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December 5, 2013

By Electronic Filing

Ms. Marlene Dortch
Federal Communications Commission
445 12th Street, NW
Room TW-A325
Washington, D.C. 20554

**Re: Cable & Wireless Americas Systems, Inc.
Notification of a *Pro Forma* Transfer of Control
Submarine Cable Landing License
FCC File No. SCL-LIC-20010122-00002**

Dear Ms. Dortch:

Vodafone Europe B.V. (“Transferor”) and Vodafone International Operations Limited (“Transferee,” and collectively, the “Parties” or the “Applicants”), pursuant to Section 1.767(g)(7) of the Rules of the Federal Communications Commission (“Commission”),¹ hereby notify the Commission of the *pro forma* transfer of control of Cable & Wireless Americas Systems, Inc. (“Licensee”) as the holder of a submarine cable landing license.² On March 26, 2013, the Licensee was elevated within the existing ownership structure of its ultimate parent company, Vodafone Group Plc (“Vodafone”), resulting in the *pro forma* transfer of control of the Licensee from the Transferor to the Transferee. No new entities were introduced into the ownership structure and the Transferor and the Transferee are both indirect, wholly-owned subsidiaries of Vodafone. See Exhibit 1, Before and After Organizational Charts.

The Parties at all times intended to comply with the Commission’s rules. Section 1.767(g)(7) of the Commission’s rules permits the consummation of a *pro forma* transfer of control without prior Commission consent, but a notice describing the transaction must be filed with the Commission within 30 days of the consummation of the transaction.³ The delay in filing the instant notice with the Commission is purely the result of an administrative oversight by the Parties. The instant notice is being filed as quickly as possible after discovery of the oversight. The Parties assert that no party has been harmed by their late-filed notice relating to the *pro forma* transfer of control, as there was no change in the Licensee’s ultimate parent, Vodafone, or in the activities or management of Vodafone.

¹ 47 C.F.R. §1.767(g)(7).

² FCC File No. SCL-LIC-20010122-00002 (granted June 7, 2001).

³ See 47 C.F.R. §1.767(g)(7).

Vodafone and its affiliates have been advised by counsel of the importance of full compliance with the Commission's licensing requirements and other regulations – including Section 1.767(g)(7) – and are committed to meeting all of their FCC obligations in the future. Vodafone and its affiliates are also taking steps to ensure that relevant personnel are made aware of the Commission's licensing rules so that they do not fail to comply with applicable FCC obligations in the future.

Though not required by Section 1.767(g)(7), for convenience contact information for the Parties is provided below, as well as information on all 10% or greater direct or indirect equity or voting interest holders in Cable & Wireless Americas Systems, Inc. that are ultimately controlled by Vodafone.

Name, Address, Telephone Number and State or Country of Formation for Each Applicant and Contact Representative

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

Transferor

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

Transferee

Vodafone International Operations Limited
Vodafone House
The Connection
Newbury, Berkshire RG14 2FN
England
Phone: +44 (0) 1635 673923

(2) *Place of Formation*

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

Transferee: Vodafone International Operations Limited is organized under the laws of the United Kingdom

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

Transferor

Dennis Kraan
Company Secretary
Vodafone Europe B.V.

Rivium Quadrant 173, 15th Floor
2909 LC Capelle aan den IJssel
The Netherlands
Phone: + 31 10498 7711

With a copy to:

Michele Farquhar
Hogan Lovells US LLP
555 13th Street, NW
Washington, D.C. 20004
Phone: 202.637.5663
michele.farquhar@hoganlovells.com

Transferee

Vodafone Corporate Secretaries Limited
Company Secretary
c/o Patrick Dawe-Lane
Vodafone International Operations Limited
Vodafone House
The Connection
Newbury, Berkshire RG14 2FN
England
Phone: +44 (0) 1635 673923

With a copy to:

Michele Farquhar
Hogan Lovells US LLP
555 13th Street, NW
Washington, D.C. 20004
Phone: 202.637.5663
michele.farquhar@hoganlovells.com

Name, Address, Citizenship and Principal Business of 10% or Greater Interest Holders in the Licensee Ultimately Controlled by Vodafone

Company Name – Apollo Submarine Cable Systems, Limited
Address – 90 Long Acre, London WC2E 9RA, United Kingdom
Tel No. – +44 (0) 2073 798825
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 60% (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 – 60% (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 – 60% (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 – 60% (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 – 60% (indirect)

Company Name – Vodafone International Operations Limited
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN,
England
Tel No. – +44 (0) 1635 673923
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 60% (indirect)

Company Name – Vodafone European Investments
Address – Vodafone House, The Connection, Newbury, Berkshire RG14 2FN,
England
Tel No. – +44 (0) 1635 673923
Jurisdiction of Formation – England
Principal Business – Telecoms
Interest – 60% (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 – 60% (indirect)

* * *

The Parties request that the Commission accept this notification of the *pro forma* transfer of control of the Licensee. Please contact the undersigned with any questions.

