

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)	
)	
ARCOS-1 USA, Inc.)	
A.SurNet, Inc.)	
Columbus Networks USA, Inc.)	
<i>Licensees,</i>)	File No. SCL-T/C-2014_____
)	
Columbus Networks, Limited)	
<i>Transferor,</i>)	
)	
and)	
)	
Cable & Wireless Communications Plc)	
<i>Transferee</i>)	
)	
Application for Transfer of Control of)	
Cable Landing Licenses)	

**JOINT APPLICATION FOR TRANSFER OF CONTROL OF
CABLE LANDING LICENSES**

Columbus Networks, Limited (“CNL” or “Transferor”), an indirect wholly-owned subsidiary of Columbus International Inc. (“CII”),¹ and Cable & Wireless Communications Plc (“C&W” or “Transferee”),² 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

¹ CII is a privately-owned telecommunications company based in Barbados providing services primarily in the Caribbean, Central America and Andean regions. In the Caribbean region, these services include television, data services and voice telephony. CII also offers connectivity and IT solutions, managed networking and cloud-based services to businesses. Through CNL, also based in Barbados, CII provides international capacity and IP transit services, corporate data solutions and data center hosting throughout 42 countries in the Caribbean and Latin America.

² C&W provides a range of telecommunications services primarily to customers in the Caribbean and Latin America. These services include mobile and fixed-line voice telephony, data services and TV to consumers, and connectivity and managed services to businesses and governments. C&W has operations in Panama and fourteen Caribbean countries, including Jamaica, The Bahamas, Barbados and the Cayman Islands. Its headquarters are in London, where it is listed on the London Stock Exchange. It has an operating hub in Miami.

the Federal Communications Commission (“Commission”), 47 C.F.R. § 1.767, hereby request approval for the transfer of control of ARCOS-1 USA, Inc. (“ARCOS”), A.SurNet, Inc. (“ASN”) and Columbus Networks USA, Inc. (“CNUSA”) (collectively, the “Licensees,” and together with Transferor and Transferee, the “Applicants”) from CNL to C&W.

ARCOS and ASN are jointly authorized by the Commission to operate the ARCOS-1 fiber optic submarine cable system (the “ARCOS-1 Cable”) under FCC File No. SCL-LIC-19981222-00032.³ CNUSA is authorized by the Commission to operate the CFX-1 fiber optic submarine cable system (the “CFX-1 Cable”) under FCC File No. SCL-LIC-20070516-00008.

As described below, C&W and the shareholders of CII have signed an agreement whereby C&W will directly acquire 100% of CII, including indirectly 100% of CNL and the Licensees (the “Transaction”).⁴ As a result of the Transaction, C&W will indirectly control the license of ARCOS and ASN to land and operate the ARCOS-1 Cable and the license of CNUSA to land and operate the CFX-1 Cable. Although control of the Licensees will change from CNL to C&W, services in the United States will continue to be provided to the customers of the ARCOS-1 Cable and the CFX-1 Cable under existing service arrangements, consistent with the submarine cable landing licenses granted to the Licensees by the Commission. The Transaction, therefore, will not result in any disruption for existing customers and the transition from CII to C&W ownership and control will be seamless. The Applicants provide the following information in support of this Application:

³ See also SCL-MOD-20010302-00007, SCL-T/C-20050609-00014 and notice of *pro forma* transfer of control to CII filed by Linda M. Wellstein, Esq., August 3, 2009. ASN is a wholly-owned subsidiary of ARCOS, and is the landing party for the ARCOS-1 Cable in North Miami Beach, Florida.

⁴ Simultaneously with this Application, Applicants are filing an application to transfer control of two Section 214 licenses held by other subsidiaries of CNL. FCC File No. ITC-214-20070220-00077 is held by Columbus Networks Telecommunications Services USA, Inc., a direct wholly-owned subsidiary of ASN. FCC File No. ITC-214-20091127-00497 is held by Columbus Networks Puerto Rico, Inc., a direct wholly-owned subsidiary of CNL.

