

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
Cable & Wireless Americas Systems, Inc.)
Licensee)
)
And) File No. SCL-T/C-2012 _____
)
Vodafone Europe B.V.)
Transferee)
)
Application for Transfer of Control of)
Cable Landing License)

**APPLICATION FOR SPECIAL TEMPORARY AUTHORITY
TO TRANSFER CONTROL OF CABLE LANDING LICENSE**

Cable & Wireless Worldwide plc (“CWW”)¹ and Vodafone Europe B.V. (“Vodafone Europe”) (collectively, the “Applicants”), pursuant to the Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (1994), Executive Order No. 10530, Exec. Ord. No. 10530 *reprinted as amended in* 3 U.S.C. § 301, and Section 1.767 of the Rules of the Federal Communications Commission (“Commission”), 47 C.F.R. § 1.767, hereby request Special Temporary Authority (“STA”) for the Applicants to consummate, consistent with the timeframe delineated in a scheme of arrangement (the “Scheme”) and as approved by a U.K. court, a transaction in which control of Cable & Wireless Americas Systems, Inc. (“CWAS”), as the holder of a cable landing license,² will be transferred

¹ As a result of a demerger that occurred in 2010, CWW is not affiliated with Cable & Wireless Communications plc. For a description of that transaction, please see FCC File No. ITC-T/C-20100329-00133.

² FCC File No. SCL-LIC-20010122-00002. CWW currently holds an indirect 60% equity interest in Apollo Submarine Cable Systems Ltd (the “Apollo Cable”). The Apollo Cable holds a 100% equity interest in CWAS, the licensee. More information about the Apollo Cable is contained in the underlying transfer of control application, which is included as Attachment A.

from CWW to Vodafone Europe. On June 13, 2012, the Applicants filed the underlying transfer of control application.³

CWW is a global provider of primarily fixed telecommunications and related services, specializing in providing services to large users of telecommunications, including multinational corporations, governments, carrier customers and resellers. Vodafone Europe is a wholly-owned subsidiary, through multiple corporate entities, of Vodafone Group Plc (“Vodafone”), a U.K. corporation. Vodafone, a U.K.-based, publicly-listed company, is the holding company of a group of entities involved in the operation of primarily mobile telecommunications networks and the provision of related telecommunications services.

As described below, under an arrangement negotiated between CWW and Vodafone Europe, CWAS will become a 60% owned subsidiary of Vodafone Europe (the “Transaction”). As a result of the Transaction, Vodafone Europe, an indirect wholly-owned subsidiary of Vodafone, will control CWAS’s license to land and operate the Apollo Submarine Cable System (the “Apollo Cable”).⁴ Although control of CWAS will change from CWW to Vodafone Europe, services in the United States will continue to be provided to the Apollo Cable’s existing customers under existing service arrangements, consistent with the submarine cable landing license granted to CWAS by the Commission. The Transaction, therefore, will be seamless to existing customers.

The Transaction is governed by U.K. law and will be implemented by means of the Scheme. A circular relating to the Scheme (the “Scheme Document”) sets out, amongst other things, the full terms and conditions of the Scheme, an explanatory statement, notices of the

³ FCC File No. SCL-T/C-20120613-00007 (filed June 13, 2012).

⁴ *Id.*

required meetings, a timetable of principal events and details of the actions to be taken.⁵ As described in the Scheme Document, the Scheme will require, *inter alia*, approval from a U.K. court. Under the timetable set out in the Scheme Document and expected to be approved by the court, a suspension of CWW's public listing and dealings in its shares is scheduled to occur by 7:30 a.m. on July 26, 2012, with the Scheme becoming effective on or around July 27, 2012. A cancellation of CWW's listings is scheduled to occur by no later than 8:00 a.m. on July 30, 2012.

The Applicants respectfully request that the Commission grant this STA as soon as possible and no later than July 20, 2012, so that the Applicants can close the transaction in compliance with the timeline set forth in the Scheme Document, as approved by a U.K. court. Granting the STA authorizing the Applicants to close the transaction swiftly is in the public interest because it is consistent with the principle of comity and will lead to the emergence of a stronger and better-financed competitor in the submarine cable market for capacity between the United States and Europe (in particular between the United States and U.K. and United States and France). Under Vodafone's control, CWAS and the Apollo Cable will be able to operate in a more efficient and economical manner and have better access to the capital needed to maintain and grow the existing competitive submarine cable business.

