

**ATTACHMENT 1**

Pursuant to 47 C.F.R. § 63.24(f), Telxius Cable USA, Inc. (“Telxius USA,” FRN 0006650618), Telxius Cable Puerto Rico, Inc. (“Telxius Puerto Rico,” FRN 0022340921) (together, the “Telxius 214 Holders”) notify the Commission of a *pro forma* transfer of control of their international Section 214 authorizations.

**Answer to Question 10**

Correspondence concerning this notification should be sent to:

Miguel Garrido de las Heras  
General Counsel  
Telxius Telecom S.A.U.  
Ronda de la Comunicacion s/n, Edificio Norte 2 -- Plata 1  
28050 Madrid, Spain  
+34 (91) 483 17 35  
miguel.garrido@telxius.com

*with copies to:*

Andrés J. Fígoli Pacheco  
Secretaría General  
TELXIUS CABLE AMÉRICA, S.A.  
Av. Luis Alberto de Herrera 1248, piso 4  
11300 Montevideo, Uruguay  
+598 2 628 00 20  
andres.figoli@telxius.com

*and:*

Kent Bressie  
HARRIS, WILTSHIRE & GRANNIS LLP  
1919 M Street, N.W., Suite 800  
Washington, D.C. 20036-3537  
+1 202 730 1337  
kbressie@hwglaw.com  
*Counsel to the Telxius 214 Holders*

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Each of the Telxius 214 Holders holds international Section 214 authority for global facilities-based and global resale services pursuant to 47 C.F.R. §§ 63.18(e)(1) and (2). *See* File Nos. ITC-214-20080709-00314 (Telxius USA), ITC-214-20040518-00203 (Telxius USA), and ITC-214-20131121-00316 (Telxius Puerto Rico).

**Answer to Question 11**

Telxius USA is a Florida corporation engaged in the business of providing telecommunications. Telxius Puerto Rico is a Puerto Rico corporation engaged in the provision of telecommunications. The Telxius 214 holders have the following 10-percent-or-greater direct or indirect interest holders:

**Telxius Cable América, S.A. (“Telxius América”)**

*Address:* Avenida Luis Alberto de Herrera 1248, piso 4, 11300 Montevideo, Uruguay

*Place of Organization:* Uruguay

*Principal Business:* telecommunications

*Relationship:* Telxius América holds a 100-percent voting-and-equity interest in each of Telxius USA and Telxius Puerto Rico.

**Telxius Telecom, S.A.U. (“Telxius Parent”)**

*Address:* Distrito C, Calle Ronda de la Comunicación s/n, Edificio Central, 28050

Madrid, Spain

*Place of Organization:* Spain

*Principal Business:* telecommunications

*Relationship:* Telxius Parent holds a 100-percent voting-and-equity interest in Telxius América.

**Pontel Participaciones, S.L (“Pontel”)**

*Address:* Distrito C, Calle Ronda de la Comunicación s/n, Edificio Central, 28050  
Madrid, Spain

*Place of Organization:* Spain

*Principal Business:* holding company

*Relationship:* Pontel holds a 60-percent voting-and-equity interest in Telxius Parent.

**Telefónica, S.A. (“Telefónica Parent”)**

*Address:* Distrito C, Calle Ronda de la Comunicación s/n, Edificio Central, 28050  
Madrid, Spain

*Place of Organization:* Spain

*Principal Business:* telecommunications

*Relationship:* Telefónica Parent holds a 60-percent voting-and-equity interest in Pontel.

**Taurus Bidco S.à.r.l. (“KKR Bidco”)**

*Address:* 61, rue de Rollingergrung, L-2440 Luxembourg

*Place of Organization:* Luxembourg

*Principal Business:* investments

*Relationship:* KKR Bidco holds a 40.0-percent voting-and-equity interest in Telxius Parent and certain negative control rights summarized in the Commission’s public notice granting consent for the KKR Bidco investment in Telxius Parent.<sup>1</sup>

**Taurus Midco S.à.r.l. (“KKR Midco”)**

*Address:* 61, rue de Rollingergrung, L-2440 Luxembourg

*Place of Organization:* Luxembourg

*Principal Business:* investments

*Relationship:* KKR Midco holds a 100-percent voting-and-equity interest in KKR Bidco.