Respectfully submitted,

/s/ Michele Farquhar

Michele Farquhar

Partner
Hogan Lovells US LLP
michele.farquhar@hoganlovells.com
D 202-637-5663



Section 1.767(g)(7) Certification

I, Rosemary Martin, General Counsel and Company Secretary of Vodafone Group Plc, hereby certify that the transfer of control of Cable & Wireless Americas Systems, Inc., from Vodafone Europe B.V. to Vodafone International Operations Limited is *pro forma* and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party.

A handwritten signature in black ink, appearing to read "Rosemary Martin", written over a horizontal line.

Rosemary Martin
General Counsel and Corporate Secretary
Vodafone Group Plc

Dated: November 25, 2013

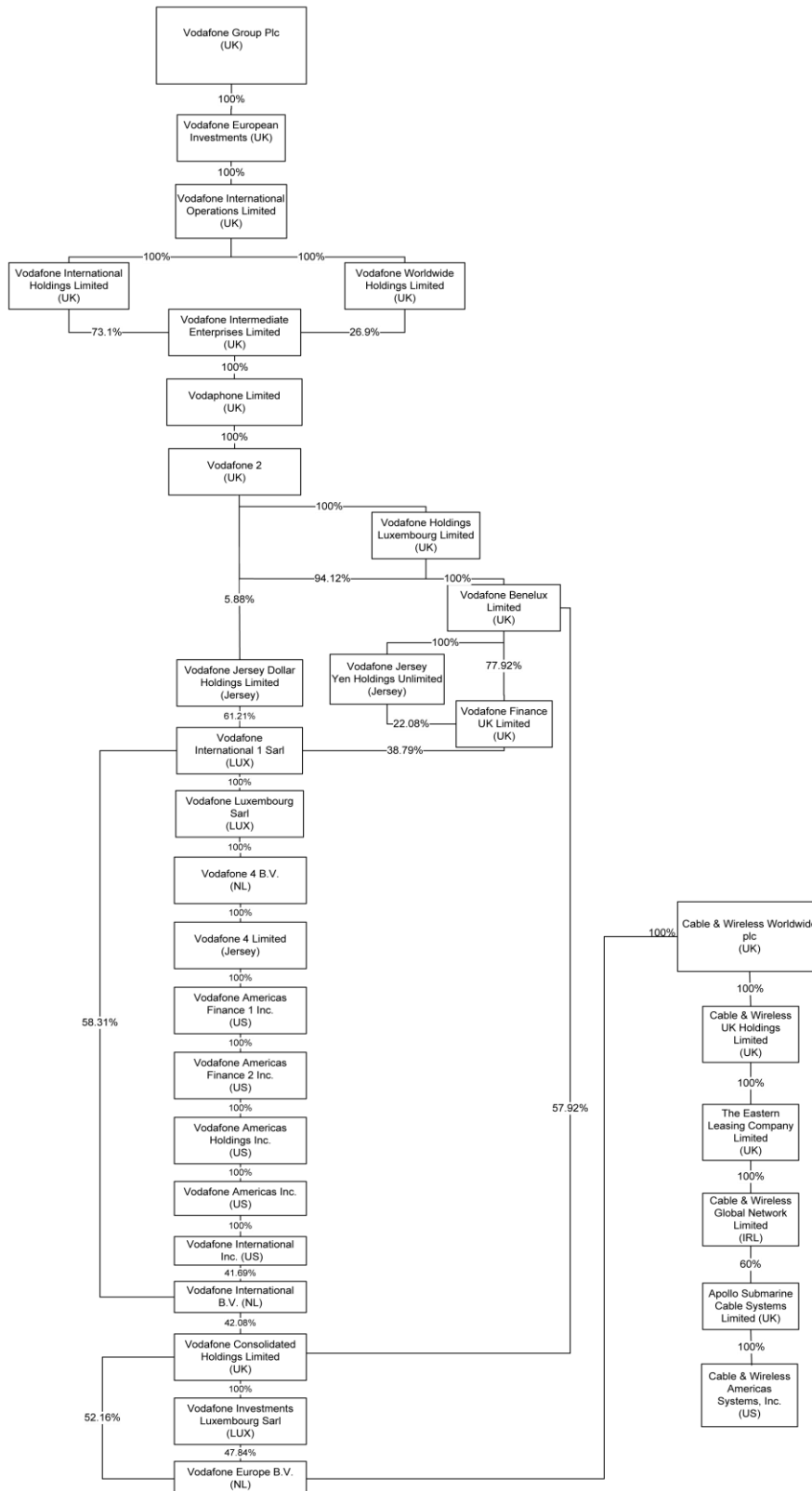
Vodafone Group Plc

Group Legal & Corporate Secretariat
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rosemary.martin@vodafone.com

Before



After