Moreover, the change in control will not have any adverse impact on existing customers. Backed by its new parent company, Vodafone, the Apollo Cable will continue to possess the managerial and technical qualifications necessary to provide international telecommunications services. Because the Transaction involves the transfer of shares in CWAS's and the Apollo Cable's corporate parent, the Transaction will not result in a change of service provider for customers and will otherwise be seamless to customers receiving services in the United States.

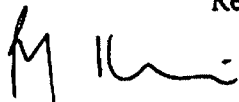
⁵ The Scheme Document is available at www.vodafone.com/investor.

Immediately following consummation of the Transaction, the Apollo Cable's customers will continue to receive high-quality private carriage services without interruption and without any immediate change in rates, terms or conditions.

At the same time, grant of the Application will not result in any anticompetitive effects. The market for transport between the United States and U.K. and United States and France is fiercely competitive, and, pursuant to Section 63.10(a)(3), neither Vodafone Europe B.V., CWW, nor any of their affiliates will exercise sufficient market power in the U.K. or France after consummation of the Transaction to affect competition adversely in the United States. Although this transaction has been valued at almost \$1.6 billion and involves the acquisition of dozens of foreign carriers throughout the world, CWW's U.S. operations constitute a very minor portion of its overall global operations.

The Applicants acknowledge that a grant of this request will not prejudice action by the Commission on the underlying joint cable landing license transfer of control application and that any authority granted pursuant to this request is subject to cancellation or modification upon notice, but without a hearing.

Respectfully submitted,



Philip Davis
General Counsel
Cable & Wireless Worldwide plc
Worldwide House
Western Road
Bracknell, Berkshire RG12 1RW
United Kingdom
+44 (0) 1344 726542


Erik de Rijk
Director
Vodafone Europe B.V.
Rivium Quadrant 173, 15th Floor
2909 LC Capelle aan den IJssel
The Netherlands
+ 31 10498 7711

Date: June 14, 2012

The Applicants acknowledge that a grant of this request will not prejudice action by the Commission on the underlying joint cable landing license transfer of control application and that any authority granted pursuant to this request is subject to cancellation or modification upon notice, but without a hearing.

Respectfully submitted,

Philip Davis
General Counsel
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Director
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Rivium Quadrant 173, 15th Floor
2909 LC Capelle aan den IJssel
The Netherlands
+ 31 10498 7711

Date: June 14, 2012

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing document was served this date upon the following:

Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554
(via first class U.S. mail, postage prepaid)

James Ball
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554
(via electronic mail to James.Ball@fcc.gov)

David Krech
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554
(via electronic mail to David.Krech@fcc.gov)

Susan O'Connell
International Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554
(via electronic mail to Susan.O'Connell@fcc.gov)

Ambassador Philip Verveer
U.S. Coordinator
EB/CIP
U.S. Department of State
2201 C Street, N.W.
Washington, D.C. 20520-5818
(via first class U.S. mail, postage prepaid)

Kathy Smith
Office of Chief Counsel/NTIA
U.S. Department of Commerce
14th Street and Constitution Ave., N.W.
Washington, D.C. 20230
(via first class U.S. mail, postage prepaid)

Hillary Morgan
Defense Information Systems Agency
Code RGC
701 S. Courthouse Road
Arlington, VA 22204
(via first class U.S. mail, postage prepaid)



Thomas Pirchio

June 14, 2012

ATTACHMENT A

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
Cable & Wireless Americas Systems, Inc.)
 Licensee)
)
And) File No. SCL-T/C-2012 _____
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Vodafone Europe B.V.)
 Transferee)
)
Application for Transfer of Control of)
Cable Landing License)

**APPLICATION FOR TRANSFER OF CONTROL OF
CABLE LANDING LICENSE
STREAMLINED PROCESSING REQUESTED**

Cable & Wireless Worldwide plc (“CWW”)¹ and Vodafone Europe B.V. (collectively, the “Applicants”), pursuant to the Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (1994), Executive Order No. 10530, Exec. Ord. No. 10530 *reprinted as amended in* 3 U.S.C. § 301, and Section 1.767 of the Rules of the Federal Communications Commission (“Commission”), 47 C.F.R. § 1.767, hereby request approval for the transfer of control of Cable & Wireless Americas Systems, Inc. (“CWAS”) as the holder of a cable landing license² from CWW to Vodafone Europe B.V.

As described below, under an arrangement negotiated between CWW and Vodafone Europe B.V., CWAS will become a 60% owned subsidiary of Vodafone Europe B.V. (the

¹ As a result of a demerger that occurred in 2010, CWW is not affiliated with Cable & Wireless Communications plc. For a description of that transaction, please see FCC File No. ITC-T/C-20100329-00133.