**Taurus Topco S.à.r.l. (“KKR Topco”)**

*Address:* 61, rue de Rollingergrung, L-2440 Luxembourg

*Place of Organization:* Luxembourg

*Principal Business:* investments

*Relationship:* KKR Topco holds a 100-percent voting-and-equity interest in KKR Midco.

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<sup>1</sup> See *International Authorizations Granted*, Public Notice, 32 FCC Rcd. 7520, 7522-23 (Int’l Bur. 2017) (“*Telxius-KKR 214 Consent*”).

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**KKR Taurus Aggregator L.P.**

*Address:* 4100-1155 Boulevard René-Lévesque Oeust, Montréal, Québec H3B3V2,  
Canada

*Place of Organization:* Quebec, Canada

*Principal Business:* investments

*Relationship:* KKR Taurus Aggregator L.P. holds a 100-percent voting-and-equity interest in KKR Topco.

The principal direct and indirect voting interests in KKR Taurus Aggregator L.P. are held by or through the following entities:

**KKR Taurus Aggregator GP Limited**

*Address:* c/o Maples Corporate Services Limited, PO Box 309, Ugland House, Grand  
Cayman, KY1-1104, Cayman Islands

*Place of Organization:* Cayman Islands

*Principal Business:* investments

*Relationship:* KKR Taurus Aggregator GP Limited is the general partner of KKR Taurus Aggregator L.P. and holds a 100-percent voting and a less-than-1-percent economic interest in KKR Taurus Aggregator L.P.

**KKR Global Infrastructure Investors II L.P.**

*Address:* c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street, New York, New  
York 10019

*Place of Organization:* Cayman Islands

*Principal Business:* investments

*Relationship:* KKR Global Infrastructure Investors II L.P. is the sole member of KKR Taurus Aggregator GP Limited and holds a 100-percent voting-and-economic interest in KKR Taurus Aggregator GP Limited. KKR Global Infrastructure Investors II L.P. is also a limited partner of KKR Taurus Aggregator L.P., with no voting interest and a 26.41-percent economic interest in KKR Taurus Aggregator L.P.

**KKR Taurus Co-Invest L.P.**

*Address:* c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street, New York, New  
York 10019

*Place of Organization:* Quebec, Canada

*Principal Business:* investments

*Relationship:* KKR Taurus Co-Invest L.P. is a limited partner of KKR Taurus Aggregator L.P., with no voting interest and a 44.97-percent economic interest in KKR Taurus Aggregator L.P.

**KKR Associates Infrastructure II L.P.**

*Address:* c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street, New York, New York 10019

*Place of Organization:* Cayman Islands

*Principal Business:* investments

*Relationship:* KKR Associates Infrastructure II L.P. is the general partner of KKR Global Infrastructure Investors II L.P. and holds a 100-percent voting and a 5-percent economic interest in KKR Global Infrastructure Investors II L.P.

**KKR Infrastructure II Limited**

*Address:* c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street, New York, New York 10019

*Place of Organization:* Cayman Islands

*Principal Business:* investments

*Relationship:* KKR Infrastructure II Limited is the general partner of KKR Associates Infrastructure II L.P. and holds a 100-percent voting and a 99-percent economic interest in KKR Associates Infrastructure II L.P.

**KKR Financial Holdings LLC**

*Address:* 9 West 57th Street, New York, New York 10019

*Place of Organization:* Delaware

*Principal Business:* holding company

*Relationship:* KKR Financial Holdings LLC holds a 50-percent voting interest in KKR Infrastructure II Limited. KKR Financial Holdings LLC's economic interest in KKR Infrastructure II Limited is not a fixed percentage but is based on the investment returns allocable to KKR Associates Infrastructure II, L.P. as the general partner of KKR Global Infrastructure Investors II L.P.

**KKR Fund Holdings L.P.**

*Address:* c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street, New York, New York 10019

*Place of Organization:* Cayman Islands

*Principal Business:* holding company

*Relationship:* KKR Fund Holdings L.P. holds a 50-percent voting interest in KKR Infrastructure II Limited. KKR Fund Holdings L.P.'s economic interest in KKR Infrastructure II Limited is not a fixed percentage but is based on the investment returns allocable to KKR Associates Infrastructure II, L.P. as the general partner of KKR Global Infrastructure Investors II L.P. KKR Fund Holdings L.P. also holds a 100-percent voting-and-economic interest in KKR Financial Holdings LLC.

