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March 11, 2011

**VIA IBFS**

Marlene Dortch  
Secretary  
Federal Communications Commission  
445-12th Street SW  
Washington, D.C. 20554

Re: Notification pursuant to Section 1.767(g)(7) of the Commission's Rules of a *Pro Forma* transfer of control

Cable and Wireless Network Services Limited – File No. SCL-LIC-20070925-00017

Dear Ms. Dortch:

Cable and Wireless Network Services Limited (“Cable & Wireless”), by their attorneys, hereby notifies the Commission of certain *pro forma* transactions pursuant to Section 1.767(g)(7) of the Commission's Rules. Cable & Wireless holds a cable landing license for the Gemini Cable System as granted in the file number captioned above.<sup>1</sup>

At the time the application was granted in March 2008, Cable & Wireless was a wholly-owned, indirect subsidiary of Cable and Wireless plc. The corporate structure of Cable & Wireless in March 2008 is shown in Attachment A. Over the last year, Cable & Wireless' parent companies have consummated a series of transactions that have resulted in the transfer of

<sup>1</sup> See *Public Notice, Actions Taken Under Cable Landing License Act*, Report No. SCL-00058, DA No. 08-532, at 2. Contrary to the Commission's statement in this *Public Notice*, Cable and Wireless Network Services Limited owns, operates, and maintains the portion of the Gemini Bermuda System from the U.S. territorial waters to Bermuda, including the submarine cable and associated repeaters, but it does not own, operate or maintain the Bermuda landing station or the portion of the cable system in Bermuda territorial waters.

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control of Cable & Wireless. The transactions include the separation of Cable & Wireless Worldwide, a business unit of Cable and Wireless plc, from Cable and Wireless plc. In implementing this demerger, a new parent company, Cable and Wireless Communications plc (“CWC”), was inserted above Cable and Wireless plc; shareholders of Cable and Wireless plc received one share of CWC for every share previously held in Cable and Wireless plc. Cable and Wireless plc was subsequently delisted and renamed Cable and Wireless Limited.

The current corporate structure of Cable & Wireless is shown in Attachment B. The transactions have not altered the ultimate ownership or actual control of Cable & Wireless. As such, these transactions are *pro forma* under Section 63.24 of the Commission’s Rules.<sup>2</sup> Cable & Wireless notes that the Commission has previously recognized the *pro forma* nature of the demerger.<sup>3</sup>

A certification that the transactions were *pro forma* and that, together with all previous *pro forma* transactions, do not result in a change in the actual controlling party is provided in Attachment C.

Please contact the undersigned counsel if you have any questions regarding this matter.

Sincerely,



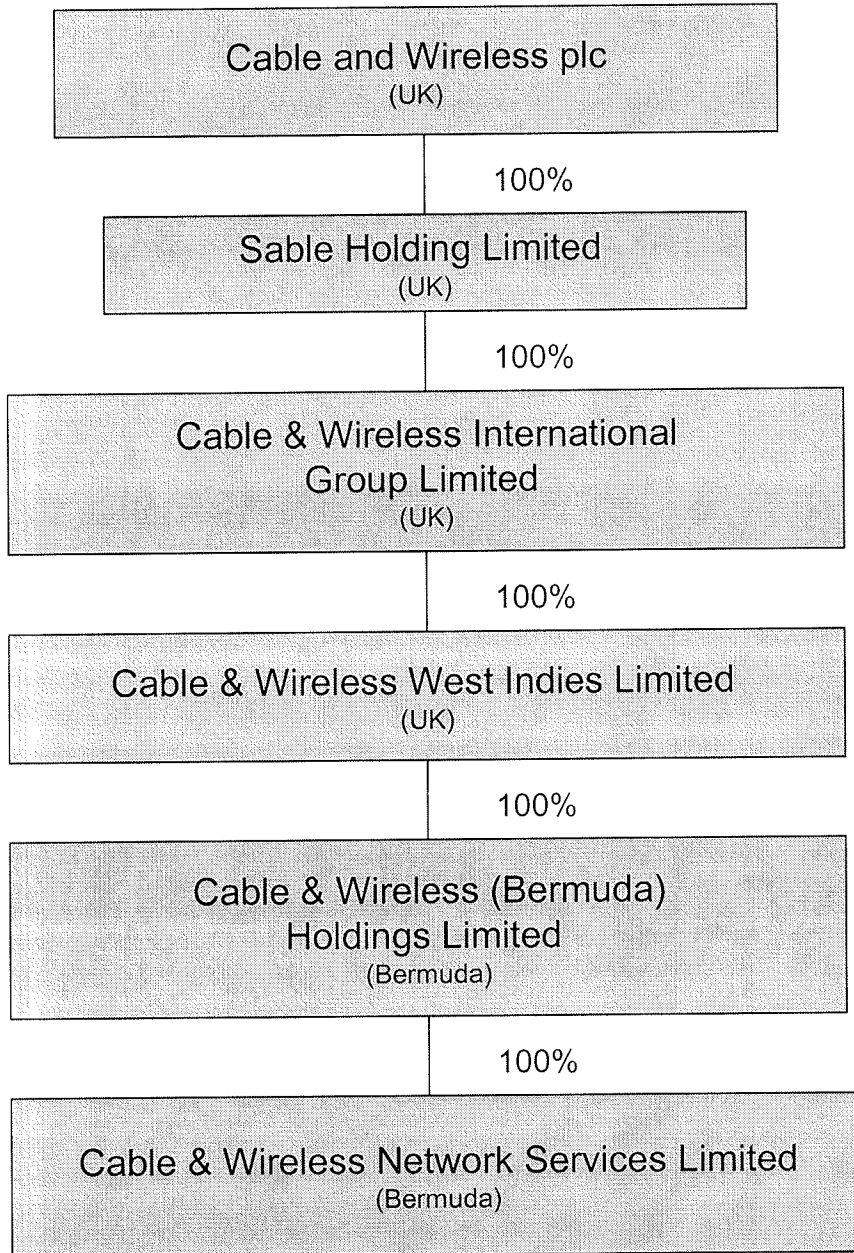
Robert J. Aamo  
Joan M. Griffin  
Their Attorneys

