

By this application, Columbus New Cayman Limited (“Columbus”¹ or “Transferor”) and Liberty Global plc (“Liberty Global”² or “Transferee”) (together, the “Applicants”), request Commission consent to the transfer of control of the international section 214 authorizations held by Columbus Networks Telecommunications Services USA, Inc. (“CNTS”) and Columbus Networks Puerto Rico, Inc. (“CNPR”) (collectively, “Licensees”) from Columbus to Liberty Global.

Parties to the Proposed Transaction

CNTS is organized under the laws of Delaware. 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. CNPR is organized under the laws of Puerto Rico. 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 ASN, which is in turn a direct wholly-owned subsidiary of ARCOS. ARCOS and CNPR are direct wholly-owned subsidiaries of the Transferor.

Columbus is indirectly wholly-owned by three of the previous shareholders of CII: CVBI Holdings (Barbados) Inc., Clearwater Holdings (Barbados) Limited, and Mr. Brendan Paddick, a Canadian citizen.

¹ Columbus is a holding company formed under the laws of the Cayman Islands. Columbus wholly owns and controls the CFX-1 and ARCOS-1 cable systems through its direct ownership interests in ARCOS-1 USA, Inc. (“ARCOS”) and its indirect ownership interests in Columbus Networks USA, Inc. and A.SurNet, Inc. (“ASN”), all of which hold submarine cable landing licenses. The Licensees provide telecommunications services to customers as described herein.

² Liberty Global is an international provider of video, broadband internet, fixed-line telephony and mobile services with operations in 14 countries. Through its subsidiaries Virgin Media Inc., Unitymedia KabelBW GmbH and Telenet Group Holding N.V., Liberty Global provides video, broadband internet, fixed-line telephony and mobile services in the United Kingdom, Germany and Belgium, respectively. In the Netherlands, Liberty Global provides video, broadband internet, fixed-line telephony and mobile services through its subsidiaries Ziggo Holding B.V. and UPC Nederland B.V. Liberty Global also provides video, broadband internet and fixed-line telephony services in eight other European countries and mobile services in four other European countries. In Latin America, subsidiaries of Liberty Global provide video, broadband internet, fixed-line telephony and mobile services in Chile and video and broadband communications services in Puerto Rico.

**FCC FORM214TC
Attachment 1**

Liberty Global is a publicly-listed company organized under the laws of England and Wales. Liberty Global's shares are divided into two tracking stock groups: (1) Liberty Global Group, which trades on the NASDAQ Global Select Market; and (2) Liberty Latin America and Caribbean Group, which trades on the NASDAQ Global Select Market and the OTC link.

On November 16, 2015, Liberty Global and Cable & Wireless Communications plc ("C&W") jointly announced a recommended offer pursuant to which Liberty Global would acquire 100 percent of the issued and to be issued shares of C&W, subject to all required regulatory and corporate approvals ("Transaction"). The Applicants respectfully submit that the Transaction will serve the public interest, convenience and necessity. The combination of C&W's Caribbean and Latin American operations with Liberty Global's operations in Chile and Puerto Rico will facilitate the creation of a leading video, broadband, mobile and business-to-business service provider across the Latin American and Caribbean region. Liberty Global also expects that the Transaction will benefit United States customers of the Licensees, and that the Licensees will continue to provide high-quality services to customers under existing contracts without interruption, changes in rates, or other changes in terms and conditions. Following completion of the Transaction, the combined Liberty Global and C&W Group expect to utilize their product knowledge and customer service expertise to offer innovative video products with superior broadband speeds and seamless connectivity.

