

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. As explained below, the *pro forma* transfer of control from KKR Management LLC to KKR Management LLP, which is deemed to hold negative control over the Telxius 214 Holders, resulted from an internal reorganization undertaken by KKR & Co. Inc. and its subsidiaries.

Answer to Question 10

Correspondence concerning this notification should be sent to:

Miguel Garrido de las Heras
General Counsel
Telxius Telecom S.A.
Ronda de la Comunicacion s/n, Edificio Norte 2 -- Planta 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.
Ronda de la Comunicacion s/n, Edificio Norte 2 -- Planta 1
28050 Madrid, Spain
andres.figoli@telxius.com

and:

Telxius Cable USA, Inc.
Telxius Cable Puerto Rico, Inc.
Notification of *Pro Forma* Transfer of Control
January 31, 2020
Page 2 of 13

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

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. (“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, , 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: Gran Vía, 28, 28013 Madrid, Spain Madrid, Spain
Place of Organization: Spain
Principal Business: telecommunications
Relationship:
Telefónica Parent holds an 83.5-percent voting-and-equity interest in Pontel.

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.

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

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 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 Group Partnership L.P.

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

Place of Organization: Cayman Islands

Principal Business: holding company

Relationship: KKR Group Partnership L.P. holds a 50-percent voting interest in KKR Infrastructure II Limited. KKR Group Partnership 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 Group Partnership L.P. also holds a 100-percent voting-and-economic interest in KKR Financial Holdings LLC.

Telxius Cable USA, Inc.
Telxius Cable Puerto Rico, Inc.
Notification of *Pro Forma* Transfer of Control
January 31, 2020
Page 6 of 13

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 general partner of KKR Group Partnership L.P., in which it holds an approximate 65.9-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. Inc. holds a 100-percent voting-and-economic interest in KKR Group Holdings Corp.

KKR Management LLP (“KKR Management”)

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

Place of Organization: Delaware

Principal Business: Class B stockholder

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 either 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 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 affiliated shareholders that are not disclosed to it. Recognizing these limitations, as of the most recent measurable date, December 31, 2019, 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 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 Management LLP, as the *pro forma* transferee, has no 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. (“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 “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 was deemed to hold negative control over the Telxius 214 Holders.

² See *Actions Taken Under Cable Landing License Act*, Public Notice, 32 FCC Rcd. 7514 (Int’l Bur. 2017).

Telxius Cable USA, Inc.
Telxius Cable Puerto Rico, Inc.
Notification of *Pro Forma* Transfer of Control
January 31, 2020
Page 8 of 13

Effective January 1, 2020, KKR & Co. Inc. and its subsidiaries completed an internal reorganization, resulting in certain changes to the structure through which KKR Management LLP (formerly KKR Management LLC) is deemed to hold negative control over the Telxius 214 Holders (the “*Pro Forma* Transaction”), resulting in a *pro forma* transfer of control of the Telxius 214 Holders. Specifically, the intermediate holding company structure of KKR & Co. Inc. and its subsidiaries was simplified by the following actions:

- KKR Fund Holdings GP Limited, which was previously one of the two general partners of KKR Fund Holdings L.P., transferred all its assets and liabilities to its immediate parent company, KKR Group Holdings Corp., and then KKR Fund Holdings GP Limited was struck off and dissolved under Cayman Islands law.
- KKR Group Holdings Corp., which was previously the other general partner of KKR Fund Holdings L.P., became the sole general partner of KKR Fund Holdings L.P., and converted all of its limited partner interests in KKR Fund Holdings L.P. into general partner interests.
- KKR Fund Holdings L.P. changed its name to KKR Group Partnership L.P.

