

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

In the Matter of)	
)	
Cable & Wireless Network Services Limited)	
Cable and Wireless (British Virgin Islands) Ltd.)	File No. SCL-T/C-20151130-00033
Cable & Wireless (EWC) Limited)	File No. SCL-T/C-20151130-00034
CWC WS Holdings Panama S.A.)	
<i>Licensees,</i>)	
)	
Cable & Wireless Communications plc)	
<i>Transferor,</i>)	
)	
And)	
)	
Liberty Global plc)	
<i>Transferee</i>)	
)	
Applications for Transfer of Control of Cable Landing Licenses)	
)	
Cable & Wireless Communications, Inc.)	File No. ITC-T/C-20151130-00291
)	
Application for Transfer of Control Of International Section 214 Authority)	

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

Cable & Wireless Communications plc (“C&W”), Cable & Wireless Network Services Limited (“CWNS”), Cable and Wireless (British Virgin Islands) Ltd. (“Cable and Wireless BVI”), Cable & Wireless (EWC) Limited (“Cable & Wireless EWC”), CWC WS Holdings Panama S.A. (“CWC Panama”), Cable & Wireless Communications, Inc. (“CWCI”) and Liberty Global plc (“Liberty Global,” and together with C&W, CWNS, Cable and Wireless BVI, Cable & Wireless EWC, CWC Panama and CWCI, the “Applicants”), through their undersigned counsel, hereby submit this: (1) Notification of *Pro Forma* Assignment, pursuant to Sections 1.767(g)(7) and 63.24(f) of the Commission’s Rules (47 C.F.R. §§1.767(g)(7) and

63.24(f)); and (2) minor amendment to the above-captioned transfer of control applications (collectively, the “Applications”) to incorporate the new licensee and transferor entities resulting from the *pro forma* assignment transaction described below.

BACKGROUND

On November 30, 2015, the Applicants filed the Applications seeking Commission consent to the transfer of control of CWNS, Cable and Wireless BVI, Cable & Wireless EWC, CWC Panama and CWCI (collectively, “Licensees”) from C&W to Liberty Global.

As set forth in the Applications, 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 (“Transaction”). The Applications further stated that the Transaction would take place in a two-step process. In the first step, the submarine cable landing licenses and the international section 214 authorization held by the Licensees, and the associated U.S.-regulated assets and business, would be assigned to a newly-incorporated entity, CWC New Cayman Limited (“CWC New Cayman”). CWC New Cayman then would be transferred to a newly-incorporated holding company, CWC New Cayman Holdco Limited (“CWC New Cayman Holdco”) (“First Step”).¹ In the second step of the Transaction, following Commission approval of the amended Applications and related transfer of control applications² filed with the Commission, indirect ownership and control of CWC New Cayman will be transferred to Liberty Global.

¹ In their Applications, the Applicants noted that they would notify the Commission of the *pro forma* assignment of the assets and licenses held by the Licensees to CWC New Cayman and file the instant minor amendment to the Applications.

² The file numbers for the related transfer of control applications submitted in connection with the Transaction are: SCL-T/C-20151130-00035; SCL-T/C-20151130-00036; ITC-T/C-20151130-00281; ITC-T/C-20151130-00282 and 0007040208.

Notification of Pro Forma Assignment and Amendment to Applications

Applicants hereby: (1) notify the Commission that the *pro forma* First Step occurred on December 17, 2015; and (2) amend the Applications to incorporate CWC New Cayman as the new Licensee and CWC New Cayman Holdco as the new transferor for purposes of the Applications.

