

## Telefonica Digital Inc.

### **Notification of *Pro Forma* Transfer of Control of Section 214 Authority to Operate as a Global Facilities-Based and Resale Carrier Between the U.S. and All International Points**

Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.24(f) of the Commission's rules, Telefonica Digital Inc. ("TDI") notifies the Commission of a *pro forma* transfer of control of TDI's authority under Section 214 of the Communications Act of 1934, as amended, to provide international telecommunications services on both a facilities-based and a resale basis between the United States and all international points (the "Transfer").

Pursuant to the Transfer, Telefonica Digital Limited ("TD Limited") purchased all of TDI's issued share capital from TDI's previous direct parent, Telefonica Europe plc ("Telefonica Europe"). Both TD Limited and Telefonica Europe are wholly owned subsidiaries of Telefonica S.A. The Transfer was completed on October 27, 2015. TDI certifies that the Transfer was *pro forma* and that, together with all previous *pro forma* transactions, the Transfer did not result in a change in the actual controlling party of TDI.

Pursuant to Section 63.24(f), TDI provides the following information called for in Section 63.18(a)-(d) and (h) of the Commission's rules.

#### **Applicant Contact Information (63.18(a)-(c))**

##### Applicant

Telefonica Digital Inc.  
200 W. Evelyn Ave., # 120  
Mountain View, CA 94041  
(650) 988-8810

**Jurisdiction of Organization:** Delaware

##### Contact for Correspondence Concerning This Notice

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### **Existing Section 214 Authority (63.18(d))**

TDI holds International Section 214 authorization ITC-214-20121106-00284, which authorizes TDI to provide international telecommunications services on both a facilities-based and a resale basis between the United States and all international points.

### **Ownership Information (63.18(h))**

The following entities hold a ten percent or greater interest in TDI, directly or indirectly, following the Transfer. TDI's direct and indirect ownership is illustrated in the organizational chart attached as Exhibit A.

#### **Direct Owner**

Telefonica Digital Limited ("TD Limited")  
260 Bath Road, Slough, Berkshire SL1 4DX, United Kingdom  
**Citizenship:** United Kingdom  
**Principal Business:** Holding company  
**Relationship:** Holds 100 percent of TDI

#### **Indirect Ownership**

Telefonica Digital Holdings, S.L. ("TD Holdings")  
260 Bath Road, Slough, Berkshire SL1 4DX, United Kingdom  
**Citizenship:** United Kingdom  
**Principal Business:** Holding company  
**Relationship:** Holds 100 percent of TD Limited

Telefonica S.A.  
Gran Vía 28, 28013 Madrid, Spain  
**Citizenship:** Spain  
**Principal Business:** Holding company  
**Relationship:** Holds 100 percent of TD Holdings

No other entity holds a direct or indirect interest in TDI greater than 10 percent.

To the best of TDI's knowledge at present, no officer or director of TDI or the transferee, TD Limited, is an officer or director of any foreign carrier.

**Exhibit A**