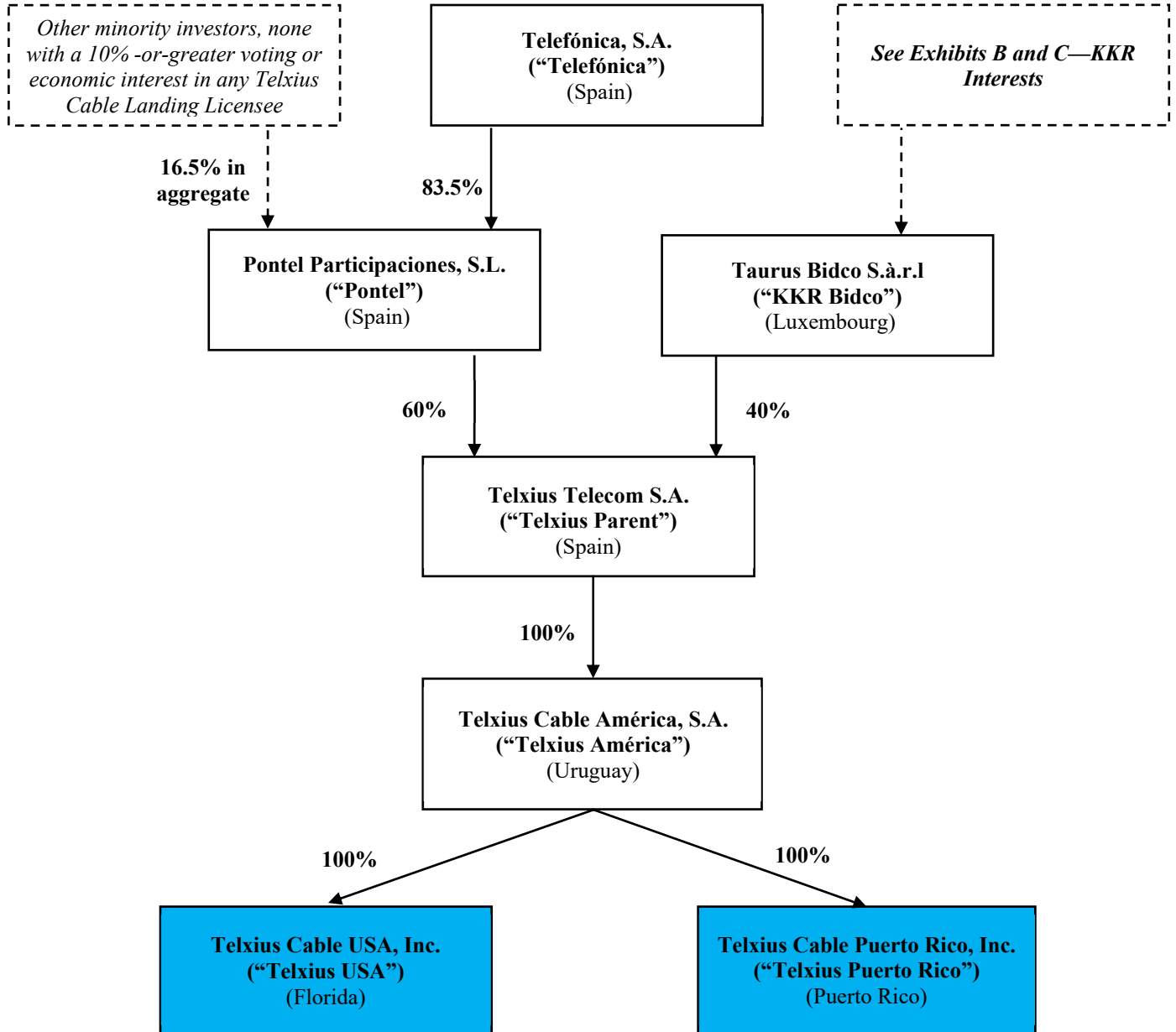
KKR Management LLC, which held the only voting share of common stock issued by the KKR & Co. Inc., also converted from a Delaware limited liability company to a Delaware limited liability partnership called KKR Management LLP. The governance at KKR Management LLP, and the rights of this entity with respect to the KKR & Co. Inc., remain unchanged.

Telxius Cable USA, Inc.
Telxius Cable Puerto Rico, Inc.
Notification of *Pro Forma* Transfer of Control
January 31, 2020
Page 9 of 13

In Exhibit A, the Telxius 214 Holders detail the pre- and post-consummation ownership structure as between Telxius Parent and the Telxius 214 Holders. In Exhibit B, they detail the KKR-related pre-consummation ownership interests in Telxius Parent and the Telxius 214 Holders. In Exhibit C, they detail the KKR-related post-consummation interests in Telxius Parent and the Telxius 214 Holders. Before and after the execution of the *Pro Forma* Transaction, the Telxius 214 Holders remained under the *de jure* control of Telefónica Parent, which holds a 50.1-percent indirect voting-and-economic interest in the Telxius 214 Holders.

