

## **Attachment 1**

### **1. Description of the Pro Forma Transfer of Control**

Apollo Submarine Cable System Limited (UK) ("Apollo") holds a submarine cable landing license issued by the FCC. (See SCL-LIC-20010122-00002). Alcatel Submarine Networks Limited owns 40% of Apollo and the remaining 60% had been owned by Cable & Wireless plc. Cable and Wireless plc owned, operated and controlled two distinct business units: Cable & Wireless Worldwide ("CWW") and Cable & Wireless Communications ("CWC", formerly known as Cable & Wireless International or CWI). (See Exhibit A for the corporate structure of Cable and Wireless plc). The Cable and Wireless interest in Apollo was a part of the CWW business unit. On March 26, 2010, Cable & Wireless plc separated CWW and CWC by a Demerger of CWW to a new holding company. The steps undertaken to complete the Demerger created two distinct corporate groups with two separate new listed holding companies: Cable & Wireless Communications plc (holding the CWC group, including Cable and Wireless plc (which has since become Cable & Wireless Limited) and Cable & Wireless Worldwide plc (holding the CWW group). (See Exhibit B for the corporate structure subsequent to the consummation of the Demerger). Following completion of all the steps required to implement the Demerger existing Cable and Wireless plc shareholders received one share in Cable & Wireless Communications plc and one share in Cable & Wireless Worldwide plc for each share previously held in Cable and Wireless plc. Thus, at the time the Demerger was effectuated the two resulting corporate entities had identical shareholdings. Under the FCC's rules, the Demerger is a pro forma transfer of control since the ultimate ownership of Cable & Wireless interest in Apollo did not change. Apollo is submitting this pro forma transfer of control application in light of the Demerger.

#### **1. Ten percent or more shareholders in Cable & Wireless plc:**

Newton Investment Management      12.42%

160 Queen Victoria Street

London EC44 4LA , United Kingdom