

19 May 2016

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Telefónica International Wholesale Services USA, Inc., TI Wholesale Services Puerto Rico, Inc., and Telefónica International Wholesale Services América S.A. Application for a License to Land and Operate a Private Fiber-Optic Submarine Cable System Connecting Virginia, Puerto Rico, and Brazil, the BRUSA Cable System, File No. SCL-LIC-20160330-00011 —Application Supplement and Amendment

Dear Ms. Dortch:

Pursuant to 47 C.F.R § 1.1206(b), Telefónica International Wholesale Services USA, Inc. (“TIWS USA”), TI Wholesale Services Puerto Rico, Inc. (“TIWS Puerto Rico”), and Telefónica International Wholesale Services América S.A. (“TIWS América”) (together, “Applicants”), provide information in response to requests made by International Bureau staff via email with respect to the above-referenced application and otherwise amend the application to reflect a recent corporate reorganization affecting the ownership, but not the control, of the Applicants.

First, in response to the Bureau’s query regarding the voting interests held by Telefónica, S.A. in Telefónica International Wholesale Services, S.L. (“TIWS S.L”), Telefónica International Wholesale Services América S.A. (“TIWS América”), and Telefonica DataCorp S.A., the Applicants first clarify and amend their application to state that the ownership structure of the Applicants has changed since the Application has filed. As a consequence of related reorganization transactions:

- TIWS S.L. transferred its 26.86-percent voting-and-equity interest in TIWS América to Telxius Telecom, S.A.U. (“Telxius”), a Spanish *sociedad autonima unipersonal*, an existing wholly-owned, direct subsidiary of Telefónica S.A; and
- Telefónica, S.A. made a non-cash contribution to Telxius of the 73.14-percent voting-and-equity interest that it previously held in TIWS América.

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As a consequence of these reorganization transactions, TIWS América is now a wholly-owned, direct subsidiary of Telxius and a wholly-owned, indirect subsidiary of Telefónica, S.A. These changes are shown graphically in a revised version of Appendix 5 of the above-referenced application, attached to this letter.

Pursuant to 47 C.F.R. §§ 1.767(a)(8)(i), 63.18(h), the Applicants certify respectively as follows:


- TIWS USA certifies that its only 10-percent-or-greater direct or indirect interest holders are TIWS América (which holds a 100-percent voting-and-equity interest in TIWS USA), Telxius (which holds a 100-percent voting-and-equity interest in TIWS América), and Telefónica, S.A. (which holds a 100-percent voting-and-equity interest in Telxius).
- TIWS Puerto Rico certifies that its only 10-percent-or-greater direct or indirect interest holders are TIWS USA (which holds a 100-percent voting-and-equity interest in TIWS Puerto Rico), TIWS América (which holds a 100-percent voting-and-equity interest in TIWS USA), Telxius (which holds a 100-percent voting-and-equity interest in TIWS América), and Telefónica, S.A. (which holds a 100-percent voting-and-equity interest in Telxius).
- TIWS América certifies that its only 10-percent-or-greater direct or indirect interest holders are Telxius (which holds a 100-percent voting-and-equity interest in TIWS América) and Telefónica, S.A. (which holds a 100-percent voting-and-equity interest in Telxius).
- Telxius is organized under the laws of Spain and maintains its principal place of business at Distrito C, Calle Ronda de la Comunicación s/n, Edificio Central, 28050. Its principal business is telecommunications.

Second, in response to the Bureau's request for confirmation, the Applicants state that other than the entities listed above and in part H of the application in response to 47 C.F.R. §§ 1.767(a)(7) and 63.18(h), no other person or entity holds a 10-percent-or-greater direct or indirect equity or voting interest in any Applicant.

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Should you have any questions, please contact Kent Bressie by telephone at +1 202 730 1337 or by e-mail at kbressie@hwglaw.com.