² FCC File No. SCL-LIC-20010122-00002. CWW currently holds an indirect 60% equity interest in Apollo Submarine Cable Systems Ltd (the “Apollo Cable”). The Apollo Cable holds a 100% equity interest in CWAS, the licensee.

“Transaction”). As a result of the Transaction, Vodafone Europe B.V., an indirect wholly-owned subsidiary of Vodafone Group Plc (“Vodafone”), will control CWAS’s license to land and operate the Apollo Submarine Cable System (the “Apollo Cable”).³ Although control of CWAS will change from CWW to Vodafone Europe B.V., services in the United States will continue to be provided to the Apollo Cable’s existing customers under existing service arrangements, consistent with the submarine cable landing license granted to CWAS by the Commission. The Transaction, therefore, will be seamless to existing customers. Applicants provide the following information in support of this Application:

I. THE APPLICANTS

A. Cable & Wireless Americas Systems, Inc. (Licensee)

FRN: 0009696071

CWAS is organized under the laws of the state of Delaware in the United States and holds the license to land and operate the Apollo Cable.

B. Vodafone Europe B.V. (Transferee)

FRN: 0021810718

Vodafone Europe B.V. is a company organized under the laws of the Netherlands and is headquartered in Capelle aan den IJssel, Netherlands. Vodafone Europe B.V. is a wholly-owned subsidiary, through multiple corporate entities, of Vodafone, a U.K. corporation. Vodafone is a publicly traded company, with shares listed on the London and NASDAQ stock exchanges. Vodafone is one of the world’s largest mobile operators, with investments and operations on several continents, and also is a provider of fixed services in some markets. It had 398 million customers as of December 31, 2011. It generates revenues from mobile voice, messaging and data communications services, fixed line services, business managed services and wholesale

³ *Id.*

access to mobile virtual network operators. Additional information about Vodafone is available at www.vodafone.com.

C. Cable & Wireless Worldwide plc (Transferee)

FRN: 0021810734

Cable & Wireless Worldwide plc (“CWW”) is a publicly-held corporation organized under the laws of the U.K. and is headquartered in Bracknell, England. It is a global provider of primarily fixed telecommunications and related services, specializing in providing services to large users of telecommunications, including multinational corporations, governments, carrier customers and resellers. CWW has an international cable network that spans approximately 425,000 kilometers in length. Additional information on CWW can be found at www.cw.com.

II. THE PROPOSED TRANSACTION

The transfer of control of CWAS will occur under a corporate transaction by which Vodafone, as the corporate parent of Vodafone Europe B.V., will acquire *de jure* and *de facto* control of CWAS’s corporate parent, CWW. Pursuant to an agreement negotiated between Vodafone Europe B.V. and CWW, Vodafone Europe B.V. will acquire 100% of the issued and paid up shares of CWW. CWW indirectly owns 60% of the equity of CWAS. The Transaction is governed by U.K. law.

III. PUBLIC INTEREST CONSIDERATIONS

Consummation of the Transaction described herein will serve the public interest because it will lead to the emergence of a stronger and better-financed competitor in the submarine cable market for capacity between the United States and Europe (in particular between the United States and U.K. and United States and France). Under Vodafone’s control, CWAS and the Apollo Cable will be able to operate in a more efficient and economical manner and have better

access to the capital needed to maintain and grow the existing competitive submarine cable business.

Moreover, the change in control will not have any adverse impact on existing customers. Backed by its new parent company, Vodafone, the Apollo Cable will continue to possess the managerial and technical qualifications necessary to provide international telecommunications services. Because the Transaction involves the transfer of shares in CWAS's and the Apollo Cable's corporate parent, the Transaction will not result in a change of service provider for customers and will otherwise be seamless to customers receiving services in the United States. Immediately following consummation of the Transaction, the Apollo Cable's customers will continue to receive high-quality private carriage services without interruption and without any immediate change in rates, terms or conditions.

At the same time, grant of the Application will not result in any anticompetitive effects. The market for transport between the United States and U.K. and United States and France is fiercely competitive, and, pursuant to Section 63.10(a)(3), neither Vodafone Europe B.V., CWW, nor any of their affiliates will exercise sufficient market power in the U.K. or France after consummation of the Transaction to affect competition adversely in the United States. For these reasons, Applicants respectfully submit that this Transaction is in the public interest.