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**KKR Fund Holdings GP Limited**

*Address:* c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street, New York, New York 10019

*Place of Organization:* Cayman Islands

*Principal Business:* general partner

*Relationship:* KKR Fund Holdings GP Limited is a general partner of KKR Fund Holdings L.P. and holds a 100-percent voting interest and no economic interest in KKR Fund Holdings L.P.

**KKR Group Holdings Corp.**

*Address:* 9 West 57th Street, New York, New York 10019

*Place of Organization:* Delaware

*Principal Business:* general partner

*Relationship:* KKR Group Holdings Corp. is the sole shareholder of KKR Fund Holdings GP Limited and therefore holds a 100-percent voting-and-economic interest in KKR Fund Holdings GP Limited. KKR Group Holdings Corp. is also a general partner and a limited partner of KKR Fund Holdings L.P., in which it holds an approximate 63.3-percent economic interest.

**KKR & Co. Inc.**

*Address:* 9 West 57th Street, New York, New York 10019

*Place of Organization:* Delaware

*Principal Business:* holding company

*Relationship:* KKR & Co. holds a 100-percent voting-and-economic interest in KKR Group Holdings Corp.

**KKR Management LLC (“KKR Management”)**

*Address:* 9 West 57th Street, New York, New York 10019

*Place of Organization:* Delaware

*Principal Business:* general partner

*Relationship:* KKR Management holds a 100-percent voting interest and no economic interest in KKR & Co. Inc.

No other entity holds a 10-percent-or-greater direct or indirect economic interest in the Telxius 214 Holders through Pontel or KKR Bidco.

Telefónica Parent’s shares are traded on the Spanish electronic trading system (“Continuous Market”), where they form part of the “Ibex 35” Index, on the four Spanish Stock Exchanges (Madrid, Barcelona, Valencia and Bilbao) and listed on the London and Buenos Aires

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Stock Exchanges, and on the New York and Lima Stock Exchanges, through American Depository Shares). As there is an active market in Telefónica Parent's shares, Telefónica Parent's share ownership is always fluid. Moreover, Telefónica Parent can ascertain its significant shareholders only on the basis of its records and may not know of possibly related or affiliated shareholders that are not disclosed to it. Recognizing these limitations, as of the most recent measurable date, July 20, 2018, no Telefónica Parent shareholder other than KKR Bidco holds an interest sufficient to give it a 10-percent-or-greater direct or indirect interest in any of the Telxius 214 Holders.

**Answer to Question 12**

Neither Telxius Parent nor Pontel, as the *pro forma* transferees in the transaction steps noted in response to Question 13 below, has any interlocking directorates with any foreign carrier.

**Answer to Question 13**

On July 27, 2018, Telefónica Parent, the indirect parent company of the Telxius 214 Holders, consummated a corporate reorganization to add an additional holding company to the structure through which it holds its investment in Telxius Parent, the direct parent company of the Telxius 214 Holders. Telefónica Parent transferred its 60-percent voting-and economic interest in Telxius Parent to a newly-formed holding company, Pontel in which Telefónica Parent holds an 83.5-percent voting-and-economic interest (the "*Pro Forma* Transaction"). This transaction was designed to permit additional indirect investment in Telxius Parent while maintaining Telefónica Parent's control of Telxius Parent and the Telxius 214 Holders. It will