Yours sincerely,

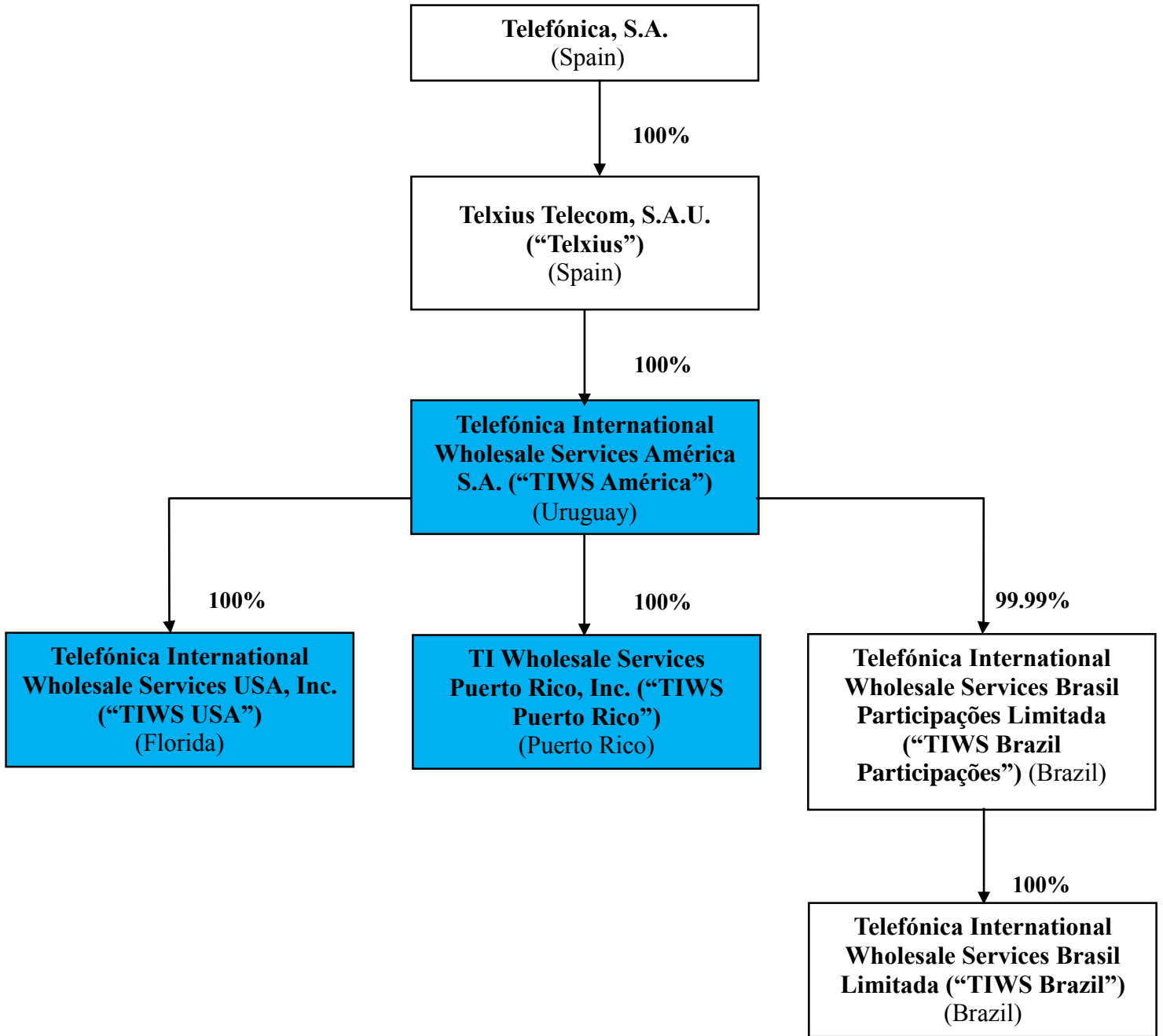


Kent Bressie
Susannah Larson
*Counsel for Telefónica International
Wholesale Services USA, Inc.,
TI Wholesale Services Puerto Rico, Inc., and
Telefónica International Wholesale Services
América, S.A.*

Attachments

cc: Jodi Cooper
David Krech

**REVISED APPENDIX 5:
OWNERSHIP AND CONTROL OF BRUSA**

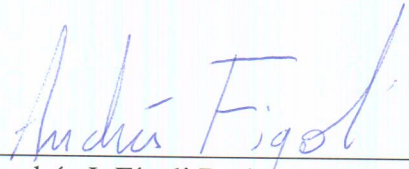


Denotes Applicant entity

DECLARATION OF ANDRÉS FIGOLI

I, Andrés J. Fígoli Pacheco, Secretaría General of Telefónica International Wholesale Services América S.A., have reviewed the accompanying letter and declare under penalty of perjury under the laws of the United States of America that the information contained therein is true and correct and attest to the relevant certifications contained therein.

Executed 12 May 2016



Andrés J. Fígoli Pacheco

DECLARATION OF GUILLERMO CAÑETE

I, Guillermo Cañete, President of Telefónica International Wholesale Services USA, Inc., and President of TI Wholesale Services Puerto Rico, Inc. S.A., have reviewed the accompanying letter and declare under penalty of perjury under the laws of the United States of America that the information contained therein is true and correct and attest to the relevant certifications contained therein.

Executed 12 May 2016



Guillermo Cañete

CERTIFICATE OF SERVICE

I, Kent Bressie, hereby certify that consistent with 47 C.F.R. § 1.767(j), I have served copies of the foregoing supplement and amendment to the cable landing license application for the BRUSA submarine cable system, by hand delivery or electronic mail this 17th day of May, 2016, to the following:

Ambassador Daniel Sepulveda
U.S. Coordinator and Deputy Assistant Secretary of State
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Bureau of Economic and Business Affairs
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Kent Bressie