

Morgan Lewis

Ulises R. Pin

Stephany Fan

ulises.pin@morganlewis.com

stephany.fan@morganlewis.com

January 5, 2023

VIA IBFS

Marlene Dortch, Secretary
Federal Communications Commission
Office of the Secretary
45 L Street, N.E.
Washington, DC 20554
Attn: International Bureau

Re: Notification Regarding the *Pro Forma* Change in Ownership of Cable & Wireless (BVI) Limited

Dear Secretary Dortch:

Cable & Wireless (BVI) Limited ("C&W BVI" or "Licensee") and Liberty Latin America Ltd. ("Parent" and together with Licensee, the "Parties"), pursuant to 47 C.F.R. § 1.767(g)(7), notify the Commission of a *pro forma* change that resulted in a change in Licensee's intermediate ownership and control structure, with no change to its ultimate owner.

In particular, as further explained in Attachment 1, effective as of January 10, 2020, there are two new intermediate holding companies between Parent and Licensee, C&W Senior Secured Parent Limited and C&W Senior Finance Limited. However, because the ultimate control and ownership of Licensee did not change, the *Pro Forma Change* (as defined in Attachment 1) was as *pro forma* in nature.¹

Licensee respectfully requests a waiver of Section 1.767(g)(7) of the Commission's rules, which require the filing of a notification of a *pro forma* transfer of control no later than thirty days after the transfer is completed. Due to an inadvertent administrative oversight, Licensee did not file notice within the specified timeframe. Licensee appreciates the need

¹ CWC New Cayman Limited ("CWC New Cayman"), ARCOS-1 USA, Inc. ("ARCOS"), A.SUR Net, Inc. ("A.SUR Net"), and Columbus Networks USA, Inc. ("CNUA") notified the Commission of this *pro forma* transfer of control on October 5, 2021. See IBFS File Nos. SCL-T/C-20211005-00044 to -00046. Due to an inadvertent administrative oversight, C&W BVI did not file notice of this *pro forma* transfer of control within the same timeframe.

Morgan, Lewis & Bockius LLP

1111 Pennsylvania Ave., NW
Washington, DC 20004-2541
United States

T +1.202.739.3000
F +1.202.739.3001

for prompt notification of any *pro forma* transfer of control and regrets causing any inconvenience by not filing notice within the specified time period. Licensee also submits that grant of the waiver is in the public interest because it will ensure the accuracy of the Commission's records.

C&W BVI is a member of the Taino-Carib consortium and a licensee of the Taino-Carib Cable system and the international Section 214 authorization to construct and operate the Taino-Carib Cable System.²

Information Required by Section 63.24(f)(2) and 1.767(g)(7)

As required by Sections 63.24(f)(2) and 1.767(g)(7), the Parties provide the following information:

Sections 63.18(a); 1.767(a)(1): Name, address and telephone number of the Parties:

Cable And Wireless (BVI) Limited
P.O. Box 440
Road Town, Tortola
British Virgin Islands
Telephone: (284) 494-4444

FRN 0022340699

Liberty Latin America Ltd.
Clarendon House
2 Church Street
Hamilton HM11 Bermuda

C&W Senior Secured Parent Limited
C&W Senior Finance Limited
PO Box 309, Ugland House

² The Taino-Carib Cable commenced operation as a common carrier cable on January 1, 1992, pursuant to the cable landing license granted on July 13, 1992 and Section 214 authorization granted on June 25, 1992. See *Telefonica Larga Distancia de Puerto Rico, et al.*, 7 FCC Rcd. 4275 (1992) (cable landing license) & *id.*, 7 FCC Rcd. 4266 (1992) (Section 214 authorization). The Commission granted the application for renewed authorization and a related modification to the Section 214 authorization associated with the cable system on February 2, 2021. See FCC File Nos. SCL-LIC-20180702-00019 and SCL-AMD-20200804-00034 (Cable Landing License), and ITC-MOD-20191025-00173 (Section 214 authorization).

C&W BVI, MCI International LLC ("MCI") and Verizon Hawaii International Inc. ("Verizon Hawaii") currently have pending applications with the FCC to assign the MCI and Verizon Hawaii's minority ownership interests in the Taino-Carib Cable system to C&W BVI. See FCC File Nos. SCL-ASG-20221020-00032 and ITC-ASG-INTR2022-04100.

Grand Cayman, KY1-1104

Sections 63.18(b); 1.767(a)(2): Organization of the Parties:

C&W BVI is a company incorporated under the laws of the British Virgin Islands.

Liberty Latin America Ltd. is organized under the laws of Bermuda.

C&W Senior Secured Parent Limited is organized under the laws of the Cayman Islands.