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

For Licensees and Transferor:

c/o Brendan Paddick
chief executive officer
Columbus Networks USA, Inc.
1590 West Dixie Highway
North Miami Beach, FL 33162
Phone: (786) 274-7400
Fax: (786) 274-7402
bpaddick@columbus.com

with a copy to:

Ulises R. Pin, Esquire
Brett P. Ferenchak, Esquire
Morgan, Lewis & Bockius LLP
2020 K Street, NW
Washington, DC 20006
Telephone: (202) 373-6664
Fax: (202) 373-6001
u.pin@morganlewis.com
brett.ferenchak@morganlewis.com

For Transferee: John P. Babb, Esquire
Vice President, Legal
Liberty Global, Inc.
12300 Liberty Boulevard
Englewood, CO 80112
Telephone: (303) 220-6638
jbabb@libertyglobal.com

with a copy to: Robert L. Hoegle, Esquire
Thomas F. Bardo, Esquire
Nelson Mullins Riley & Scarborough LLP
101 Constitution Avenue, Suite 900
Washington, DC 20001
Telephone: (202) 712-2816
Fax: (202) 712-2836
bob.hoegle@nelsonmullins.com
tom.bardo@nelsonmullins.com

Neither the Transferor nor the Transferee 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

Following completion of the Transaction, Columbus will hold a (direct or indirect) 100% voting interest and equity interest in each of CNTS and CNPR. The following entity will hold a 100% voting and equity interest in Columbus:

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

The following entity will hold a 100% voting and equity interest in Columbus Networks Limited:

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

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

Sable Holding Limited
2nd Floor, 62-65 Chandos Place
London, United Kingdom WC2N 4HG
Jurisdiction: England
Business: Holding Company
Interest: Direct holding of 100%

The following entity will hold a 100% voting and equity interest in Sable Holding Limited:

Cable & Wireless Limited
2nd Floor, 62-65 Chandos Place
London, United Kingdom WC2N 4HG
Jurisdiction: England
Business: Holding Company
Interest: Direct holding of 100%

The following entity will hold a 100% voting and equity interest in Cable & Wireless Limited:

Cable & Wireless Communications Limited³
2nd Floor, 62-65 Chandos Place
London, United Kingdom WC2N 4HG
Jurisdiction: England
Business: International Telecommunications Services
Interest: Direct holding of 100%

The following entity will hold a 100% voting and equity interest in Cable & Wireless Communications Limited:

³ Cable & Wireless Communications plc, a public limited company, will be converted to Cable & Wireless Communications Limited, a limited company.

Coral New UKCo. Ltd.
c/o Griffin House, 161 Hammersmith Road
London, United Kingdom W6 8BS
Jurisdiction: England
Business: Holding Company
Interest: Direct holding of 100%

The following entity will hold a 100% voting and equity interest in Coral New UKCo. Ltd.:

LGE Coral Holdco
c/o Griffin House, 161 Hammersmith Road
London, United Kingdom W6 8BS
Jurisdiction: England
Business: Holding Company
Interest: Direct holding of 100%

The following entity will hold a 100% voting and equity interest in LGE Coral Holdco:

Liberty Global plc
Griffin House, 161 Hammersmith Road
London, United Kingdom W6 8BS
Jurisdiction: England
Business: International provider of cable and telecommunications services
Interest: Direct holding of 100%

Following consummation of the Transaction, the following persons and/or entities are expected to have a shareholding greater than 10% of the voting and/or equity securities of Liberty Global:

John C. Malone
c/o 12300 Liberty Boulevard
Englewood, Colorado 80112
U.S. citizen
Interest: Dr. Malone is expected to hold approximately 23.7% to 24.1% of the voting power of the Liberty Global Group shares and approximately 8.2 % to 10.4% of the voting power of the Liberty Global Latin America and Caribbean Group shares.

Attached as Exhibit 1 are pre- and post-transaction corporate structure charts.

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

Liberty Global does not have any interlocking directorates with foreign carriers.

Answer to Question 13 – Background and Description of Transaction

On November 6, 2014, Columbus International, Inc. (“CII”), and C&W entered into an agreement pursuant to which C&W would acquire 100 percent of the shares of CII. CII and C&W jointly filed an application seeking Commission consent to the transfer of control of the Licensees from Columbus Networks, Limited (“CNL”), an indirect, wholly-owned subsidiary of CII, to C&W. See File No. ITC-T/C-20141121-00304; ITC-T/C-20141121-00307, filed Nov. 21, 2014 (“Joint Application”). The Joint Application stated that the CII/C&W transaction likely would occur in a two-step process. In the first step, the shares held by CNL in the Licensees would be transferred in a *pro forma* transaction to a newly-formed company, Columbus, owned by the ultimate majority owners and controlling parties of CII. In the second step, ownership and control of Columbus and the Licensees would be transferred to C&W following Commission approval of the Joint Application and related transfer of control applications.

