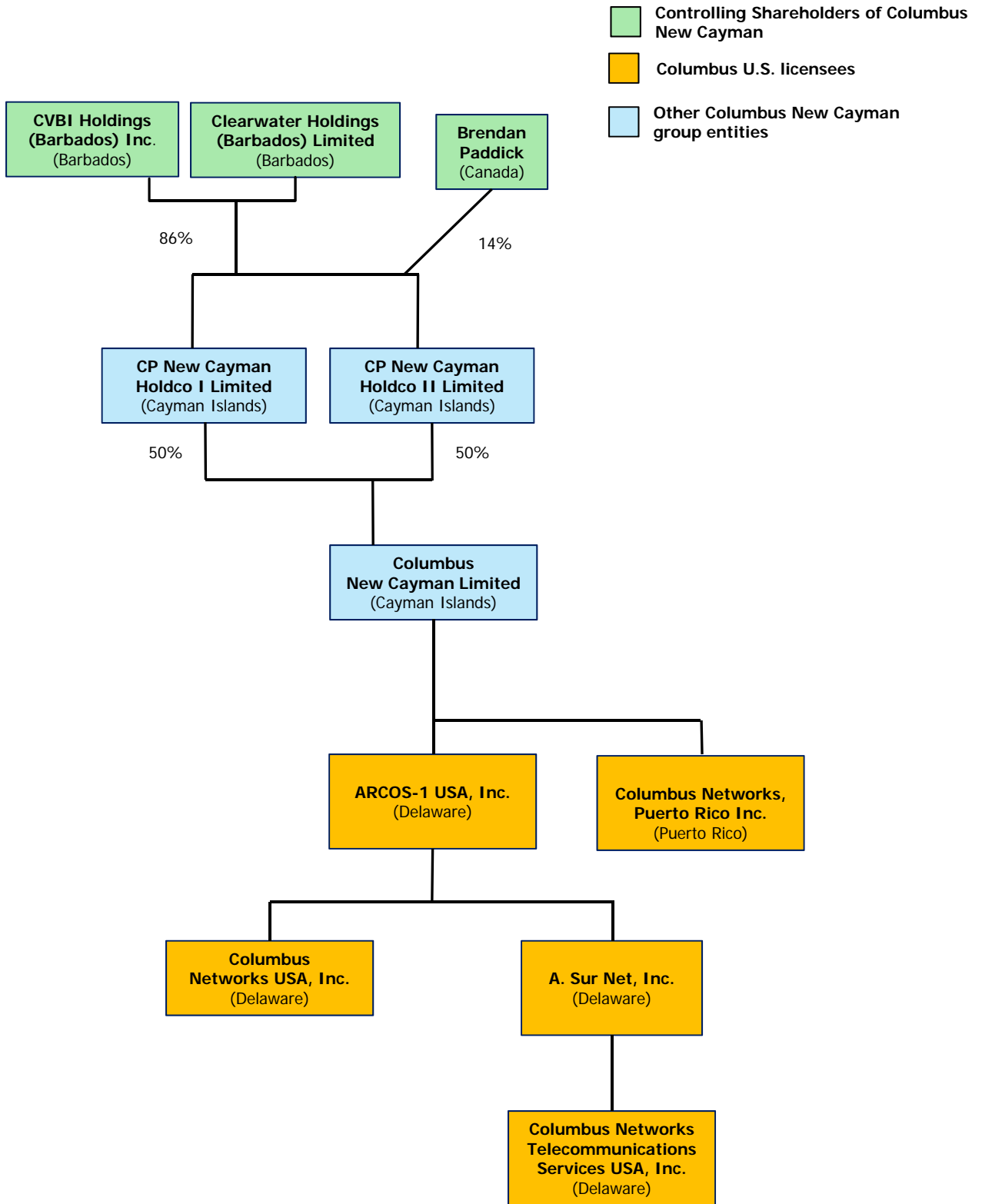
Exhibit A

Pre and Post First Transfer Charts

Organization of Licensees Pre-Transaction



Organization of Licensees After First Transfer