C&W Senior Finance Limited is organized under the laws of the Cayman Islands.

Sections 63.18(c); 1.767(a)(3): Correspondence concerning this filing should be sent to:

For Licensees:

Mary Beltran
Senior Director, Legal & Regulatory
15950 West Dixie Highway
North Miami Beach, FL 33162
Phone: (786) 274-7400
Fax: (786) 274-7402
Mary.beltran@cw.com

With a copy to counsel:

Ulises R. Pin
Stephany Fan
Morgan, Lewis and Bockius LLP
1111 Pennsylvania Avenue, N.W.
Washington, DC 20006-1806
202-373-6000 (Tel)
202-373-6001 (Fax)
ulises.pin@morganlewis.com
stephany.fan@morganlewis.com

Section 63.18(d): Licensee holds international Section 214 authorization to construct and operate the Taino-Carib Cable System under IBFS File No. ITC-MOD-20191025-00173.

Neither Parent, C&W Senior Secured Parent Limited, nor C&W Senior Finance Limited hold any authorizations from the FCC.

Sections 63.18(h); 1.767(a)(8)(i): See **Attachment 1** for the information required by Section 1.767(a)(8)(i) and a description of the *Pro Forma Change*. See **Attachment 2**

for charts depicting the pre-*Pro Forma Change* and current corporate ownership structure of Licensee.

Section 1.767(a)(8)(ii)-(iv):

(ii) Licensee certifies that their foreign affiliation information on file with the Commission is not changing as a result of this Notification and is incorporated by reference herein.³

(iii) Licensee certifies that that the information responsive to 47 C.F.R. § 1.767(a)(8)(iii) on file with the Commission is not changing as a result of this Notification and is incorporated by reference herein.⁴

(iv) Licensee certifies that that the information responsive to 47 C.F.R. § 1.767(a)(8)(iv) on file with the Commission is not changing as a result of this Notification.⁵

Section 1.767(a)(9): Licensee certifies that they accept and will abide by the routine conditions specified in Section 1.767(g) of the Commission's rules, 47 C.F.R. § 1.767(g).

The Parties certify that the *Pro Forma Change* was *pro forma*, and did not result in a change in the ultimate control of the Licensee or the authorizations held by the Licensee.

* * * *

This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,

/s/ Ulises R. Pin

Ulises R. Pin
Stephany Fan

Counsel for the Parties

³ See FCC File Nos. SCL-ASG-20221020-00032.

⁴ *Id.*

⁵ *Id.*

ATTACHMENT 1

Ownership Information

The following entities currently hold, directly or indirectly, a 10% or greater interest⁶ Cable & Wireless (BVI) Limited ("C&W BVI" or "Licensee") as calculated pursuant to the Commission's ownership attribution rules for international telecommunications carriers.

The following entity holds 100% of the voting and equity interest in Licensee:

Cable and Wireless (West Indies) Limited
Griffin House, 161 Hammersmith Road,
London, United Kingdom, W6 8BS
Jurisdiction: England
Business: Holding company
Interest: Direct interest of 100% in Licensee

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

CWIGroup Limited
Griffin House, 161 Hammersmith Road,
London, United Kingdom, W6 8BS
Jurisdiction: England
Business: Holding company
Interest: Indirect interest of 100% in Licensee

The following entity holds 100% of the voting and equity interest in CWIGroup Limited:

Sable Holding Limited
Griffin House
161 Hammersmith Road
London, W6 8BS
Jurisdiction: England
Business: Holding company
Interest: Indirect 100% interest in Licensee

The following entity holds 100% of the voting and equity interest in Sable Holding Limited:

C&W Senior Secured Parent Limited

⁶ Unless otherwise indicated, the ownership interests provided herein represent both equity and voting interests.

PO Box 309, Ugland House
Grand Cayman, KY1-1104
Jurisdiction: Cayman Islands
Business: Holding company
Interest: Indirect 100% interest in Licensee

The following entity holds 100% of the voting and equity interest in C&W Senior Secured Parent Limited:

C&W Senior Finance Limited
PO Box 309, Ugland House
Grand Cayman, KY1-1104
Jurisdiction: Cayman Islands
Business: Holding company
Interest: Indirect 100% interest in Licensee

The following entity holds 100% of the voting and equity interest in C&W Senior Finance Limited:

Cable & Wireless Limited
Griffin House
161 Hammersmith Road
London, W6 8BS
Jurisdiction: England
Business: Holding company
Interest: Indirect 100% interest in Licensee

The following entity holds 100% voting and equity interest in Cable & Wireless Limited:

