

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:

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with copies to:

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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.

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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 Telxius Parent.

Taurus Bidco S.à.r.l. (“KKR Bidco”)

Address: 61, rue de Rollingergrund, 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.¹

Taurus Midco S.à.r.l. (“KKR Midco”)

Address: 61, rue de Rollingergrund, 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 Rollingergrund, L-2440 Luxembourg

Place of Organization: Luxembourg

Principal Business: investments

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

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:

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

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 shareholder 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: 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.

KKR Fund Holdings GP Limited

Address: 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.

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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 Telefónica Parent 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 Stock Exchanges, and on the New York and Lima Stock Exchanges, through American Depositary 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

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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

Xavier Niel, a newly-appointed director of KKR & Co. Inc., also serves as Deputy Chairman of the Board of Directors and Chief Strategy Officer for French carrier Iliad S.A. and may serve as a director and/or officer for other foreign carriers. KKR is in the process of confirming the scope of Mr. Niel's other positions with foreign carriers, if any, and will supplement this filing as necessary. Neither KKR Group Holdings Corp. nor KKR Financial Holdings LLC, as the other *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 October 24, 2017, Taurus Bidco S.à.r.l ("KKR Bidco") consummated a transaction whereby it acquired from Telefónica, S.A., ("Telefónica Parent") a 24.8-percent voting-and-equity interest in Telxius Telecom S.A.U. ("Telxius Parent") and certain negative control rights over the Telxius 214 Holders (the "Initial Investment Transaction"), as summarized in the Commission's public notice granting consent for the Initial Investment Transaction and for the subsequent acquisition of a 15.2-percent voting-and-equity interest in Telxius Parent (the

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“Subsequent Investment Transaction”).² The Subsequent Investment Transaction was consummated on December 7, 2017. Following the consummation of those transactions, Telefónica Parent retained *de jure* control of the Telxius 214 Holders, while KKR Management LLC (“KKR Management”) was deemed to hold negative control over the Telxius 214 Holders.

In July 2018, KKR Management consummated certain changes to the structure through which KKR Management is deemed to hold negative control over the Telxius 214 Holders (the “*Pro Forma* Reorganization”), resulting in a *pro forma* transfer of control of the Telxius 214 Holders.

As noted in the application for consent to the Initial and Subsequent Investment Transactions, KKR Management served as the general partner of KKR & Co. L.P., a publicly traded Delaware limited partnership.³ KKR Management and its affiliates subsequently consummated a two-stage reorganization:

- (1) On July 1, 2018, (i) KKR & Co. L.P. converted into KKR & Co. Inc., a publicly-traded Delaware corporation, and (ii) as a result of a contemporaneous restructuring, two entities that had been in the KKR ownership chain of the Telxius Entities, KKR Group Holdings L.P. and KKR Group Limited (both organized in the Cayman Islands), were removed from the ownership chain and replaced by KKR Group

² See *Telxius-KKR 214 Consent*, 32 FCC Rcd. at 7522-23.

³ See Application of Telefónica, S.A., and KKR Management LLC for Consent to Transfer Certain Negative Control Rights over Carriers Holding International Section 214 Authority, File Nos. ITC-T/C-20170328-00057 and ITC-T/C-20170328-00058, at 5 (filed Mar. 28, 2017).

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Holdings Corp., a Delaware corporation and a wholly-owned subsidiary of KKR & Co. Inc.

- (2) On July 16, 2018, KKR Financial Holdings LLC, a Delaware limited liability company and a wholly-owned subsidiary of KKR Fund Holdings L.P., was inserted into the KKR ownership chain and acquired a 50-percent voting interest in KKR Infrastructure II Limited. KKR Fund Holdings L.P. retained a 50- percent voting interest in KKR Infrastructure II Limited. The relative percentage economic interests held by KKR Fund Holdings L.P. and KKR Financial Holdings LLC in KKR Infrastructure II Limited are not fixed, but will 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.

As a result of the conversion, KKR & Co. Inc. has several classes of shares—only one of which is voting, and the remainder are all non-voting.⁴

The sole share of the sole class of voting stock, designated as Class B Common, is held by KKR Management, which, prior to the conversion, controlled the interest in the Telxius

⁴ The non-voting classes of stock are: Class A Common, Class C Common, Series A Preferred, and Series B Preferred. Holders of non-voting classes of Common stock have certain voting rights as required by law (such as the ability to vote on proposed mergers). Holders of the Series A and Series B Preferred stock may have a right to elect two directors in the event that six quarterly dividends are not paid. Even if that eventuality were to occur, KKR Management would still control the board as the sole holder of the Class B Common stock.