Applicants respectfully submit that the First Step constitutes a *pro forma* assignment of the submarine cable landing licenses and international section 214 authorization previously held by the Licensees under the definitions set forth in Section 63.24 of the Commission's Rules (47 C.F.R. §63.24). Following completion of the First Step, CWC New Cayman Holdco, the parent company of *pro forma* assignee CWC New Cayman, is owned by shareholders holding a majority of the shares of C&W. Thus, C&W majority shareholders retain *de jure* control of CWC New Cayman and continue to exercise control over CWC New Cayman. The Boards of Directors of CWC New Cayman and CWC New Cayman Holdco are comprised of C&W shareholders. CWC New Cayman has entered into a Management and Services Agreement ("Agreement") with C&W and CWCI to provide certain management services for the benefit of CWC New Cayman. CWC New Cayman retains ultimate authority and control over all regulated aspects of CWC New Cayman's U.S. business, including having appropriate staff in place to oversee and supervise the provision of management services by C&W and CWCI.

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 requested in Sections 63.18(a) through (d) and (h) of the Commission's Rules (47 C.F.R. §63.18(a)-(d) & (h)):

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

Pro Forma Assignors:
(and previous Licensees
under the Applications)

Cable and Wireless Network Services Limited
9th Floor Cumberland House
1 Victoria Street
Hamilton HM11
Bermuda
Telephone: (540) 246-0495

Cable and Wireless (British Virgin Islands) Limited
Palestina Estate, Road Town
Tortola, British Virgin Islands

Cable & Wireless (EWC) Limited
Craigmuir Chambers, Road Town
Tortola, British Virgin Islands

CWC WS Holdings Panama S.A.
Plaza International, Via Espana
Apartado 0834-00659, Zona 9A
Panama City, Panama

Cable & Wireless Communications, Inc.
1 Alhambra Plaza, Suite 1000
Coral Gables, FL 33134

Pro Forma Assignee:
(and new Licensee
under the Applications)

CWC New Cayman Limited
Walkers Corporate Limited
Cayman Corporate Centre
27 Hospital Road
George Town, Grand Cayman KY1-9008
Cayman Islands

New Transferor
under the Applications:

CWC New Cayman Holdco Limited
Walkers Corporate Limited
Cayman Corporate Centre
27 Hospital Road
George Town, Grand Cayman KY1-9008
Cayman Islands

Transferee:

Liberty Global plc
Griffin House
161 Hammersmith Road
London, United Kingdom
W6 8BS
Telephone: +44(0) 208 483-6449

(2) Place of Formation:

Pro Forma Assignors: CWNS is organized under the laws of Bermuda. Cable and Wireless BVI and Cable & Wireless EWC are organized under the laws of the British Virgin Islands. CWC Panama is organized under the laws of Panama. CWCI is organized under the laws of the Commonwealth of Virginia.

Pro Forma Assignee: CWC New Cayman is organized under the laws of the Cayman Islands.

New Transferor: CWC New Cayman Holdco is organized under the laws of the Cayman Islands.

Transferee: Liberty Global is organized under the laws of England and Wales.

(3) Correspondence concerning this Notification/Amendment should be sent to:

For *Pro Forma* Assignee
New Licensee and
New Transferor: c/o Mr. Brendan Paddick
CWC New Cayman Limited
Walkers Corporate Limited
Cayman Corporate Centre
27 Hospital Drive
George Town, Grand Cayman KY1-9008

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) 373-6000
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 Ave, NW, Suite 900
Washington, DC 20001
Telephone: (202) 712-2816
Fax: (202) 712-2836
bob.hoegle@nelsonmullins.com
tom.bardo@nelsonmullins.com

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

CWNS is the licensee of the Gemini-Bermuda Cable System. Cable and Wireless BVI, Cable & Wireless EWC and CWC Panama hold interests in the Pacific Caribbean Cable System ("PCCS Cable System"). A description of the Gemini-Bermuda Cable System is on file with the Commission under FCC File No. SCL-LIC-20070925-00017, and a description of the PCCS Cable System is on file with the Commission under FCC File No. SCL-LIC-20131022-00001. Both licenses are incorporated by reference herein.

CWCI is authorized to provide global, facilities-based and resale services pursuant to its international Section 214 authorization issued by the Commission under FCC File No. ITC-214-20100512-00191, which is incorporated by reference herein.