Cable & Wireless Communications Limited
Griffin House
161 Hammersmith Road
London, W6 8BS
Jurisdiction: England
Business: International telecommunications services
Interest: Indirect 100% interest in Licensee

The following entity holds 100% of the voting and equity interest in Cable & Wireless Communications Limited:

LGE Coral Holdco Limited
Griffin House, 161 Hammersmith Road

London, United Kingdom W6 8BS
Jurisdiction: England
Business: Holding Company
Interest: Indirect 100% interest in Licensee

The following entity holds 100% of the voting and equity interest in LGE Coral Holdco Limited:

Liberty CWC Holdings Limited
Windsor Lodge
Government Hill
St Michael, Barbados
Jurisdiction: Barbados
Business: Holding company
Interest: Indirect 100% interest in Licensee

The following entity holds 100% of the voting and equity interest in Liberty CWC Holdings Limited:

LILAC Services Ltd.
2 Church Street
Hamilton HM11 Bermuda
Jurisdiction: Bermuda
Business: Holding company
Interest: Indirect 100% interest in Licensee

The following entity holds 100% of the voting and equity interest in LiLAC Services Ltd.:

Liberty Latin America Ltd.
Clarendon House
2 Church Street
Hamilton HM11 Bermuda
Jurisdiction: Bermuda
Business: International provider of cable and telecommunications services
Interest: Indirect 100% interest in Licensee

The following persons and/or entities have a shareholding greater than 10 percent of the voting and/or equity interest in Liberty Latin America Ltd.:

John C. Malone
c/o 1550 Wewatta Street

Suite 710
 Denver, Colorado 80202
 Citizenship: United States
 Business: Cable and telecommunications services
 Equity Interest: 6.1%
 Voting Interest: 26.1%

Other than as set forth above, there are no individuals or entities that would have a 10 percent or greater voting or equity interest in Licensee as a result of their voting or equity interest in Liberty Latin America Ltd.

To the Parties' knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in Licensee.

Interlocking Directorates

Licensee has interlocking directorates with the following foreign carriers:

Alexander Bremner (Cable and Wireles (BVI) Limited)	
Entity	Position
Cable & Wireless Antigua & Barbuda Limited	Director
Cable & Wireless St Vincent and the Grenadines Limited	Director
Cable & Wireless St. Kitts & Nevis Limited	Director
Cable and Wireless (Anguilla) Limited	Director
Cable and Wireless (TCI) Limited	Director
Columbus Communications St. Vincent and the Grenadines Limited	Director
Tele (St Lucia) Inc.	Director

Christine Morris Gillespie (Cable and Wireles (BVI) Limited)	
Name	Position
Cable & Wireless (Barbados) Limited	Director
Cable & Wireless (St Lucia) Limited	Director
Cable & Wireless Antigua & Barbuda Limited	Director
Cable & Wireless Grenada Limited	Director
Cable & Wireless St Vincent and the Grenadines Limited	Director
Cable & Wireless St. Kitts & Nevis Limited	Director
Cable and Wireless (Anguilla) Limited	Director

Cable and Wireless (TCI) Limited	Director
Columbus Antilles (Barbados) Limited	Director
Columbus Communications Limited	Director
Columbus Communications St. Vincent and the Grenadines Limited	Director
Columbus Telecommunications (Barbados) Limited	Director
Karib Cable Inc.	Director
Kelcom International (Antigua & Barbuda) Limited	Director

Certification

Licensee certifies that, in accordance with Sections 1.2001-1.2003 of the Commission's rules, 47 C.F.R. §§1.2001-1.2003, no party to this notification is subject to a denial of Federal benefits that include FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853(a).

Description of the *Pro Forma Change*

Through a series of intercorporate transactions, the *Pro Forma Change* involved the insertion of two intermediate holding companies, C&W Senior Secured Parent Limited and C&W Senior Finance Limited, between Licensee and Parent (the "*Pro Forma Change*"). As a result of the *Pro Forma Change*, Licensee became an indirect, wholly owned subsidiary of C&W Senior Secured Parent Limited and C&W Senior Finance Limited. C&W Senior Secured Parent Limited and C&W Senior Finance Limited remained an indirect, wholly owned subsidiaries of Parent; Licensee, therefore, remains an indirect, wholly owned subsidiary of Parent.

Charts depicting the pre-*Pro Forma Change* and current ownership structure of Licensees are attached as **Attachment 2**.