Consistent with the Joint Application, the first step *pro forma* transaction was completed on March 31, 2015.⁴ By Order dated November 13, 2015, the Commission approved the transfer of control of the Licensees from Columbus to C&W.⁵

As noted above, on November 16, 2015, Liberty Global and C&W jointly announced a recommended offer pursuant to which Liberty Global would acquire 100 percent of the issued and to be issued shares of C&W, subject to all required regulatory and corporate approvals. Thus, in light of the Transaction between Liberty Global & C&W, the second step of the CII/C&W transaction described in the Joint Application is not currently expected to occur.⁶ Columbus and Liberty Global

⁴ See Notification of *Pro Forma* Transfer and Minor Amendment to Applications, File Nos. SCL-T/C-20141121-00013; SCL-T/C-20141121-00014; ITC-T/C-20141121-00304; ITC-T/C-20141121-00307, filed April 14, 2015 (the “*Pro Forma* Notification”). As described in the Joint Application and *Pro Forma* Notification, two indirect subsidiaries of CII acquired by C&W in the first step entered into intercompany management agreements to provide day-to-day management services for the benefit of the Licensees. However, Columbus and the Licensees retain ultimate authority and control over all regulated aspects of the U.S. business, including having appropriate staff in place to oversee and supervise the provision of management services by the relevant C&W entities.

⁵ See *Applications of Cable & Wireless Communications plc and Columbus New Cayman Limited for Transfer of Control of Cable Landing Licenses and Section 214 Authorizations*, Memorandum Opinion and Order, DA 15-307 (I.B. rel. Nov. 13, 2015) (“Columbus Approval Order”).

⁶ The Transaction is subject to a number of conditions, including, without limitation, securing shareholder approval and obtaining Commission consent for the Transaction. If such conditions are not fulfilled, Columbus expects to consummate the second step of the CII/C&W transaction in accordance with the Columbus Approval Order.

therefore request approval of the transfer of control of the Licensees from Columbus to Liberty Global.

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

Transferee, Liberty Global, certifies that it is not a foreign carrier. Following completion of the Transaction, Liberty Global will become affiliated with the following foreign dominant carriers, which are currently affiliated with C&W:

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 (British Virgin Islands) 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
CWC WS Holdings 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 & Tobago ⁷
Cable and Wireless (TCI) Limited	Turks and Caicos Islands

Further, upon consummation of the Transaction, Liberty Global will become affiliated with the following non-dominant foreign carriers, which are currently affiliated with C&W:⁸

Foreign Carrier	Country
Kelcom International (Antigua & Barbuda) Ltd.	Antigua & Barbuda

⁷ C&W is in the process of divesting its indirect 49% ownership interest in Telecommunications Services of Trinidad and Tobago Limited.

⁸ None of the carriers listed in this table is listed in the Commission's List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets. In addition, these foreign carriers offer services in competition with dominant foreign carriers and others. These foreign carriers each hold significantly less than a 50% market share in the international transport market between the U.S. and their home markets in the local access markets in the countries where they operate. Moreover, these foreign carriers do not have the ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities to exercise market power in the countries where they operate.

**FCC FORM 214TC
Attachment 1**

Foreign Carrier	Country
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
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(i) – Certification Regarding Destination Markets

Upon consummation of the Transaction, the Licensees would be authorized to provide international telecommunications services to all the destination points 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), upon completion of the Transaction, Transferee will qualify for a presumption of non-dominant status on all international routes except those listed below, because each of the Transferee’s post-Transaction 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, following completion of the Transaction, 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 it will become affiliated with a carrier (see response to Question 14) that has dominant status:⁹

<u>Destination Market</u>	<u>Foreign Carriers with Market Power</u>
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 & Wireless (British Virgin Islands) Ltd.*
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 & 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 & Tobago	Telecommunications Services of Trinidad & Tobago Limited

⁹ This list includes all carriers currently 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”).