IV. INFORMATION REQUIRED BY SECTION 1.767 OF THE COMMISSION'S RULES

In support of this Application, Applicants submit the following information in accordance with Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767:

(1) Name, address and telephone number of Applicants:

Licensee: Cable & Wireless Americas Systems, Inc.
Registered in Delaware, USA, with principal contact address at:
Worldwide House
Western Road

Bracknell, Berkshire RG12 1RW
United Kingdom
+44 (0) 1344 726542

Transferee: Vodafone Europe B.V.
Rivium Quadrant 173, 15th Floor
2909 LC Capelle aan den IJssel
The Netherlands
+ 31 10498 7711

Transferor: Cable & Wireless Worldwide plc
Worldwide House
Western Road
Bracknell, Berkshire RG12 1RW
United Kingdom
+44 (0) 1344 726542

(2) Place of Formation:

Licensee: Cable & Wireless Americas Systems, Inc. is organized under the laws of Delaware in the United States.

Transferee: Vodafone Europe B.V. is organized under the laws of the Netherlands.

Transferor: Cable & Wireless Worldwide plc is organized under the laws of the U.K.

(3) Correspondence concerning this Application should be sent to:

For Cable & Wireless Worldwide plc: Helen R. Watson
Head of Legal and Regulatory – Global Markets
Cable & Wireless
6 Temasek Boulevard, #33-03/05, Suntec Tower 4
Singapore
+65 647-75-828
Helen.R.Watson@cw.com

For Vodafone Europe B.V.: Dennis Kraan
Company Secretary
Vodafone Europe B.V.
Rivium Quadrant 173, 15th Floor
2909 LC Capelle aan den IJssel
The Netherlands
+31 10 498 7717

Dennis.Kraan@vodafone.com

each with a copy to:

Michele C. Farquhar
Hogan Lovells US LLP
555 13th Street N.W.
Washington, D.C. 20004
Phone: (202) 637-5663
Michele.Farquhar@hoganlovells.com
Counsel to Vodafone Europe B.V.

(4) Description of the Cable System:

A description of the Apollo Cable is on file with the Commission and is incorporated by reference herein.

(5) Landing Points:

A general description of the Apollo Cable's landing locations is on file with the Commission in the original license files and is incorporated by reference herein. The United States-based landing stations are located at 21 Ramsey Road, Shirley, New York 11967, and 1941 Highway 34, Wall, New Jersey 07719. The France-based landing station is located at Keradivin Vihan, Servel 22300, Lannion, France. The UK-based landing station is located in Bude, England.

(6) A Statement as to Whether the Cable Will be Operated on a Common Carrier or Non-Common Carrier Basis:

The Apollo Cable is operated and will continue to operate on a non-common carrier basis.

(7) Ownership Interest in the Apollo Cable:

CWW currently holds a 60% voting and equity interest in the Apollo Cable and Alcatel-Lucent currently holds a 40% voting and equity interest in the Apollo Cable. This 60/40% ownership split applies to each United States-based landing station, and the Lannion, France-based landing station. The same ownership split applies to each wet-link portion of the Apollo Cable (up to the territorial waters limits for France and the U.K.). The Bude, U.K. landing station is 100% owned by CWW, but part of this cable landing station is leased to the Apollo Cable.

For clarity, the wet portion both (i) from the Lannion, France cable landing station to the edge of French territorial waters and (ii) from the Bude, U.K. cable landing station to the edge of U.K. territorial waters are owned by the applicable Cable & Wireless Worldwide licensed entity in that territory, who have each granted an IRU to the Apollo Cable for this capacity.

As a result of the proposed transaction, CWW's 60% interest in the Apollo Cable, and CWW's 100% interest in the Bude, UK landing station and wet-link portions not owned

by the Apollo Cable, will be transferred to Vodafone Europe B.V. The 40% interest in the Apollo Cable currently held by Alcatel-Lucent will remain unchanged.

(8) Certification and Ownership Information Required by Section 63.18(h)-(k) and (o) of the Commission's Rules, 47 C.F.R. §§ 63.18(h)-(k), (o):

Section 63.18(h) - 10 Percent or Greater Shareholders in Transferee, Vodafone Europe B.V.:

After consummation of the Transaction, 60% of the Apollo Cable and 60% of CWAS will be held indirectly by Vodafone Europe B.V.