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Entities as the general partner of KKR & Co. L.P. Now, KKR Management continues its control as the sole voting shareholder of KKR & Co. Inc.⁵

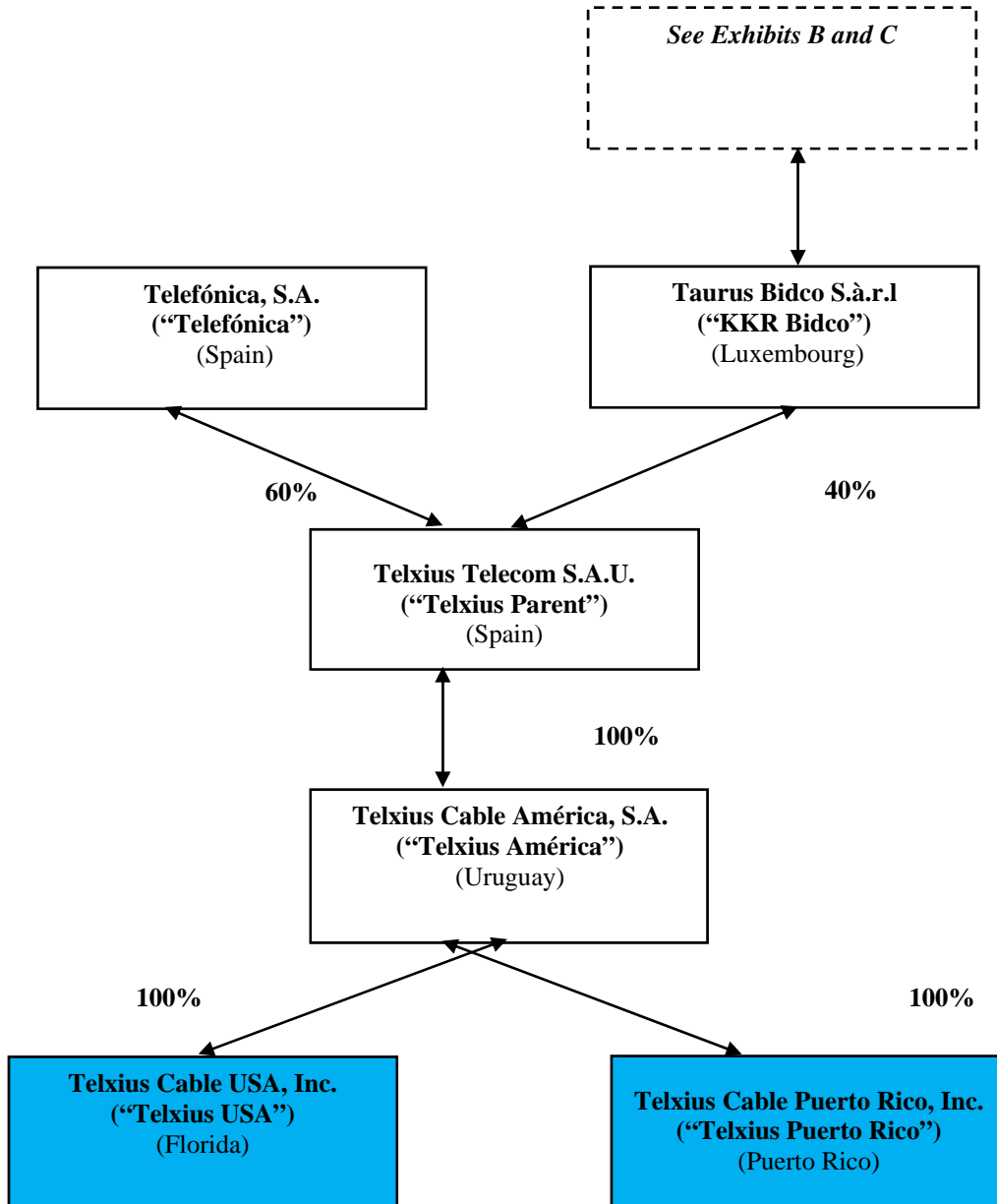
The publicly traded common limited partnership interests in KKR & Co. LP were converted into shares of non-voting Class A Common stock in KKR & Co. Inc., which remain publicly traded. The ultimate control of KKR & Co. Inc. (and the underlying interest in the Telxius 214 Holders) remains with KKR Management.