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.

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

Power

With the exception of the Bahamas¹⁰ and the Seychelles, all of the foreign destination markets identified in Questions 15 are members of the World Trade Organization (“WTO”).¹¹ The affiliated foreign carriers are presumed by the Commission to have market power.¹²

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

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

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

Not applicable.

¹⁰ Although The Bahamas is not a member of the WTO, it has applied for membership status and its application is pending. The Bahamas currently holds observer status at the WTO. See http://www.wto.org/english/thewto_e/acc_e/a1_bahamas_e.htm.

¹¹ The FCC has treated the British overseas 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, Montserrat, and Turks and Caicos should be treated as a WTO Member for purposes of this application.

¹² To avoid any competitive concerns, Cable & Wireless Communications, Inc. 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.

CONCLUSION

For the foregoing reasons, Liberty Global and Columbus respectfully submit that grant of this Application will serve the public interest, convenience and necessity.

Respectfully submitted,

LIBERTY GLOBAL PLC

/s/ Robert L. Hoegle

Robert L. Hoegle, Esquire
Thomas F. Bardo, Esquire
Nelson Mullins Riley & Scarborough LLP
101 Constitution Avenue, Suite 900
Washington, DC 20001
Telephone: (202) 712-2800
bob.hoegle@nelsonmullins.com
tom.bardo@nelsonmullins.com

Counsel for Liberty Global plc

**COLUMBUS NETWORKS TELECOMMUNICATIONS
SERVICES USA, INC., COLUMBUS NETWORKS
PUERTO RICO, INC. AND COLUMBUS NEW
CAYMAN LIMITED**