I. THE APPLICANTS

A. ARCOS-1 USA, Inc. (Licensee)

FRN: 0015487325

ARCOS is incorporated under the laws of the State of Delaware and holds the license to land and operate the ARCOS-1 Cable, jointly with ASN.⁵ ARCOS is a direct wholly-owned subsidiary of CNL and an indirect wholly-owned indirect subsidiary of CII. As such, it will be, upon consummation of the Transaction, a wholly-owned indirect subsidiary of C&W.

B. A.SurNet, Inc. (Licensee)

FRN: 0007436074

ASN is incorporated under the laws of the State of Delaware and holds the license to land and operate the ARCOS-1 Cable, jointly with ARCOS. ASN is a direct wholly-owned subsidiary of ARCOS. As such, it will be, upon consummation of the Transaction, a wholly-owned indirect subsidiary of C&W.

C. Columbus Networks USA, Inc. (Licensee)

FRN: 0016352353

CNUSA is incorporated under the laws of the State of Delaware and holds the license to land and operate the CFX-1 Cable. CNUSA is a direct wholly-owned subsidiary of ARCOS. As such, it will be, upon consummation of the Transaction, a wholly-owned indirect subsidiary of C&W.

D. Columbus Networks, Limited (Transferor)

FRN: 0024081788

⁵ PrepaNet International Wholesale Transport Inc. ("PrepaNet"), the operator of the ARCOS-1 Cable landing station in Puerto Rico, is a co-licensee with ARCOS and ASN. PrepaNet is not a party to the instant Transaction.

CNL is organized under the laws of Barbados, and directly owns 100% of the shares of ARCOS. It thus indirectly wholly-owns CNUSA and ASN.

E. Cable & Wireless Communications Plc (Transferee)

FRN: 0024011363

C&W is a publicly-listed company incorporated under the laws of England & Wales; its shares are listed on the London Stock Exchange. Pursuant to the proposed Transaction, C&W will acquire CII, and thus will come to indirectly wholly-own CNL and the Licensees.

II. THE PROPOSED TRANSACTION

Pursuant to an agreement between C&W and the shareholders of CII, entered into November 6, 2014, C&W will acquire 100% of the stock of CII. Thus, C&W will acquire *de jure* and *de facto* control of CII, including the corporate parent of the Licensees, CNL. The Transaction is governed by Barbados law.

It is contemplated that the Transaction may take place in a two-step process:

(1) In the first step, the shares held by the Transferor in each of the Licensees, and thus the U.S. business of CII, would be transferred in a *pro forma* transaction to a newly-formed company (“Columbus NewCo”) owned by the same ultimate majority owners and controlling parties of CII⁶ (thus making Columbus NewCo the actual Transferor for purposes of this Application), but without resulting in any change to the ultimate control of the Licensees.⁷ At a first closing, CII would be

⁶ Columbus NewCo would be indirectly wholly owned by three of the current CII shareholders, including two jointly-controlled shareholders that together currently own and control over 50% of CII and would own 66% of Columbus NewCo. These shareholders would therefore retain *de jure* control of the Licensees. Moreover, CII’s controlling shareholders would continue to have *de facto* control of the Licensees. Thus, there would be no actual change of control of the Licensees in the first step of the Transaction, and that step would be entirely *pro forma* under the Commission Rules.

⁷ This *pro forma* transaction would be effected by the Transferor transferring all of the shares in ARCOS (which, as noted above, holds all the shares in the other Licensees) to Columbus NewCo.

transferred to C&W without Columbus NewCo, and thus without the Licensees.⁸ Control of the Licensees will be transferred to C&W only after grant of this Application. If and when this *pro forma* reorganization is carried out, Applicants will notify the Commission of the *pro forma* transfer, and also will file a minor amendment to this Application to identify the new entity (Columbus NewCo) that would replace CNL as Transferor in the second step.

(2) In the second step, following receipt of the Commission approval requested in this Application, ownership and control of Columbus NewCo, and thus the Licensees, would be transferred to C&W.

Whether a two-step process or a single closing is employed, the final ownership structure and ultimate control of the Licensees for which approval is sought will be the same. Thus, Applicants seek approval for the overall Transaction under which transfer of control of the Licensees will be ultimately transferred to C&W.