The following entities and persons have a 10% or greater ownership interest in Vodafone Europe B.V.:

Company Name – Vodafone Investments Luxembourg Sarl
Address – 15 rue Edward Steichen, Luxembourg, 2540, Luxembourg
Tel No. – +352 (26) 12 72 30
Jurisdiction of Formation – Luxembourg
Principal Business – Telecoms
Interest – 47.84% (direct)

Company Name – Vodafone Consolidated Holdings Limited
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England
Tel No. – +44 (0) 1635 33251
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 100% (direct)

Company Name – Vodafone International B.V.
Address – Rivium Quadrant 173, 15th Floor, 2909 LC, Capelle aan den IJssel, The Netherlands
Tel No. – +31 10 498 77 11
Jurisdiction of Formation – The Netherlands
Principal Business – Telecoms
Interest – 42.08% (indirect)

Company Name – Vodafone International Inc. (California)
Address – Denver Place, South Tower, 17th Floor, 999 18th Street, Denver, CO 80202
Tel No. – +1 303-293-5870
Jurisdiction of Formation – United States
Principal Business – Telecoms
Interest – 17.54% (indirect)

Company Name – Vodafone Americas Inc. (Delaware)
Address – Denver Place, South Tower, 17th Floor, 999 18th Street, Denver, CO 80202
Tel No. – +1 303-293-5870
Jurisdiction of Formation – United States
Principal Business – Telecoms
Interest – 17.54% (indirect)

Company Name – Vodafone Americas Holdings Inc. (Delaware)
Address – Denver Place, South Tower, 17th Floor, 999 18th Street, Denver, CO 80202
Tel No. – +1 303-293-5870
Jurisdiction of Formation – United States
Principal Business – Telecoms
Interest – 17.54% (indirect)

Company Name – Vodafone Americas Finance 2 Inc. (Delaware)
Address – Denver Place, South Tower, 17th Floor, 999 18th Street, Denver, CO 80202
Tel No. – +1 303-293-5870
Jurisdiction of Formation – United States
Principal Business – Telecoms
Interest – 17.54% (indirect)

Company Name – Vodafone Americas Finance 1 Inc. (Delaware)
Address – Denver Place, South Tower, 17th Floor, 999 18th Street, Denver, CO 80202
Tel No. – +1 303-293-5870
Jurisdiction of Formation – United States
Principal Business – Telecoms
Interest – 17.54% (indirect)

Company Name – Vodafone 4 Limited
Address – Ogier House, The Esplanade, St. Helier, JE4 9WG, Jersey
Tel No. – +31 10 498 77 11
Jurisdiction of Formation – Jersey
Principal Business – Telecoms
Interest – 17.54% (indirect)

Company Name – Vodafone 4 B.V.
Address – Rivium Quadrant 173, 15th Floor, 2909 LC, Capelle aan den IJssel, The Netherlands

Tel No. – +31 10 498 77 11
Jurisdiction of Formation – The Netherlands
Principal Business – Telecoms
Interest – 17.54% (indirect)

Company Name – Vodafone Luxembourg Sarl
Address – 15 rue Edward Steichen, Luxembourg, 2540, Luxembourg
Tel No. – +352 26 12 72
Jurisdiction of Formation – Luxembourg
Principal Business – Telecoms
Interest – 17.54% (indirect)

Company Name – Vodafone International 1 Sarl
Address – 15 rue Edward Steichen, Luxembourg, 2540, Luxembourg
Tel No. – +352 26 12 72
Jurisdiction of Formation – Luxembourg
Principal Business – Telecoms
Interest – 42.08% (indirect)

Company Name – Vodafone Finance UK Limited
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England
Tel No. – +44 (0) 1635 6 73923
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 15.48% (indirect)

Company Name – Vodafone Jersey Dollar Holdings Limited
Address – Ogier House, The Esplanade, St. Helier, JE4 9WG, Jersey
Tel No. – +44 1534 504000
Jurisdiction of Formation – Jersey
Principal Business – Telecoms
Interest – 25.76% (indirect)

Company Name – Vodafone Worldwide Holdings Limited
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England
Tel No. – +44 (0) 1635 33251
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 26.9% (indirect)

Company Name – Vodafone Intermediate Enterprises Limited
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England
Tel No. – +44 (0) 1635 33251
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 100% (indirect)

Company Name – Vodafone Limited
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England
Tel No. – +44 (0) 1635 33251
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 100% (indirect)

Company Name – Vodafone 2
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England
Tel No. – +44 (0) 1635 33251
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 100% (indirect)

Company Name – Vodafone Holdings Luxembourg Limited
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England
Tel No. – +44 (0) 1635 33251
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 100% (indirect)

Company Name – Vodafone Benelux Limited
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England
Tel No. – +44 (0) 1635 33251
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 100% (indirect)

Company Name – Vodafone International Holdings Limited
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England
Tel No. – +44 (0) 1635 6 73923
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 100% (indirect)

Company Name – Vodafone International Operations Limited
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England
Tel No. – +44 (0) 1635 6 73923
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 100% (indirect)

Company Name – Vodafone European Investments
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England
Tel No. – +44 (0) 1635 6 73923
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 100% (indirect)

Company Name – Vodafone Group Plc
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN, England
Tel No. – +44 (0) 1635 33251
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 100% (indirect)

There are no other individuals or entities that hold a 10% or greater direct or indirect equity or voting interest in Vodafone Europe B.V. The ultimate parent of Vodafone Europe B.V., Vodafone, is a publicly-traded entity that has no 10% or greater stockholders.