In Exhibit A, the Telxius 214 Holders detail their ownership structure. In Exhibit B, they detail the structure through which KKR Management held its interests prior to the consummation of the *Pro Forma* Reorganization. In Exhibit C, they detail the structure through which KKR Management holds its interests following the consummation of the *Pro Forma* Reorganization. Before and after the execution of the *Pro Forma* Reorganization, the Telxius 214 Holders remained under the *de jure* control of Telefónica Parent.

⁵ As the sole voting shareholder, KKR Management has the ability to elect the board of directors of KKR & Co. Inc. KKR & Co. Inc.'s officers and directors are the same individuals that constituted KKR Management's board immediately prior to the conversion.

Exhibit A:

Pre-Consummation Ownership Structure of Telxius 214 Holders



 Denotes Telxius 214 Holders

Note: percentages represent both voting and economic interests

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

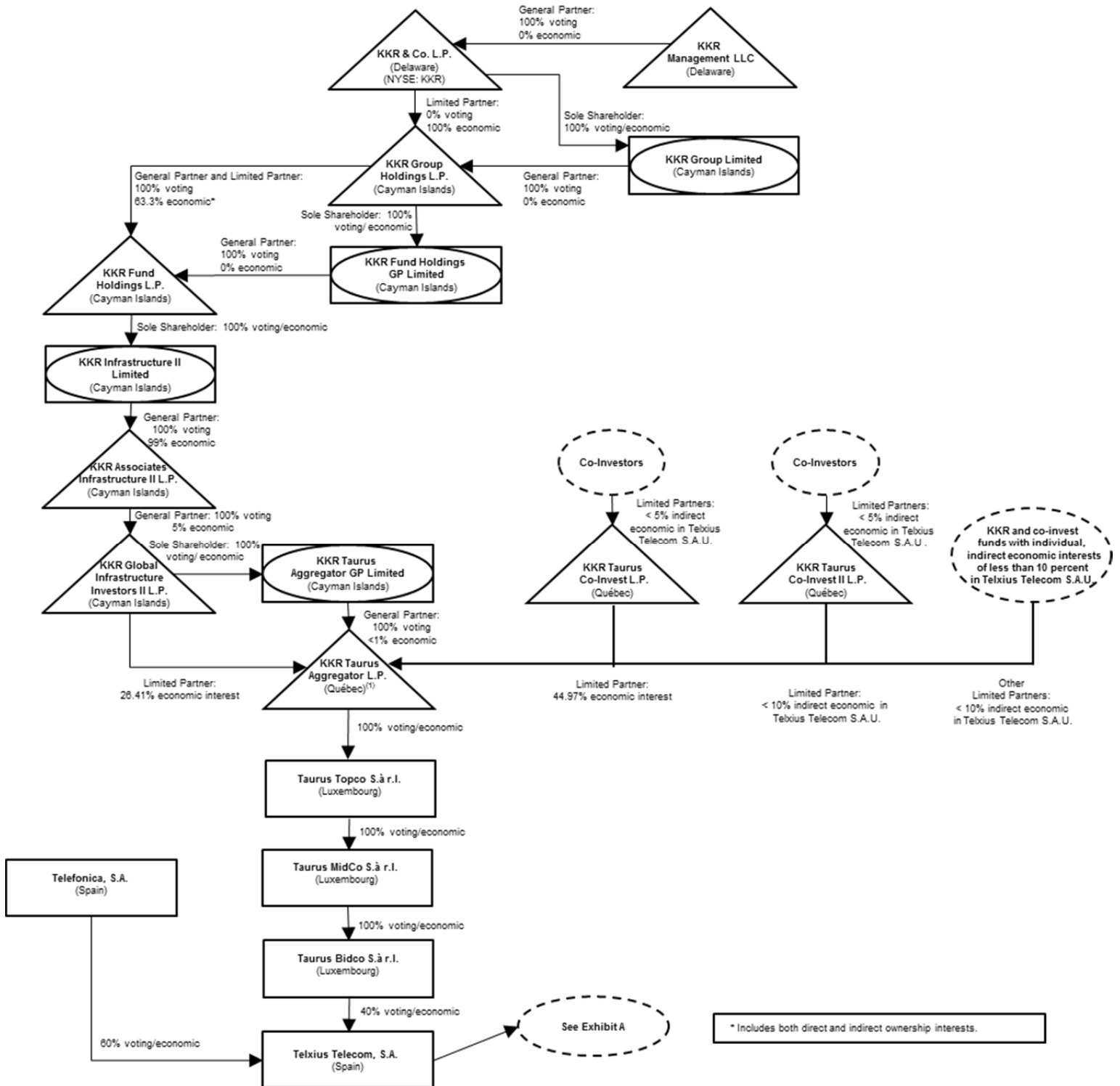
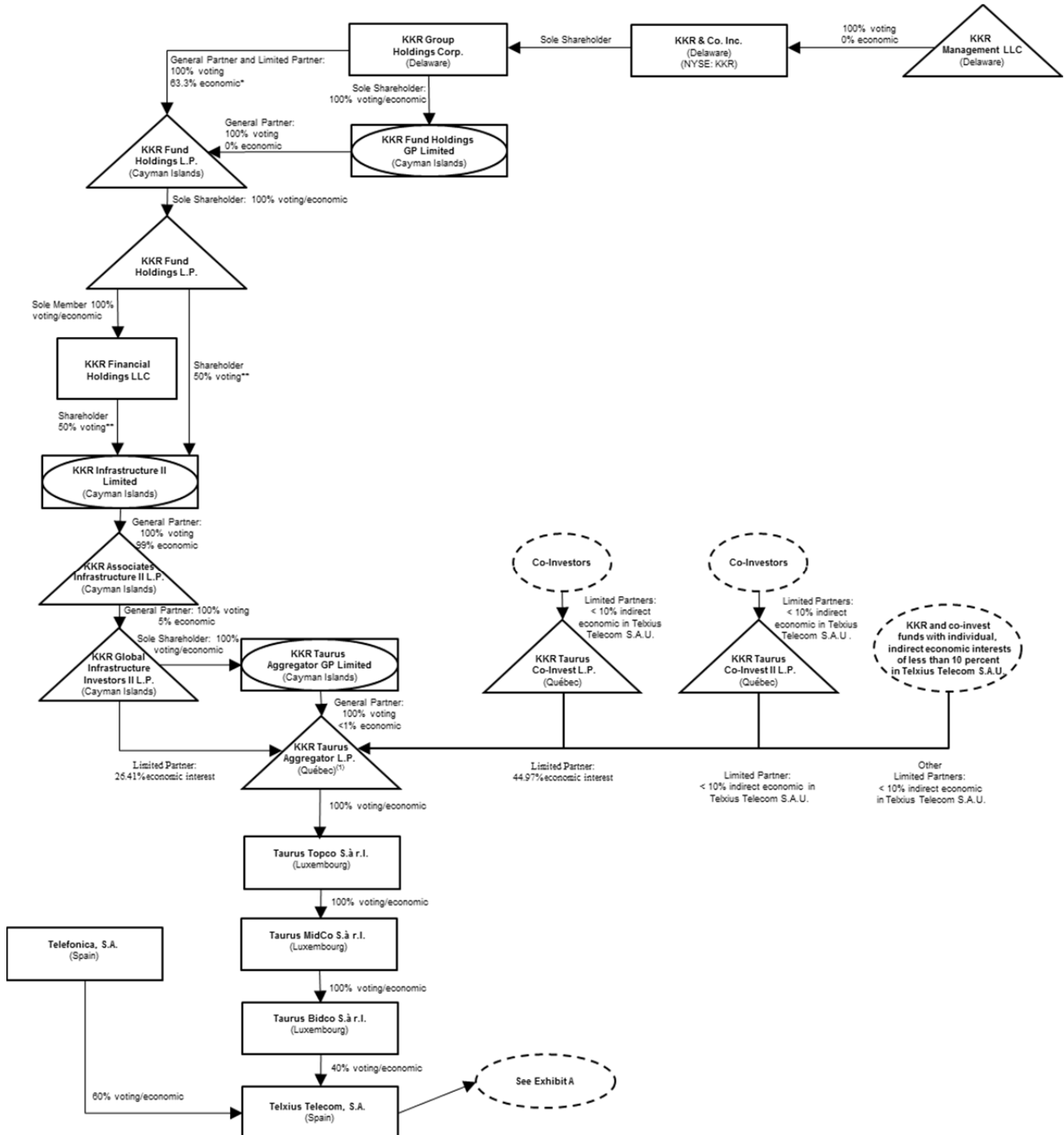


Exhibit C: Ownership Structure of Telxius 214 Holders Following Consumption of *Pro Forma* Reorganization



* 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.