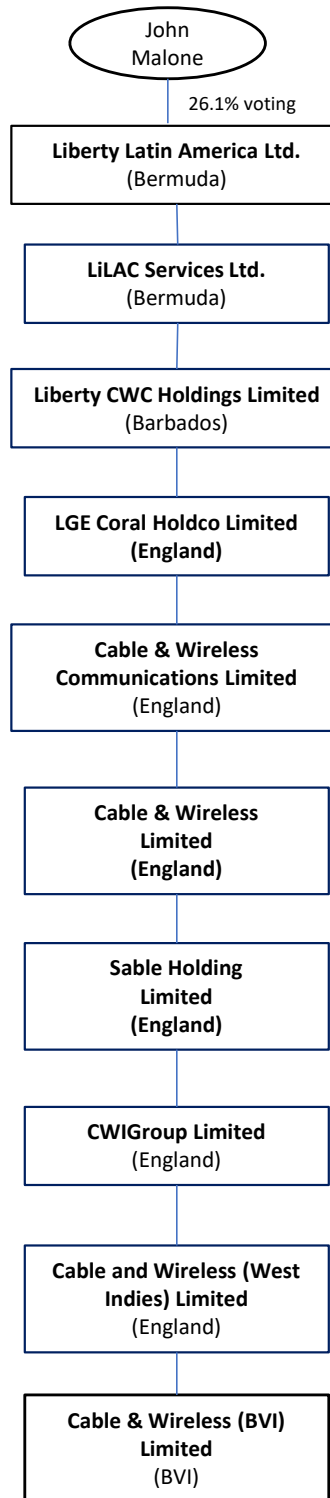
ATTACHMENT 2

Pre-*Pro Forma Change* and Current Corporate Ownership Structure Charts

Pre-Pro Forma Change Ownership Structure of C&W BVI

* The entities listed herein include only Licensee and those entities that are in the chain of ownership of Licensee. The chart excludes all other subsidiaries of Liberty Latin America Ltd.

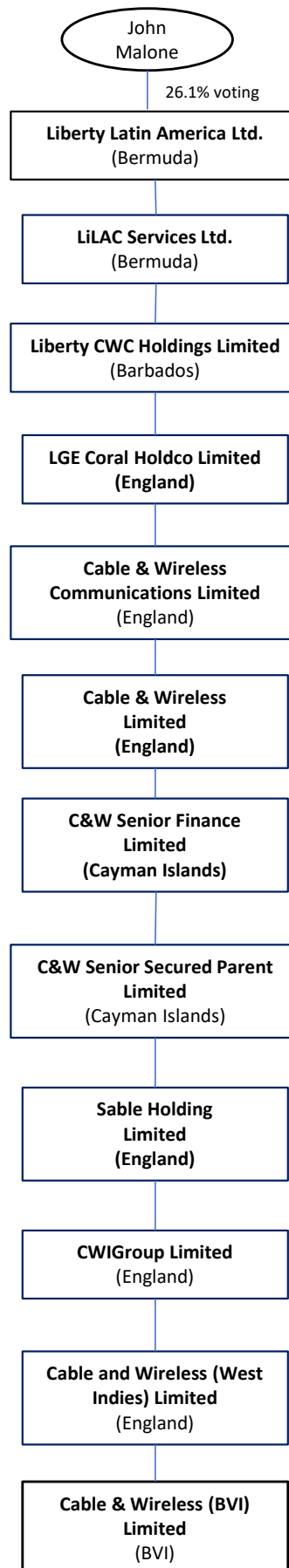
All ownership/control percentages are 100%, unless noted.



Current Ownership Structure of C&W BVI

* The entities listed herein include only Licensee and those entities that are in the chain of ownership of Licensee. The chart excludes all other subsidiaries of Liberty Latin America Ltd.

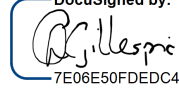
All ownership/control percentages are 100%, unless noted.



VERIFICATION

I, Christine Morris Gillespie, state that I am Director of Cable & Wireless (BVI) Limited (the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

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

DocuSigned by:

7E06E50FDEDC4A4...

Christine Morris Gillespie
Director
Cable & Wireless (BVI) Limited

Dated: December 23, 2022

VERIFICATION

I, Leah Helena Pegg, hereby declare that I am Director of C&W Senior Secured Parent Limited and C&W Senior Finance Limited (together, the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

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

DocuSigned by:

F1C4CB2AA80A48F...

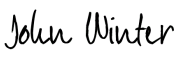
Leah Helena Pegg
Director
C&W Senior Secured Parent Limited
C&W Senior Finance Limited

Dated: December 23, 2022

VERIFICATION

I, John Michael Winter, hereby declare that I am Vice President and Secretary of Liberty Latin America Ltd. (together, the “Company”); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

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

DocuSigned by:

C308844E11F247A...

John Michael Winter
Senior Vice President and Secretary
Liberty Latin America Ltd.

Dated: December 26, 2022