Exhibit A:

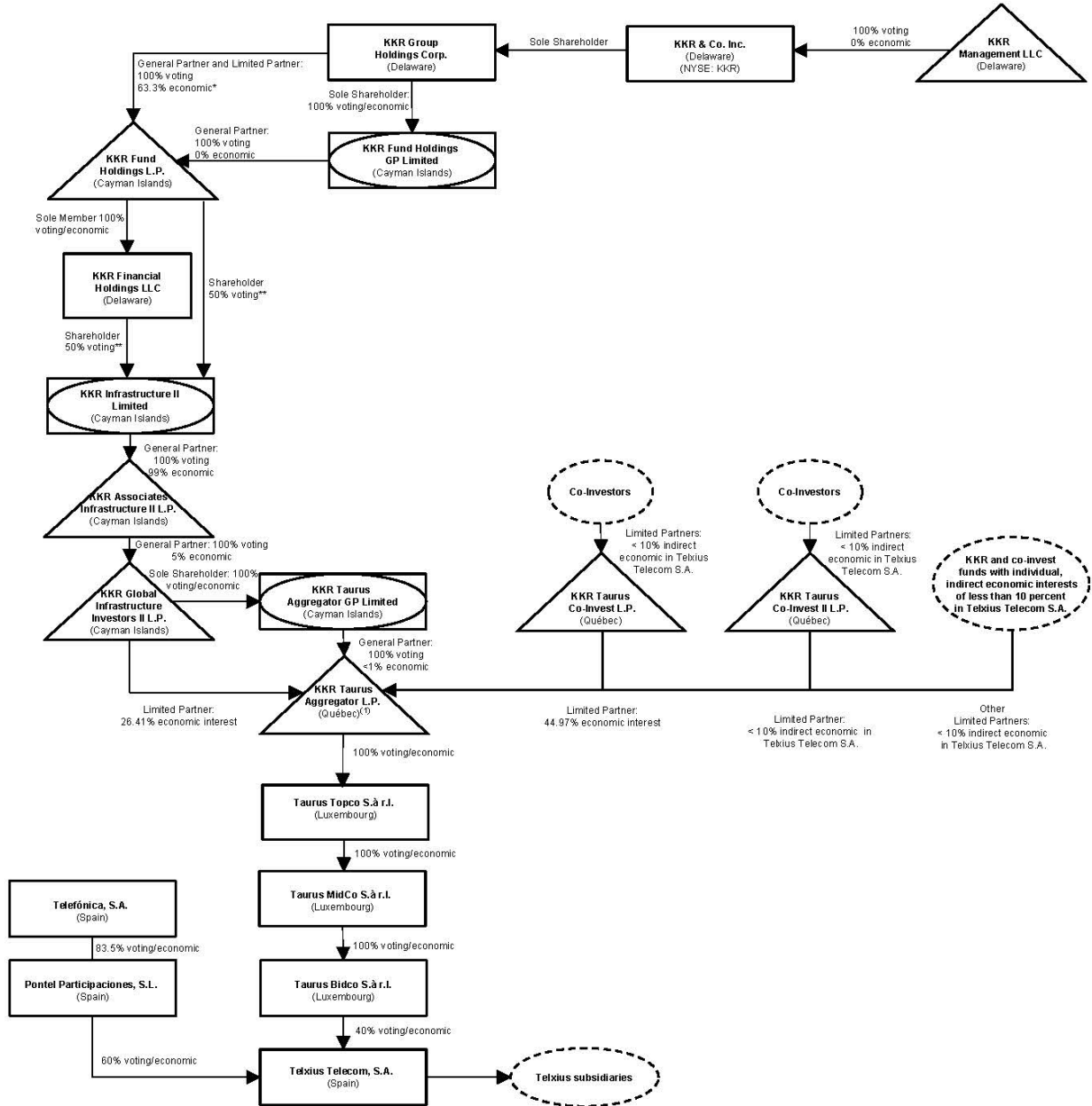
Ownership Structure of Telxius 214 Holders