(5) Ownership Information:

The corporate structure charts attached hereto as Exhibit 1 depict the Licensees' ownership structures before completion of the First Step of the Transaction. As depicted in Exhibit 2 hereto, following completion of the First Step, CWC New Cayman is wholly-owned by CWC New Cayman Holdco. As stated above, the shareholders of CWC New Cayman Holdco hold a majority of the shares of C&W. No single shareholder holds a greater than 5 percent direct or indirect interest in CWC New Cayman Holdco.

The corporate structure chart attached hereto as Exhibit 3 depicts the ownership structure of CWC New Cayman following completion of the Second Step. The following entity will hold 100% of the voting and equity interest in CWC New Cayman following completion of the Second Step:

Cable & Wireless Communications, Inc.
1 Alhambra Plaza, Suite 1000
Coral Gables, FL 33134
Jurisdiction: United States
Business: telecommunications provider
Interest: Direct holding of 100%

The following entity will hold 100% of the voting and equity interest in Cable & Wireless Communications, Inc.:

Cable and Wireless (West Indies) 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 100% of the voting and equity interest in Cable and Wireless (West Indies) Limited:

CWI Group 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 100% of the voting and equity interest in CWI Group Limited:

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 100% of the 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 100% of the 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% of the voting and equity interest in Cable & Wireless Communications Limited:

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% of the 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%

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

The following entity will hold a 100% of the 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 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 interest in

Liberty Global:

John C. Malone
c/o 12300 Liberty Boulevard
Englewood, Colorado 80112
U.S. citizen

Voting 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 Latin America and Caribbean Group shares. These holdings of Dr. Malone would result in his holding approximately 22% of the voting power of Liberty Global plc.

Equity Interest: Dr. Malone is expected to hold shares representing an equity interest of approximately 3.4% to 4% in the Liberty Global Group and approximately 0.9% to 3.3% in the Liberty Latin America and Caribbean Group. These holdings of Dr. Malone would result in an equity interest of approximately 3.5% in Liberty Global plc.

There are no interlocking directors to report.

* * *

Applicants certify that the First Step was *pro forma* as defined under 47 C.F.R. §63.24 and did not result in a change in the ultimate control of CWC New Cayman. Neither *de jure* nor *de facto* control of CWC New Cayman will be transferred to Liberty Global in connection with the Transaction until the Commission grants the Applications.

CONCLUSION

For the foregoing reasons, Applicants respectfully request that the Commission: (1) update its license files to reflect completion of the First Step; and (2) amend the Applications to incorporate CWC New Cayman as the Licensee and CWC New Cayman Holdco as the Transferor under the Applications.

Respectfully submitted,

LIBERTY GLOBAL PLC

/s/ Robert L. Hoegle

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Thomas F. Bardo, Esquire
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Counsel for Liberty Global plc

**CWC NEW CAYMAN HOLDCO LIMITED
CWC NEW CAYMAN LIMITED**

/s/ Ulises R. Pin

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Brett P. Ferenchak, Esquire
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Washington, D.C. 20006
Telephone: (202) 373-6664
Fax: (202) 373-6001
u.pin@morganlewis.com
bret.ferenchak@morganlewis.com

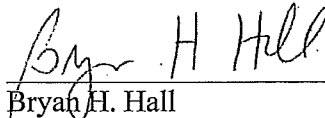
*Counsel CWC New Cayman Holdco Limited and
CWC New Cayman Limited*

January 15, 2016

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 contained in the foregoing Notification of *Pro Forma* Assignment and Minor Amendment to Applications, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief; and that the First Step described therein was *pro forma* under the Commission's Rules.