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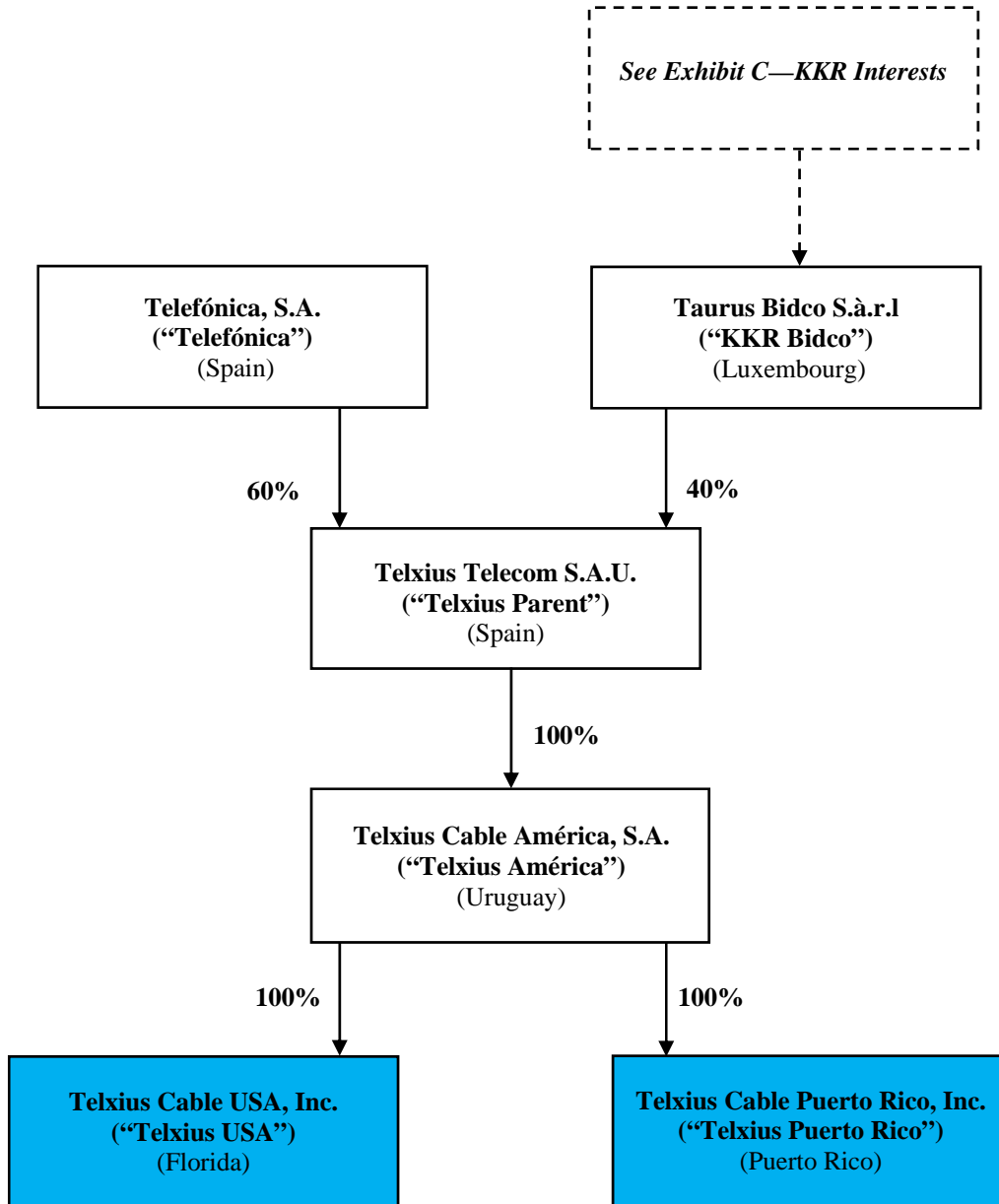
not result in any new entity holding a 10-percent-or-greater direct or indirect voting or economic interest in any of the Telxius 214 Holders.

In Exhibit A, the Telxius 214 Holders detail their pre-consummation ownership structure. In Exhibit B, they detail the post-consummation ownership structure. In Exhibit C, they detail the KKR-related interests in the Telxius 214 Holders, which have not changed as a consequence of the *Pro Forma* Transaction. Before and after the execution of the *Pro Forma* Transaction, the Telxius 214 Holders remained under the *de jure* control of Telefónica Parent, which now holds a 50.1-percent indirect voting-and-economic interest in the Telxius 214 Holders.