III. PUBLIC INTEREST CONSIDERATIONS

Consummation of the Transaction described herein will serve the public interest. It will lead to the emergence of a more capable and better-resourced supplier in the highly competitive submarine cable market for international wholesale capacity in the Caribbean region. Under C&W's ownership, ARCOS, ASN and CNUSA will be able to operate in a more efficient and economical manner and will have greater access to the capital needed to maintain and grow a competitive submarine cable business for the benefit of its customers. Combining the parties' sub-

⁸ All U.S.-regulated communications assets would remain under the 100% ownership and control of Columbus NewCo after the first closing. Two indirect subsidiaries of CII to be acquired by C&W at the first closing will enter into an intercompany management and services agreement to provide day-to-day management services for the benefit of the Licensees. Columbus NewCo and the Licensees will, however, retain ultimate authority and control over all regulated aspects of the U.S. business, including having a robust staff in place to oversee and supervise the provision of management services by the relevant C&W entities.

sea cable networks will also enable the combined group to expand its addressable customer base and to offer more value-added services.

The change in control will not have any adverse impact on existing customers. Backed by their new parent company, C&W, the Licensees will continue to benefit from the managerial and technical qualifications and staff necessary to operate and provide services employing the cables under existing arrangements. The addition of CII's senior management team will also reinforce C&W's knowledge and expertise of the region and the relevant markets, while the wider C&W team has extensive operating and management expertise in the communications industry. Moreover, the Transaction will not result in any change in service provider for the Licensees' services and will otherwise be transparent to customers receiving services in the United States. Immediately following consummation of the Transaction, all Licensees will continue to provide high-quality services to their respective customers without interruption and without any increase in rates or other charges in terms or conditions.

The Transaction will allow the parties to invest in upgrading overall network infrastructure to a much greater extent than would be the case in the absence of the Transaction. The combined company will continue to invest to improve data networks, which will bring significant benefits to ARCOS, ASN and CNUSA customers, including higher Internet speeds and greater reliability.

The change in control will also not result in any anticompetitive effects. The Commission typically employs a regional approach in analyzing the international transport market, evaluating submarine cable capacity in the Atlantic, Pacific, and the Americas regions.⁹ The Commission

⁹ See *In the Matter of Applications filed by Global Crossing Limited and Level 3 Communications, Inc. for Consent to Transfer Control*, Memorandum Opinion and Order and Declaratory Ruling, 26 FCC Rcd 14056, 14069-70 (2011) (citing *In the Matter of AT&T Inc. and BellSouth Corporation, Application for Transfer of Control*, Memorandum Opinion and Order, 22 FCC Rcd 5662, 5741, ¶ 159 (2007); *In the Matter of Verizon Communications Inc. and MCI, Inc., Applications for Approval of Transfer of Control*, Memorandum Opinion and Order, 20 FCC Rcd 18433, 18514-15, ¶ 158 (2005)).

evaluates merger transactions, examining existing capacity and anticipated future capacity within two years, to determine whether the combined entity would have the ability to exercise market power through unilateral or coordination action.¹⁰ The market for transport in Latin America and the Caribbean is very competitive. The combined market share of the Applicants is less than 20% of total capacity to the Americas region. Following the consummation of the Transaction, international carriers will continue to have a range of capacity options across the highly competitive Americas market.

In sum, the proposed Transaction will improve and expand the Applicants' offerings across a broad range of services to consumers, without adversely affecting existing customers, and will enhance competition in an already competitive market. 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:

ARCOS-1 Licensee: ARCOS-1 USA, Inc.
15950 West Dixie Highway
North Miami Beach, FL 33162
Phone: (786) 274-7400
Fax: (786) 274-7402

A.SurNet, Inc.
15950 West Dixie Highway
North Miami Beach, FL 33162

¹⁰ *Id.*

Phone: (786) 274-7400
Fax: (786) 274-7402

CFX-1 Licensee: Columbus Networks USA, Inc.
15950 West Dixie Highway
North Miami Beach, FL 33162
Phone: (786) 274-7400
Fax: (786) 274-7402

Transferor: Columbus Networks, Limited
Suite 205-207 Dowell House
Cr. Roebuck & Palmetto Streets
Bridgetown, Barbados
Phone: (246) 426-0417
Fax: (246) 228-5756

Transferee: Cable & Wireless Communications Plc
3rd Floor
26 Red Lion Square
London, United Kingdom
WC1R 4HQ
Phone: + 44 (0) 207 315 4000
Fax: + 44(0) 207 315 5211

(2) Place of Formation:

Licensees: Each of the Licensees is organized under the laws of the State of Delaware.