/s/ Ulises R. Pin

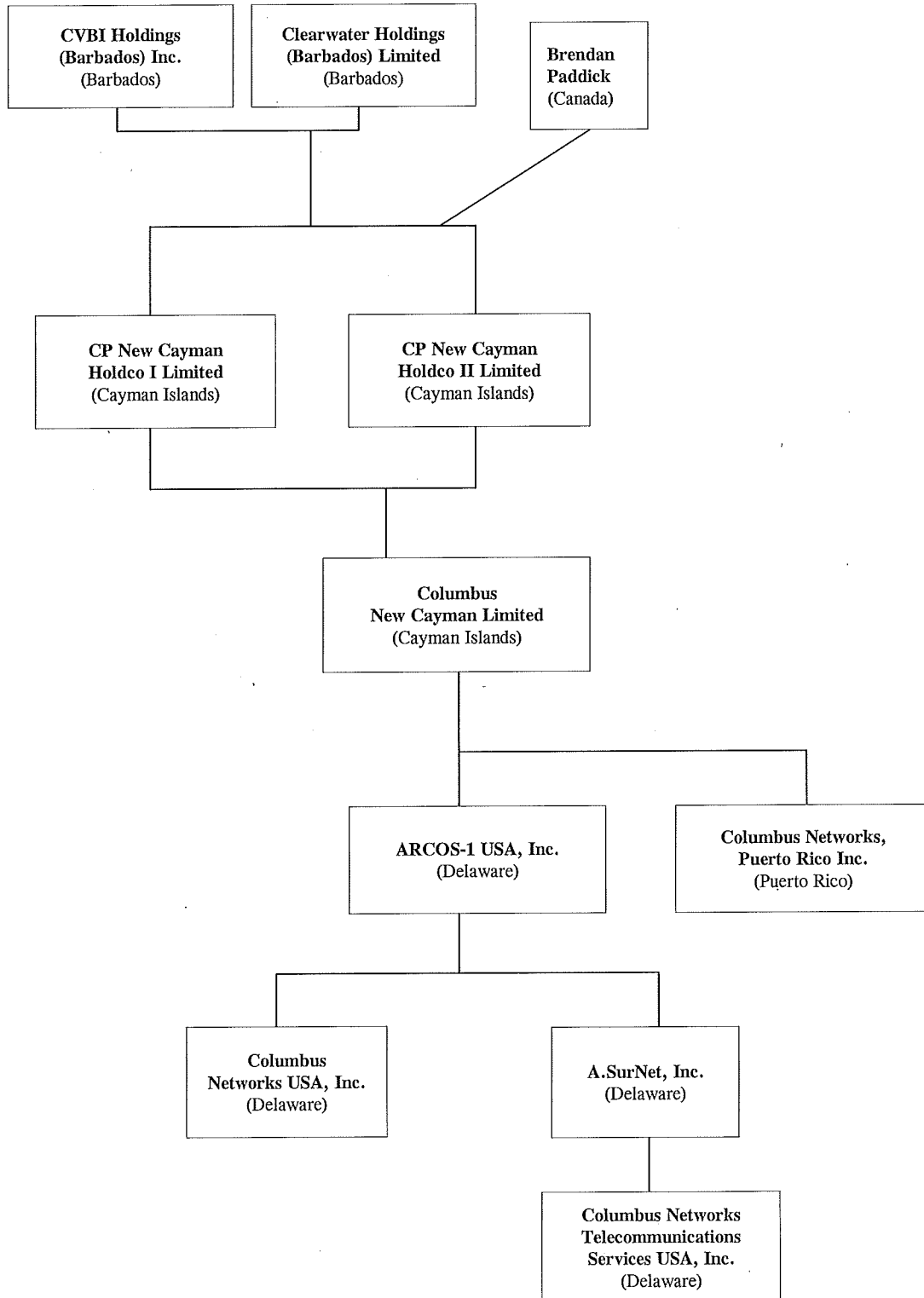
Ulises R. Pin, Esquire
Brett P. Ferenchak, Esquire
Morgan, Lewis & Bockius LLP
2020 K Street, N.W.
Washington, DC 20006
Telephone: (202) 373-6664
Fax: (202) 373-6001
u.pin@morganlewis.com
brett.ferenchak@morganlewis.com

*Counsel for Columbus Networks Telecommunications
Services USA, Inc., Columbus Networks Puerto Rico,
Inc. and Columbus New Cayman Limited*