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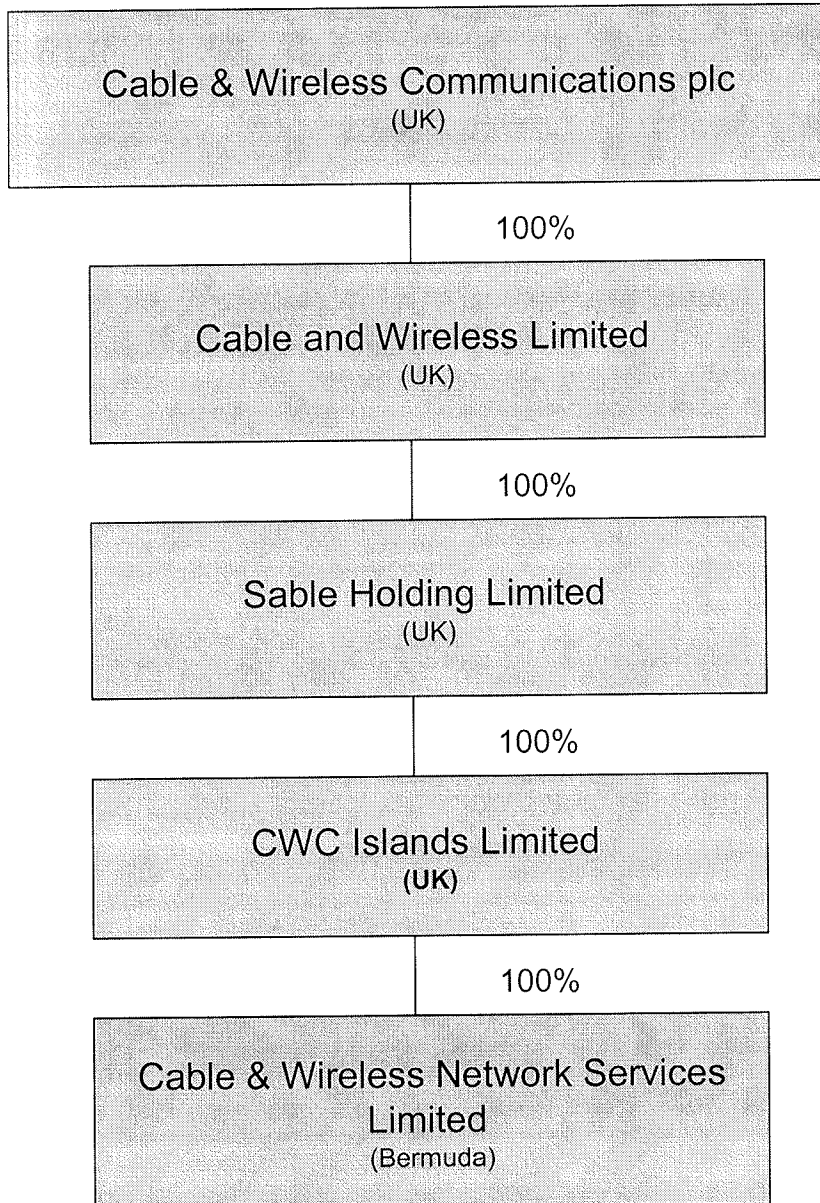
<sup>2</sup> As appropriate, Cable & Wireless requests a waiver of the requirement that a cable landing licensee notify the FCC of a *pro forma* transfer of control within 30 days after the transfer is consummated. Cable & Wireless’ failure to file this notification within the specified timeframe was inadvertent. Cable & Wireless apologizes for any inconvenience resulting from its failure to file this notification in a timely manner.

<sup>3</sup> See *Public Notice, Actions Taken Under Cable Landing License Act*, Report No. SCL-00103, DA No. 10-739, rel. Apr. 29, 2010 (Cable & Wireless Americas Systems, Inc., File No. SCL-T/C-20100407-00011); *Public Notice, International Authorizations Granted*, Report No. TEL-01422, DA No. 10-678, rel. Apr. 22, 2010 (Cable & Wireless Global Network Limited (Ireland), File No. ITC-T/C-20100329-00133).

**Corporate Structure of  
Cable and Wireless Network Services Limited  
as of March 2008**



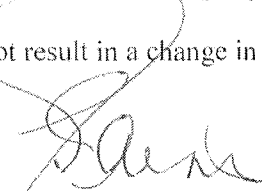
**Corporate Structure of  
Cable and Wireless Network Services Limited  
as of March 2010**



**CERTIFICATION**

The undersigned hereby certifies, with respect to the foregoing notification of the *pro forma* transfer of control of Cable & Wireless Network Services Limited, that the statements in the notification are true and correct to the best of my belief and are made in good faith; that the transactions resulting in the corporate structure shown in Attachment B were *pro forma* as described in Section 63.24(a) of the Commission's Rules; and that these *pro forma* transactions, together with all previous *pro forma* transactions, do not result in a change in ultimate control.

By: \_\_\_\_\_

  
**Edward Saints**  
**Director**

Date: March 9, 2011