Organization of Licensees After Second Transfer

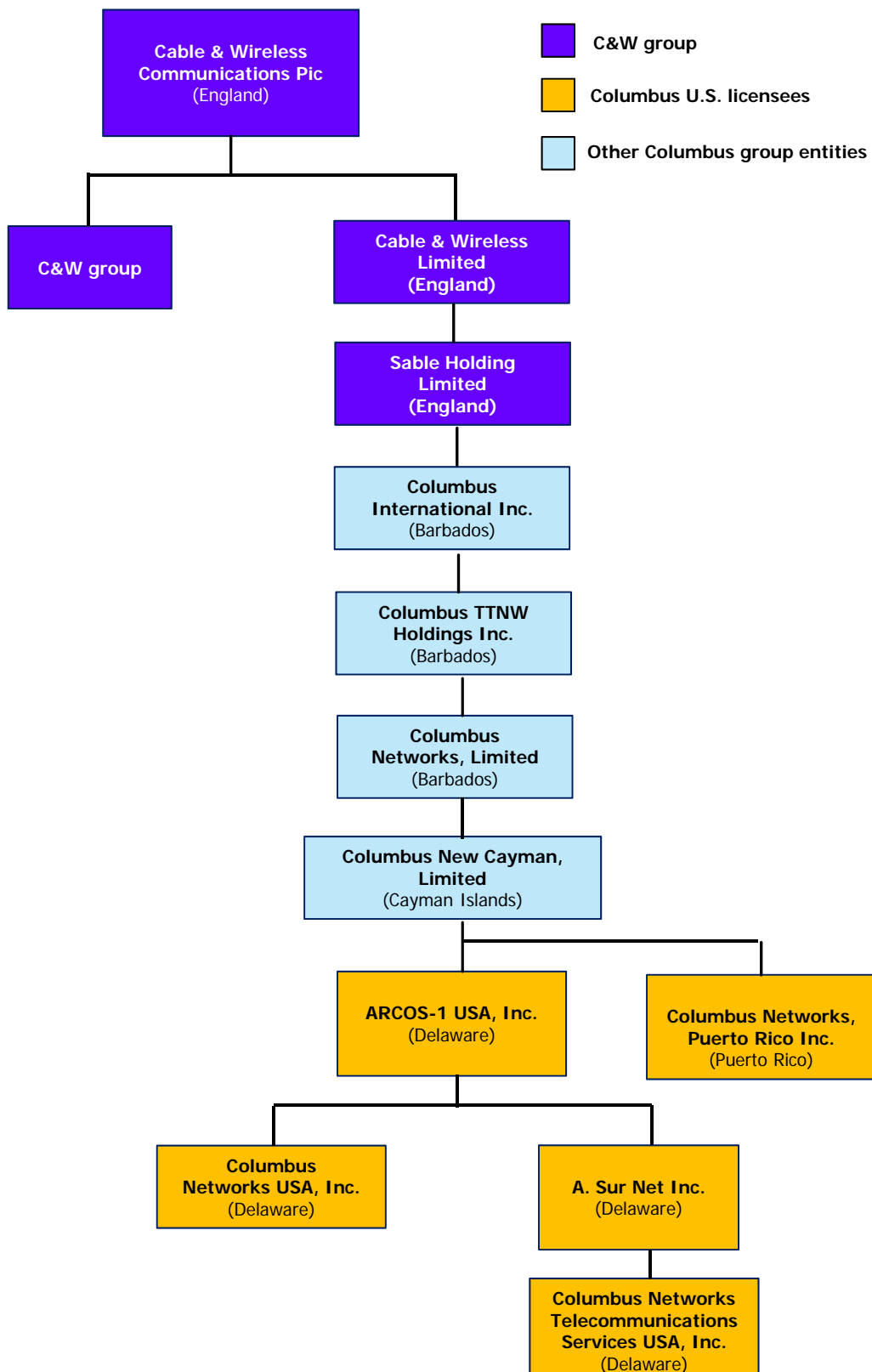


Exhibit B

Ownership Information

As a result of the First Transfer, the ownership structure of each of the Licensees is as follows:

