

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of	)	
	)	File Nos.
TELEFÓNICA, S.A.,	)	
Transferor,	)	ITC-T/C-20170328-00057
	)	ITC-T/C-20170328-00058
KKR MANAGEMENT LLC	)	SCL-T/C-20170417-00011
Transferee,	)	SCL-T/C-20170417-00010
	)	SCL-T/C-20170328-00009
TELXIUS CABLE USA, INC. , AND	)	SCL-T/C-20170328-00008
TELXIUS CABLE PUERTO RICO, INC.,	)	
Authorization Holders,	)	
	)	
Application for Consent to Transfer Certain	)	
Negative Control Rights over Carriers	)	
Holding International Section 214 Authority	)	
and Cable Landing License Interests	)	

**PETITION TO ADOPT CONDITIONS TO  
AUTHORIZATIONS AND LICENSES**

The Department of Homeland Security (“DHS”) hereby submits this Petition to Adopt Conditions to Authorizations and Licenses (“Petition”), pursuant to Section 1.41 of the Federal Communications Commission (“Commission”) rules.<sup>1</sup> Through this Petition, DHS advises the Commission that DHS, on behalf of the Department of Justice (“DOJ”) and Department of Defense (“DoD”, and collectively, the “USG Agencies”), has no objection to the Commission approving the authority sought in the above-referenced proceedings, provided that the Commission conditions its approval on: (1) the commitment of Telxius Cable USA, Inc. (“Telxius”) to abide by the undertakings set forth in the October 4, 2017 Letter of Assurances with respect to the SAM-1 submarine cable system, which is attached hereto as Attachment A; and (2) the October 4, 2017 commitment of KKR Management LLC (“KKR”) and Taurus Bidco

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<sup>1</sup> 47 C.F.R. § 1.41.

S.à.r.l. (“KKR Bidco”), attached hereto as Attachment B (“KKR Commitment Letter”), to acknowledge and assume relevant commitments set forth in Letters of Assurance to the USG Agencies dated July 30, 2017, April 28, 2017, and January 14, 2014, with respect to the BRUSA, MAREA, and PCCS submarine cable systems, respectively (Attachments C-E), and the newly-executed Letter of Assurance from Telxius to the USG Agencies dated October 4, 2017 setting forth certain commitments to the USG Agencies with respect to the SAm-1 submarine cable system (Attachment A).

The Commission has long recognized that law enforcement, national security, and public safety concerns are part of its public interest analysis, and has accorded deference to the views of other U.S. government agencies with expertise in those areas. *See In the Matter of Comsat Corporation d/b/a Comsat Mobile Communications, etc.*, 16 FCC Rcd. 21,661, 21707 ¶ 94 (2001).

After discussions with representatives of KKR, KKR Bidco, and Telxius in connection with the above-referenced proceedings, the USG Agencies have concluded that the commitments set forth in the LOAs regarding the BRUSA, MAREA, PCCS and SAm-1 submarine cable systems will help ensure that those agencies with responsibility for enforcing the law, protecting the national security, and preserving public safety can proceed appropriately to satisfy those responsibilities. Accordingly, DHS advises the Commission, on behalf of the USG Agencies, that it has no objection to the Commission granting the application in the above-referenced proceedings, provided that the Commission conditions its consent on compliance by (1) KKR and KKR Bidco with the LOAs regarding the BRUSA, MAREA, PCCS and SAm-1 submarine cable systems, as reflected in the KKR Commitment Letter; and (2) Telxius with the undertakings set forth in the October 4, 2017 Letter of Assurances with respect to the SAm-1 submarine cable system.

Respectfully submitted,

/S/ Phil Ludvigson

Phil Ludvigson

U.S. Department of Homeland Security

Director (Acting) – Foreign Investment Risk Management

Office of Policy

3801 Nebraska Avenue

Washington, D.C. 20016

October 4, 2017

Attachments:

Attachment A (SAm-1 LOA)

Attachment B (KKR Commitment Letter)

Attachment C (BRUSA LOA)

Attachment D (MAREA LOA)

Attachment E (PCCS LOA)