Additional 10 Percent or Greater CWW-Controlled Shareholders in Cable & Wireless Americas Systems, Inc., the Licensee:⁴

In addition, the following CWW-controlled entities currently hold and will continue to hold a 10 percent or greater interest in Cable & Wireless Americas Systems, Inc., the licensee:

Company Name – Apollo Submarine Cable Systems, Limited
Address – 90 Long Acre, London WC2E 9RA, United Kingdom

⁴ While not required under the Commission's Rules, *see* 47 C.F.R. §§1.767(a)(11) and (8), Vodafone Europe B.V. is providing this information regarding 10 percent of greater shareholdings in CWAS by CWW-controlled entities for convenience.

Tel No. – +44(0) 2073 798825
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 100% (direct)

Company Name – Cable & Wireless Global Network Limited
Address — Worldwide House, Western Road, Bracknell, Berkshire RG12 1RW, United Kingdom
Tel No. –+44(0) 1344 726542
Jurisdiction of Formation – Ireland
Principal Business – Telecoms
Interest – 100% (indirect)

Company Name – The Eastern Leasing Company Limited
Address – Worldwide House, Western Road, Bracknell, Berkshire RG12 1RW, United Kingdom
Tel No. – +44 (0) 1344 726542
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 100% (indirect)

Company Name – Cable & Wireless UK Holdings Limited
Address – Worldwide House, Western Road, Bracknell, Berkshire RG12 1RW, United Kingdom
Tel No. – +44 (0) 1344 726542
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 100% (indirect)

Company Name – Cable & Wireless Worldwide plc
Address – Worldwide House, Western Road, Bracknell, Berkshire RG12 1RW, United Kingdom
Tel No. – +44 (0) 1344 726542
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 100% (indirect)

Section 63.18(h) – Interlocking Directorates:

Erik Antonius Jacobus de Rijk is a director of the Transferee, Vodafone Europe B.V., and is Supervisory Board Chairman of Vodafone Libertel B.V., a wireless carrier in the Netherlands.

Michel Marie Alain Combes is a director of Vodafone, the ultimate parent of the Transferee, and is Supervisory Board Chairman of Vodafone D2 GmbH, a wireless carrier in Germany.

Section 63.18(i) – Certification Regarding Foreign Carrier Status and Foreign Affiliation:

By its signature to this Application, Vodafone Europe B.V. certifies that it, or one or more of its affiliates, is a foreign carrier within the meaning of 63.09(d) of the Commission’s Rules. Upon consummation of the Transaction, Vodafone Europe B.V. will be affiliated with the following foreign carriers by virtue of Vodafone’s control of at least 25% of the voting or equity interests of such foreign carriers:

Country	Carrier
Albania	Vodafone Albania Sh.A
Australia	Vodafone Hutchison Australia Pty Ltd
Australia	Cable & Wireless Global Business Services Pty Limited
Austria	Cable & Wireless Austria GmbH
Bahrain	Cable & Wireless Worldwide Bahrain WLL
Belgium	Cable & Wireless (Belgium) NV
Czech Republic	Vodafone Czech Republic A.S.
Democratic Republic of Congo	Vodacom Congo s.p.r.l
Denmark	Cable & Wireless Global A/S
Egypt	Vodafone Egypt Telecommunications SAE
Fiji	Vodafone Fiji Ltd
France	Cable & Wireless SAS
Germany	Vodafone D2 GmbH
Ghana	Ghana Telecommunications Company Ltd
Greece	Vodafone Panafon Hellenic Telecommunications Company S.A.
Hong Kong	Cable & Wireless Global Network (Hong Kong) Limited
Hong Kong	Cable & Wireless Global (Hong Kong) Limited
Hungary	Vodafone Hungary Mobile Telecommunications Company Ltd
India	Vodafone India Ltd
India	Cable & Wireless Global (India) Private Limited
India	Cable & Wireless Networks India Pvt Limited
Ireland	Vodafone Ireland Ltd
Ireland	Cable & Wireless Global Limited
Ireland	Cable & Wireless Global Network Limited
Italy	Vodafone Omnitel NV