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



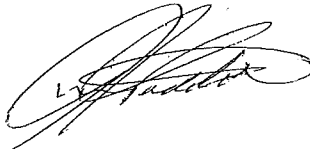
Bryan H. Hall
Executive Vice President, General Counsel
and Secretary
Liberty Global plc

Executed on January 15, 2016

VERIFICATION

I, Brendan Paddick, state that I am Director of CWC New Cayman Limited; that I am authorized to make this verification on behalf of CWC New Cayman and CWC New Cayman Holdco Limited; that the statements contained in the foregoing Notification of *Pro Forma* Assignment and Minor Amendment to Applications, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information, and belief; and that the First Step described therein was *pro forma* under the Commission's Rules.

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



Brendan Paddick
Director
CWC New Cayman Limited

Executed on January 15, 2016

Exhibit 1-A

CWNS Structure Prior to First Step

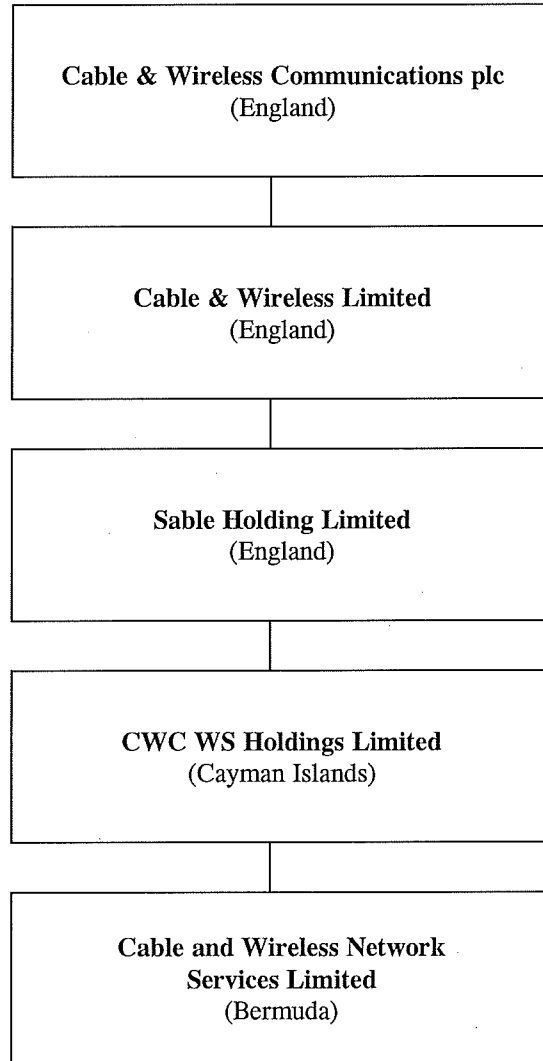


Exhibit 1-B

**Cable and Wireless BVI, Cable & Wireless EWC and
CWC Panama Structure Prior to First Step**

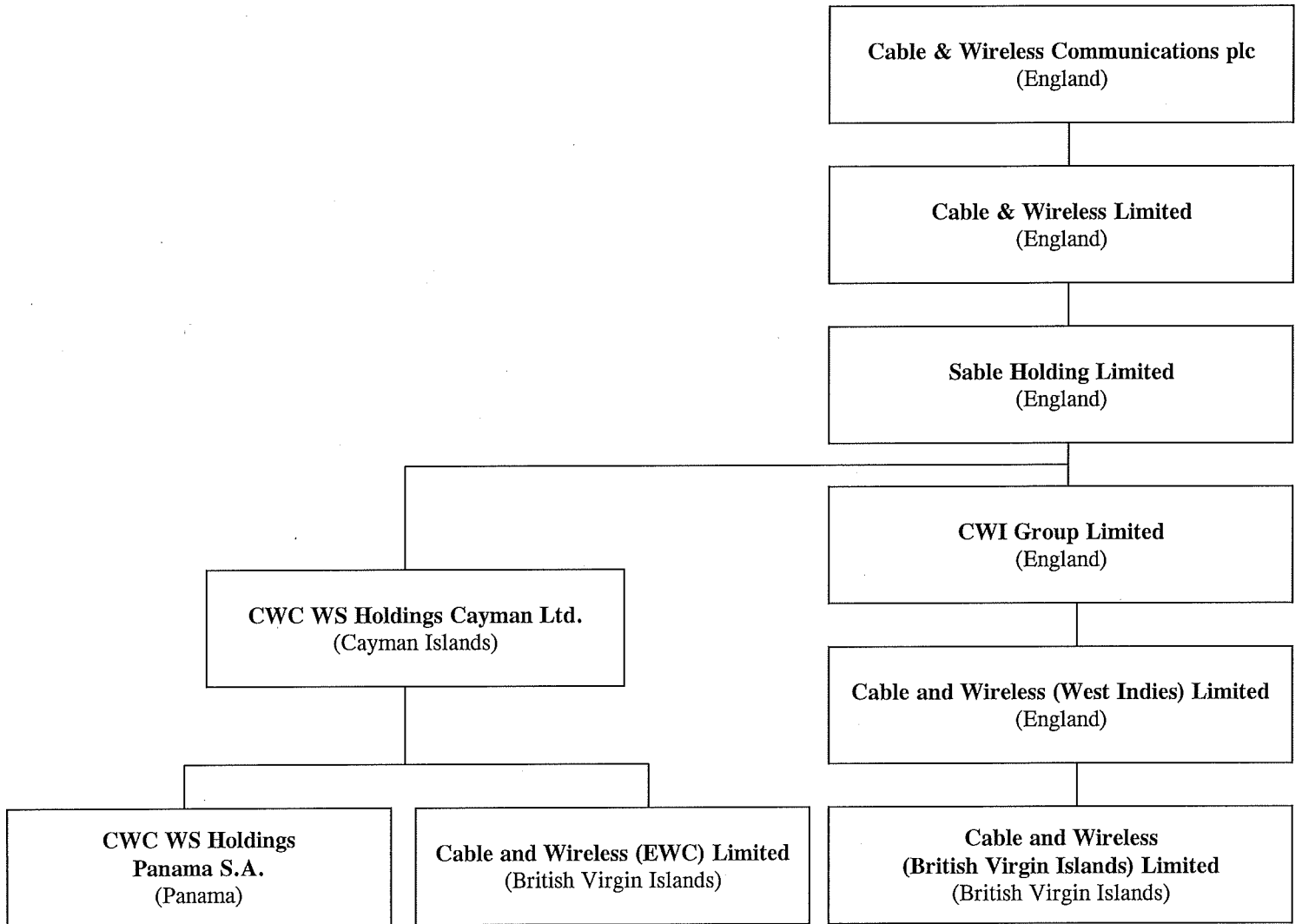


Exhibit 1-C

CWCI Structure Prior to First Step

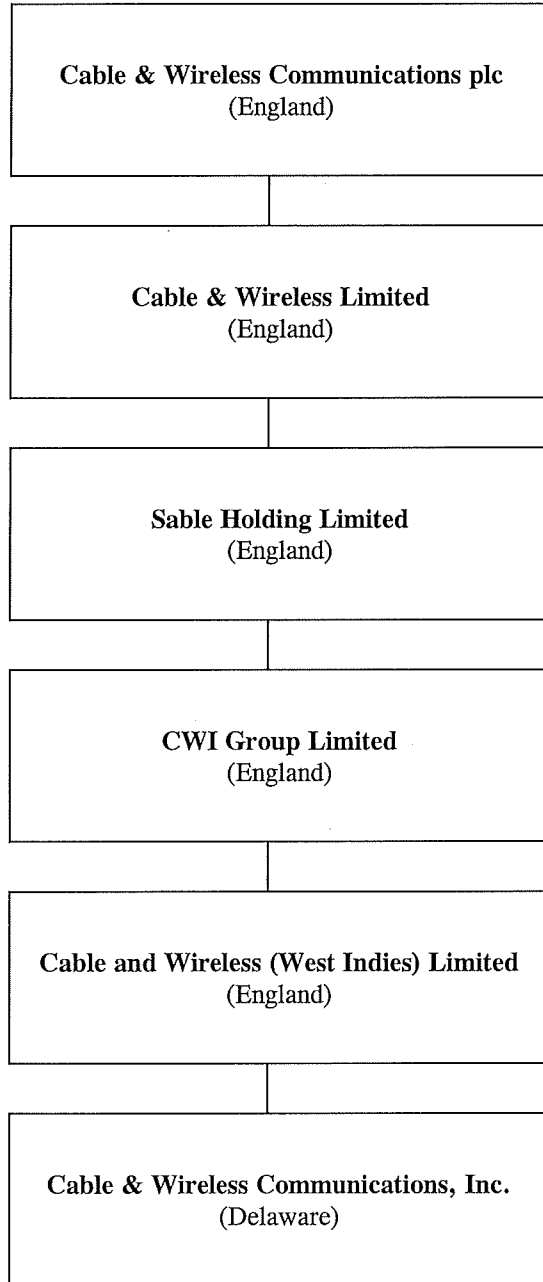