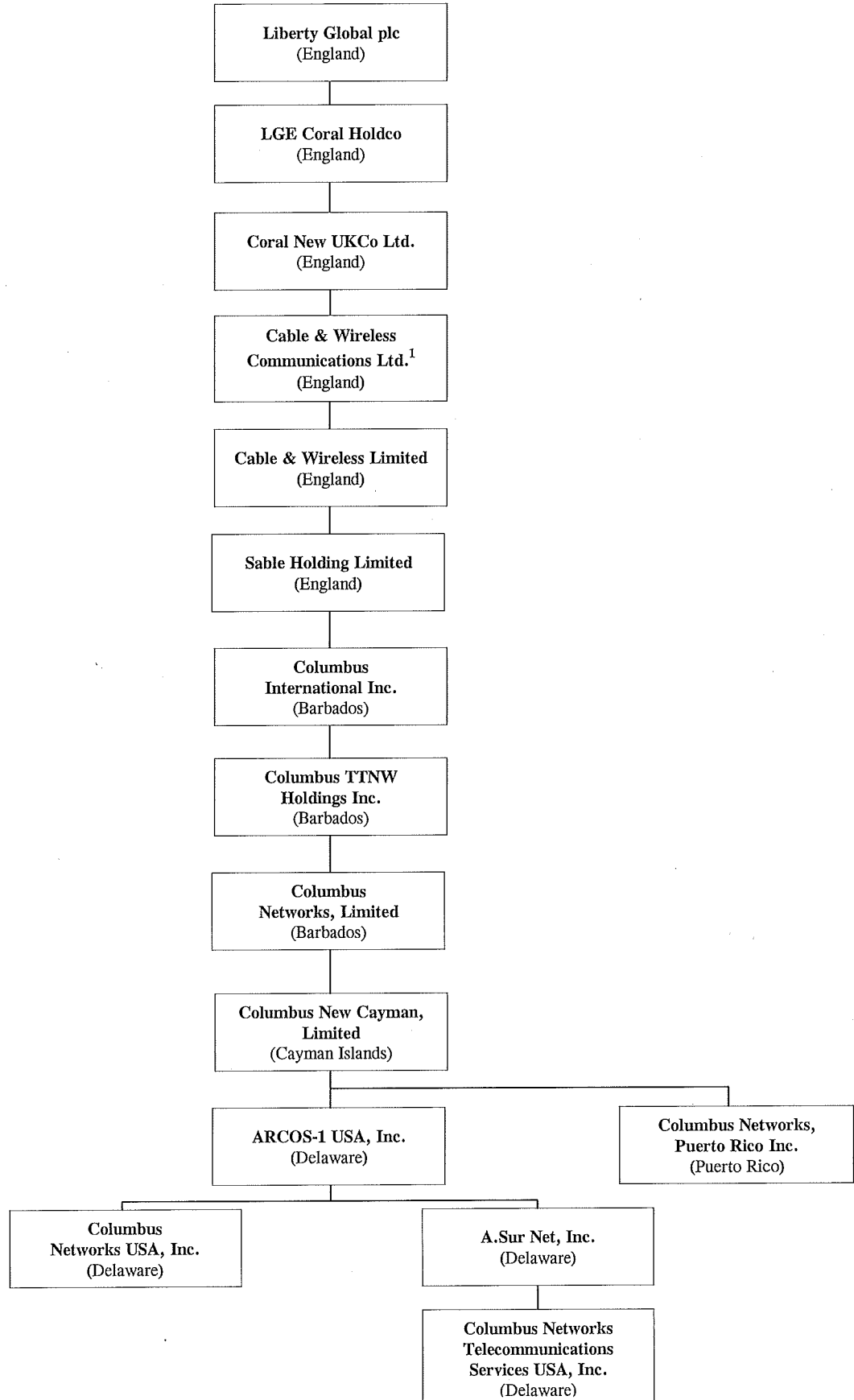
November 30, 2015

EXHIBIT 1

Columbus Licensees Current Structure



Columbus Licensees Post-Transaction Structure

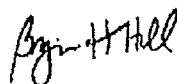


¹ Cable & Wireless Communications plc, a public limited company, will be converted to Cable and Wireless Communications Ltd., a limited company.

VERIFICATION

I, Bryan H. Hall, state that I am Executive Vice President, General Counsel and Secretary of Liberty Global plc, and that I am authorized to make this verification on behalf of Liberty Global plc; that the statements regarding the Transaction and the certifications contained in the foregoing Federal Communication Commission International Section 214 Authorization Transfer of Control Application seeking consent to the transfer of control of Columbus New Cayman Limited and the Licensees, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under the penalty of perjury that the foregoing is true and correct.



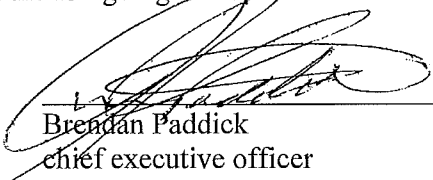
Bryan H. Hall
Executive Vice President, General Counsel
and Secretary
Liberty Global plc

Executed on November 30, 2015

VERIFICATION

I, Brendan Paddick , state that I am the chief executive officer, of Columbus New Cayman Limited (“Columbus”); that I am authorized to represent Columbus and its subsidiaries including Licensee(s) and to make this verification on their behalf; that the statements regarding the Transaction, Columbus and the Licensee(s) contained in the foregoing Federal Communications Commission application seeking consent to the transfer of control of Columbus and the Licensee(s), except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under the penalty of perjury that the foregoing is true and correct.



Brendan Paddick
chief executive officer

Executed on November 25, 2015