Italy	Cable & Wireless SpA
Kenya	Safaricom Ltd
Lesotho	Vodacom Lesotho Pty Ltd
Luxembourg	Cable & Wireless Luxembourg SA
Malta	Vodafone Malta Ltd
Mozambique	VM S.a.r.l
Netherlands	Vodafone Libertel B.V.
New Zealand	Vodafone New Zealand Ltd
Portugal	Vodafone Portugal Comunicacoes Pessoais S.A.
Romania	Vodafone Romania S.A.
Russia	Cable & Wireless CIS Svyaz
Singapore	Cable & Wireless Regional Businesses (Singapore) Pte Limited
Singapore	Cable & Wireless Worldwide (Singapore) PTE Limited
Singapore	Cable & Wireless Global Pte Limited
South Africa	Vodacom Group Ltd
South Africa	Cable & Wireless Worldwide South Africa (Pty) Limited
Spain	Vodafone Espana S.A. U
Spain	Cable and Wireless SLU
Sweden	Cable & Wireless Sweden AB
Switzerland	Cable & Wireless Switzerland AG
Tanzania	Vodacom Tanzania Ltd
Turkey	Vodafone Telekomunikasyon A.S.
Ukraine	Cable & Wireless Ukraine Limited
United Kingdom	Energis Communications Limited
United Kingdom	Cable & Wireless Europe (UK) Limited
United Kingdom	Cable & Wireless UK Limited
United Kingdom	Apollo Submarine Cable Systems Limited
United Kingdom	Cable & Wireless Capital Limited
United Kingdom	Thus Limited
United Kingdom	Vodafone Ltd

Section 63.18(j) – Certification Regarding Destination Markets:

By its signature to this application, Vodafone Europe B.V. certifies that it or one or more of its affiliates currently and will continue to provide international telecommunications services in the U.K. and France, the destination markets of the Apollo Cable.

Section 63.18(k) – Demonstration Regarding WTO Status, Market Power, and the Effective Competitive Opportunities Test:

The U.K. and France are World Trade Organization members.

Section 63.18(o) – Certification Regarding the Anti-Drug Abuse Act of 1988:

By its signature to this Application, Vodafone Europe B.V. certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission’s Rules, 47 C.F.R. §§ 1.2001-1.2003 (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(9) Certification of Compliance:

By its signature to this Application, Vodafone Europe B.V. certifies that it accepts and will abide by the routine conditions set forth in Section 1.767(g) of the Commission’s Rules, 47 C.F.R. § 1.767(g).

(10) Streamlined Processing Request:

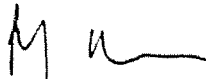
Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 1.767(k)(2) of the Commission’s Rules, 47 C.F.R. § 1.767(k)(2). In particular, in the cable destination markets of the Apollo Cable, the U.K. and France, the Applicants currently are not, and after consummation of the Transaction will not be, affiliated with any foreign carrier that exercises market power.⁵ Pursuant to Section 63.10(a)(3) of the Commission’s Rules, each of the Applicants’ affiliates in the U.K. and France lack 50% market share in the fixed local access and international transport markets of those countries.

⁵ See “The International Bureau Revises and Reissues the Commission’s List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets,” *Public Notice*, DA-07-233 (Jan. 26, 2007).


V. CONCLUSION

For the foregoing reasons, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants respectfully request that the Commission grant this application on a streamlined basis to permit the parties to consummate the Transaction as soon as possible.