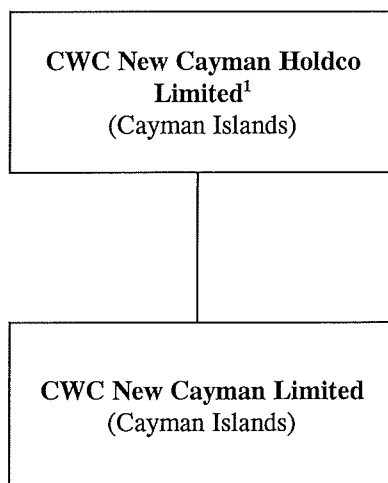


Exhibit 2

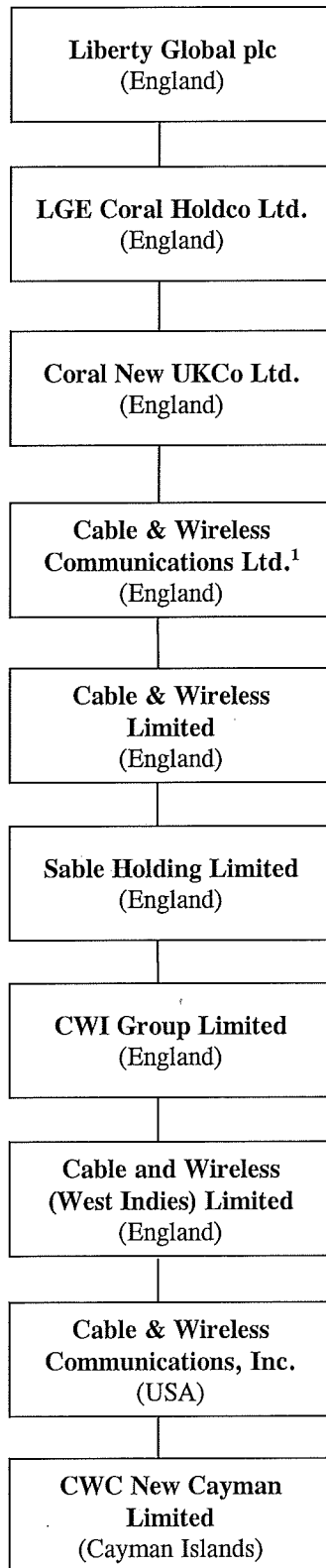
CWC New Cayman Structure After First Step



¹ Following completion of the *pro forma* First Step, the shareholders of CWC New Cayman Holdco Limited (“CWC New Cayman Holdco”) hold over 50 percent of the shares of Cable & Wireless Communications plc. Further, no single shareholder holds a greater than 5% direct or indirect interest in CWC New Cayman Holdco.

Exhibit 3

CWC New Cayman Structure After Second Step



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