**Exhibit A:**

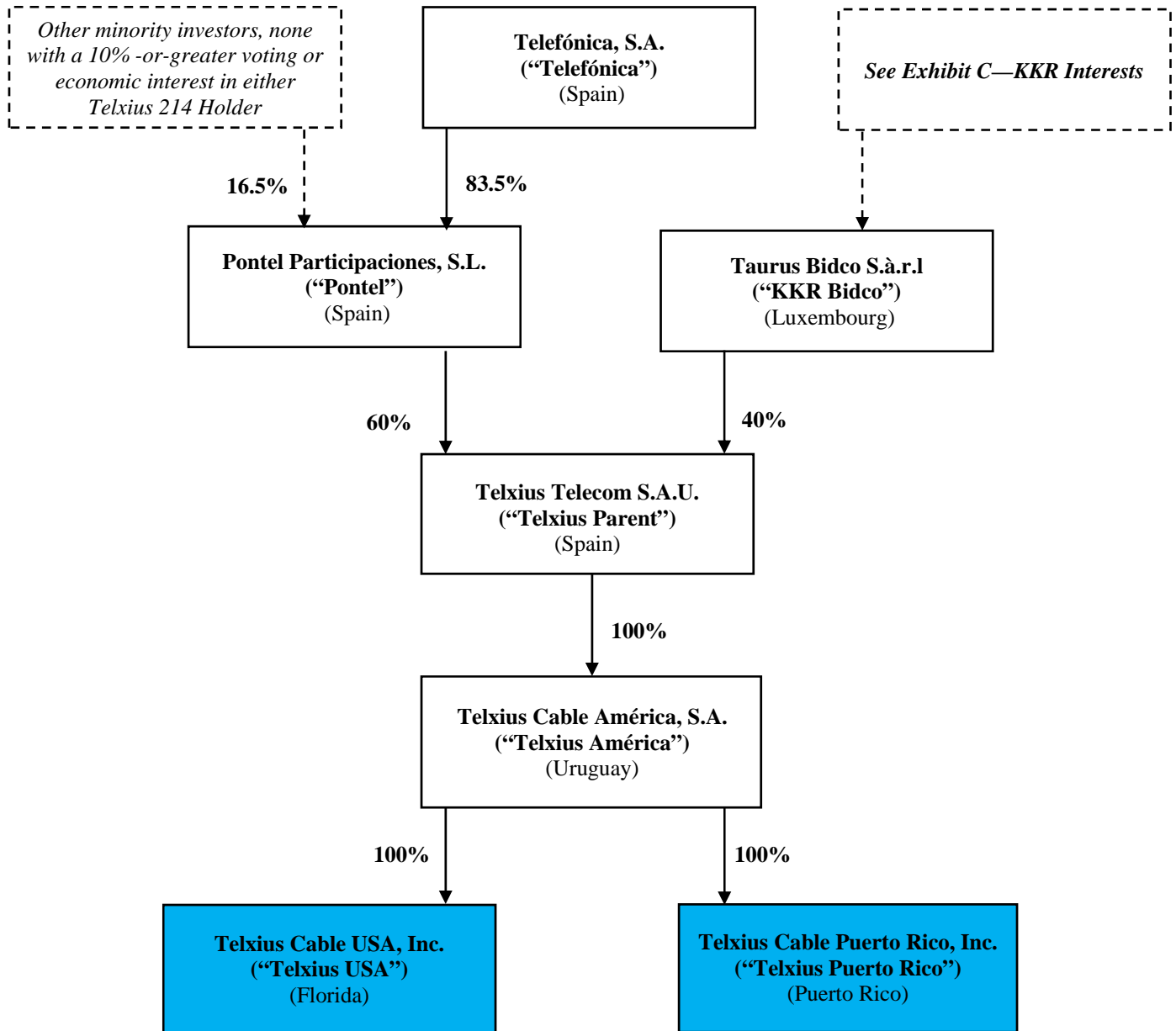
**Pre-Consummation Ownership Structure of Telxius 214 Holders**