Respectfully submitted,



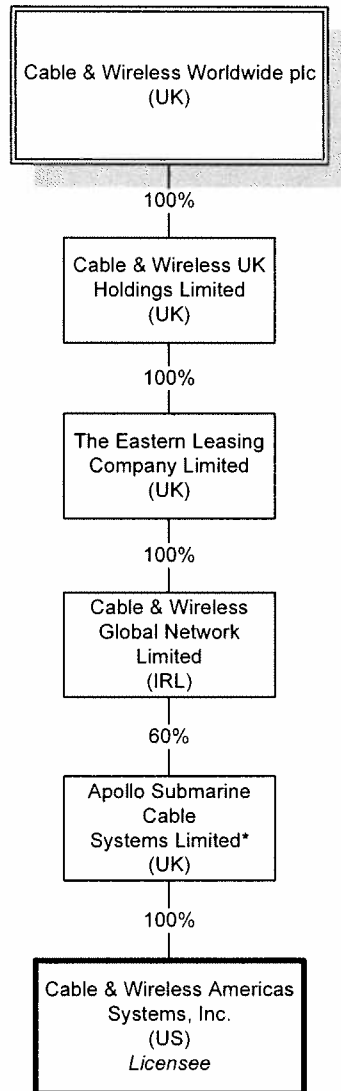
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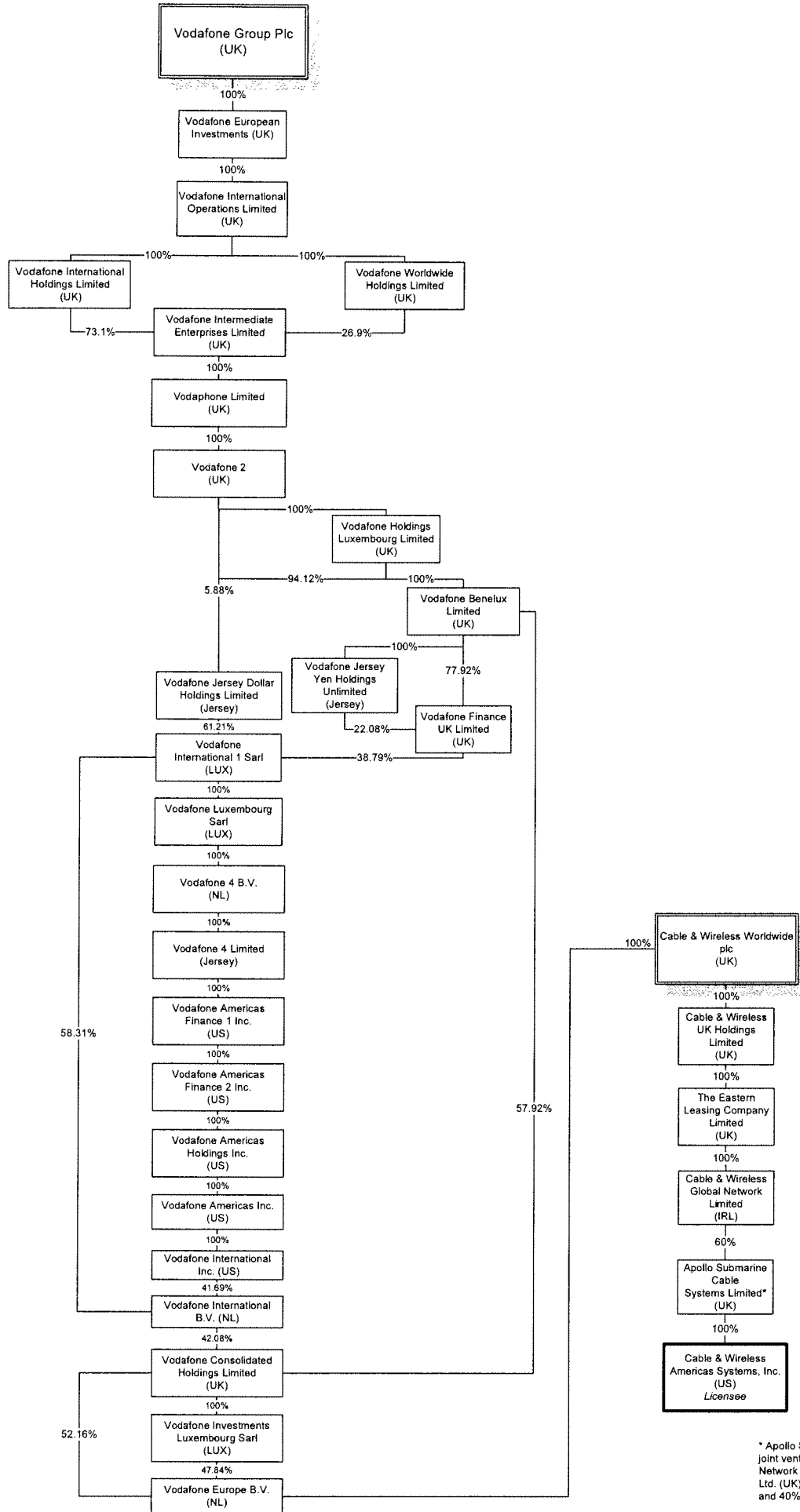
Date: June 13, 2012

Appendix A: Pre-Acquisition Organizational Chart



* Apollo Submarine Cable Systems Limited is a joint venture between Cable & Wireless Global Network Limited and Alcatel Submarine Networks Ltd. (UK), which hold ownership stakes of 60% and 40%, respectively.

Appendix B: Post-Acquisition Organizational Chart



* Apollo Submarine Cable Systems Limited is a joint venture between Cable & Wireless Global Network Limited and Atcatel Submarine Networks Ltd. (UK), which hold ownership stakes of 60% and 40%, respectively.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing document was served this date upon the following:

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June 13, 2012