Columbus New Cayman holds a (direct or indirect) 100% voting and equity interest in each of the Licensees.⁶

The following entities have a direct voting and equity interest in Columbus New Cayman:

CP New Cayman Holdco I Limited
Floor 4, Willow House
Cricket Square, PO Box 268
Grand Cayman KY1-1104, Cayman Islands
Jurisdiction: Cayman Islands
Principal Business: Investment
Interest: Direct holding of 50%

CP New Cayman Holdco II Limited
Floor 4, Willow House
Cricket Square, PO Box 268
Grand Cayman KY1-1104, Cayman Islands
Jurisdiction: Cayman Islands
Principal Business: Investment
Interest: Direct holding of 50%

The following shareholders hold more than 10% of the voting and equity securities of Columbus New Cayman through their ownership in CP New Cayman Holdco I Limited and CP Cayman Holdco II Limited:

CVBI Holdings (Barbados) Inc. and Clearwater Holdings (Barbados) Limited
(Ultimately controlled by Mr. John Risley, a Canadian citizen)⁷
Suite 205-207
Dowell House
Cr. Roebuck & Palmetto Streets
Bridgetown, Barbados
Jurisdiction: Barbados
Principal Business: Investment
Interest: Direct holding of 86%⁸

⁶ ARCOS and CNPR are directly wholly-owned by Columbus New Cayman. In turn, CNUSA and ASN are directly wholly-owned by ARCOS. Finally, CNTSUSA is directly wholly-owned by ASN.

⁷ Mr. Risley's ownership in these entities is through Thornvale Holdings Limited, a company incorporated under the laws of Canada, which in turn is controlled by Mr. Risley through a voting trust.

Mr. Brendan Paddick
2A East Mall Drive
Columbus House
Freeport, Grand Bahama, The Bahamas
Citizenship: Canada
Principal Business: Telecommunications
Interest: Direct holding of 14%

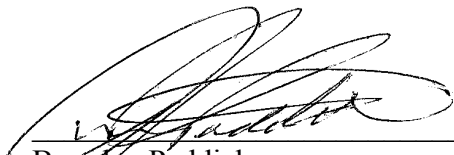
There are no other shareholders of Columbus New Cayman who directly or indirectly own, or will directly or indirectly own following consummation of the First Transfer, 10% or more of the Licensee's equity or voting rights post-consummation.

Information about the ownership information of the Licensees after completion of the Second Transfer of the Transaction is included in the Applications and incorporated by reference herein.

⁸ CHBI holds an 80% direct interest and CHBI holds a 6% direct interest.


CERTIFICATION

On behalf of ARCOS-1 USA, Inc., A.Sur Net, Inc., Columbus Networks USA, Inc., Columbus Networks Telecommunications Services USA, Inc., Columbus Networks Puerto Rico, Inc. and Columbus New Cayman Limited, I hereby certify that the foregoing Notification of Pro Forma Transfer was prepared under my direction and control. I further certify that all statements therein are true, complete, and correct to the best of my knowledge and are made in good faith and that the First Transfer described therein was *pro forma* under the Commission's Rules. I certify under penalty of perjury that the foregoing is true.

By: 
Name: Brendan Paddick
Title: chief executive officer of the Licensees
 president and chief operating officer of Columbus New Cayman Limited
Date: April 14, 2015

CERTIFICATION

On behalf of Cable & Wireless Communications Plc, I hereby certify that the foregoing Notification of Pro Forma Transfer was prepared under my direction and control. I further certify that all statements therein are true, complete, and correct to the best of my knowledge and are made in good faith and that the First Transfer described therein was *pro forma* under the Commission's Rules. I certify under penalty of perjury that the foregoing is true.

By: 
Name: Perley McBride
Title: CFO and Director
Date: April 14, 2015