 Denotes Telxius 214 Holders

*Note: percentages represent voting and economic interests*

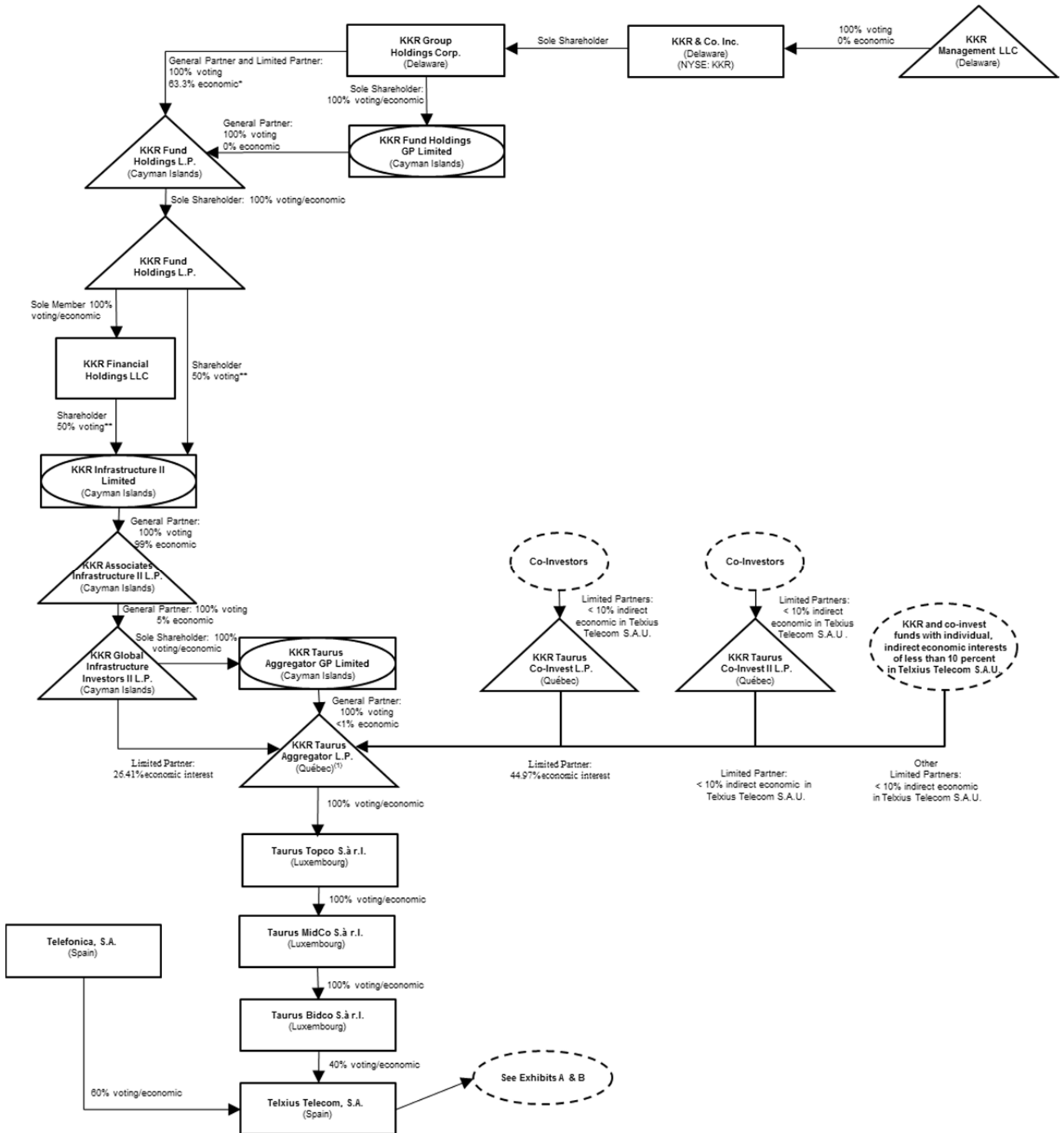
**Exhibit B: Ownership Structure of Telxius 214 Holders Following Consummation of *Pro Forma* Reorganization**



 Denotes Telxius 214 Holders

*Note: percentages represent both voting and economic interests*

## Exhibit C: KKR Interests in Telxius Telecom S.A.U.



\* Includes both direct and indirect ownership interests.

\*\* The economic interests of KKR Fund Holdings L.P. and KKR Financial Holdings LLC in KKR Infrastructure II Limited may vary based on the investment returns allocable to KKR Associates Infrastructure II L.P., as the general partner of KKR Global Infrastructure Investors II L.P.