 Denotes Telxius 214 Holders

Note: percentages represent both voting and economic interests

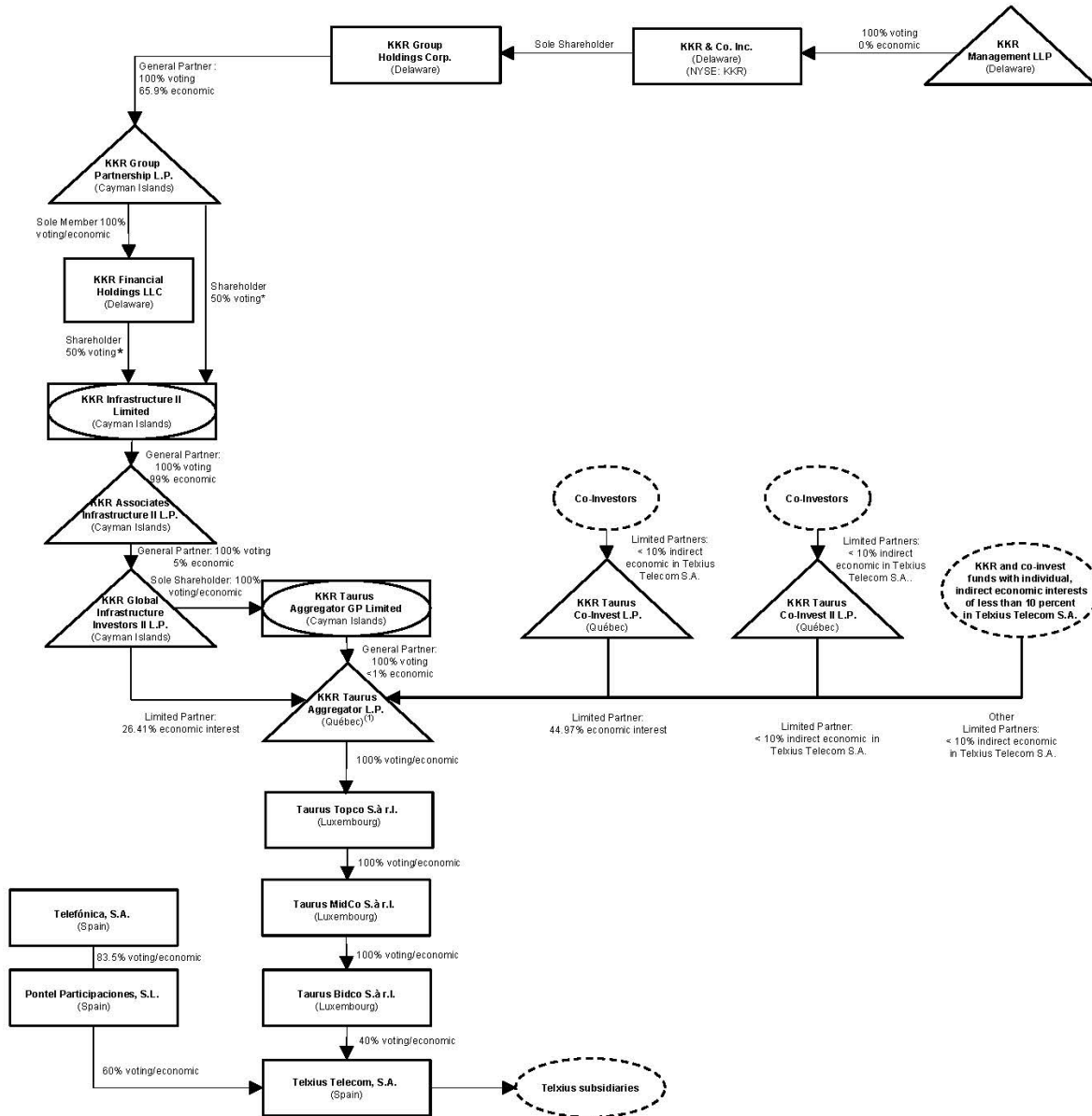
Exhibit B: KKR Pre-Consummation Interests in Telxius Telecom S.A.



* 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.

Exhibit C: KKR Post-Consummation Interests in Telxius Telecom S.A.



* The economic interests of KKR Group Partnership 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.