Transferor: CNL is organized under the laws of Barbados.

Transferee: C&W is organized under the laws of the England & Wales.

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

For Licensees and Transferor, c/o Paul W. Scott
president and coo
Columbus Networks USA, Inc.
15950 West Dixie Highway
North Miami Beach, FL 33162
Phone: (786) 274-7400
Fax: (786) 274-7402
psscott@columbus.co

With a copy to: Andrew D. Lipman

Ulises R. Pin
Bingham McCutchen LLP
2020 K St., N.W.
Washington, D.C. 20006
Phone: (202) 373-6664
Fax: (202) 373-6001
u.pin@bingham.com

For Transferee,

Belinda Bradberry
General Counsel
Cable & Wireless Communications Plc
c/o Cable & Wireless Communications, Inc.
Columbus Center
1 Alhambra Plaza, Suite 1000
Coral Gables, FL 33134
Phone: (786) 606-5416
Fax: n/a
belinda.bradberry@cw.com

With a copy to:

Patrick S. Campbell
Paul, Weiss, Rifkind, Wharton & Garrison LLP
2001 K Street, N.W., Suite 500
Washington, D.C. 20006
Phone: (202) 223-7300
Fax: (202) 223-7420
pcampbell@paulweiss.com

(4) Description of the Cable System:

A description of the ARCOS-1 Cable is on file with the Commission under FCC File No. SCL-LIC-19981222-00032 and a description of the CFX-1 Cable is on file with the Commission under FCC File No. SCL-LIC-20070516-00008. Both license files are incorporated by reference herein.

(5) Landing Points

General descriptions of the ARCOS-1 Cable and CFX-1 Cable landing locations are on file with the Commission in the original license files, which are incorporated by reference herein.

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

Both the ARCOS-1 Cable and the CFX-1 Cable are operated and will continue to operate on a non-common carrier basis.

(7) Ownership Interests in the ARCOS-1 Cable and the CFX-1 Cable

The ARCOS-1 Cable is owned by a consortium. ARCOS directly holds most of the interest in the cable, with 94.87% of the voting and ownership interests. The remaining voting and ownership interests are held by eighteen (18) international carriers, each with nominal ownership interests in the ARCOS-1 Cable. ASN operates the ARCOS-1 Cable's landing station in North Miami Beach, Florida.¹¹ The interest of ARCOS and ASN in the ARCOS-1 Cable and the Florida landing station will, upon consummation of the Transaction, become indirectly wholly owned and controlled by C&W.

The CFX-1 Cable is 100% owned, controlled and operated by CNUSA with all ownership and voting rights. CNUSA also operates the U.S. cable landing station in Boca Raton Florida. Upon consummation of the Transaction, CNUSA will become indirectly wholly owned and controlled by C&W.

¹¹ As previously noted, the ARCOS-1 Cable landing station in Puerto Rico is owned and operated by PrepaNet, an unaffiliated third party carrier in Puerto Rico, and is not part of the instant Transaction.

- (8) **Certification and Ownership Information Required by Section 1.767(a)(8) of the Commission's Rules, 47 C.F.R. §1.767(a)(8) Incorporating by Reference the Requirements of Section 63.18(h) and (o) of the Commission's Rules, 47 C.F.R. §§ 63.18(h) and (o):**

Section 63.18(h) – Ten Percent or Greater Shareholders

Upon consummation of the Transaction, the ownership structure of each of the Licensees will be as follows:¹²

If the two-step transaction described in Section II is implemented, Columbus NewCo, which has not yet been formed, will hold a (direct or indirect) 100% voting and equity interest in each of ARCOS, ASN and CNUSA at the first closing. The following entity will hold a 100% voting and equity interest in Columbus NewCo at the second closing, or will hold a 100% voting and equity interest in each of ARCOS, ASN and CNUSA if the transaction is completed in a single closing:

Columbus Networks, Limited
Suite 205-207 Dowell House
Cr. Roebuck & Palmetto Streets
Bridgetown, Barbados
Jurisdiction: Barbados
Principle Business: International telecommunications services
Interest: Direct holding of 100%

The following entity will hold a 100% voting and equity interest in CNL:

Columbus TTNW Holdings Inc.
Suites 205-207 Dowell House
Cr. Roebuck & Palmetto Streets
Bridgetown, Barbados
Jurisdiction: Barbados
Principle Business: International telecommunications services
Interest: Direct holding of 100%

¹² The following assumes C&W purchases CII directly. C&W may decide to use one or more wholly-owned subsidiaries of C&W to hold its interests in CII. It is possible that, post-transaction, another C&W group entity (in addition to CNL) will hold some of the shares in Columbus Newco. However, the ultimate interest of C&W in the Licensees will not change.

The following entity will hold a 100% voting and equity interest in Columbus TTNW

Holdings Inc.:

Columbus International Inc.
Suites 205-207 Dowell House
Cr. Roebuck & Palmetto Streets
Bridgetown, Barbados
Jurisdiction: Barbados
Principle Business: International telecommunications services
Interest: Direct holding of 100%

The following entity will hold a 100% voting and equity interest in CII:¹³

Cable & Wireless Communications Plc
3rd Floor
26 Red Lion Square
London, United Kingdom
WC1R 4HQ
Jurisdiction: United Kingdom
Principle Business: International telecommunications services
Interest: Direct holding of 100%

Currently, the following shareholder holds more than 10% of the voting and equity securities of C&W:

Orbis Investment Management Limited
Orbis House
25 Front Street
Hamilton, Bermuda
HM11
Jurisdiction: Bermuda
Principal Business: Investment
Interest: Direct holding of 14.19%¹⁴

¹³ *Ibid.*

¹⁴ C&W believes that no person or entity holds an attributable 10% interest in C&W through this investment vehicle, but in any case, as noted below, the interest of Orbis Investment Management Limited is expected to drop below 10% post-consummation.

Following consummation of the Transaction, Orbis Investment Management Limited is expected to hold less than a 10% interest in C&W, and the following entities are expected to have a shareholding of greater than 10% of the voting and equity securities of C&W:

CVBI Holdings (Barbados), Inc. and Clearwater Holdings (Barbados) Limited
(Ultimately controlled by Mr. John Risley, a Canadian citizen)
Suite 205-207
Dowell House
Cr. Roebuck & Palmetto Streets
Bridgetown, Barbados
Jurisdiction: Barbados
Principal Business: Investment
Interest: Direct holding of 19.5%

Columbus LLC
(Ultimately controlled by Mr. John Malone, a U.S. citizen)
12300 Liberty Boulevard
Englewood, CO 80112
United States
Jurisdiction: Colorado
Principal Business: Investment
Interest: Direct holding of 13.3%

There are no other shareholders of C&W who directly or indirectly own, or will directly or indirectly own following consummation, 10% or more of C&W and thus will own 10% or more of Licensee's equity or voting rights post-consummation.

For the Commission's convenience, pre- and post-closing organization illustrative charts are provided as Exhibit A.

Section 63.18(h) – Interlocking Directorates:

The Transferee, C&W, has the following interlocking directorates with foreign carriers:¹⁵

Phillip Bentley: Chief Executive and Director of C&W, and Director of The Bahamas Telecommunications Company Limited

Nicholas Cooper: Secretary and Director of C&W, and Director of The Bahamas Telecommunications Company Limited

Section 1.767(a)(8)(ii) – Certification Regarding Foreign Carrier Status and Foreign Affiliation:

By its signature to this application, the Transferee, C&W, hereby certifies that it is not a foreign carrier, and does not directly own a cable landing station in any foreign country.¹⁶ C&W

¹⁵ The foreign carrier affiliates of C&W disclosed herein have interlocking directorates among themselves. The following individuals are directors of the entities indicated: Belinda Bradberry (Cable & Wireless St. Vincent and the Grenadines Limited, Cable and Wireless (Anguilla) Limited, Cable and Wireless (West Indies) Limited); Christopher Dehring (Cable & Wireless (Barbados) Limited, Cable & Wireless Jamaica Limited, Telecommunications Services of Trinidad and Tobago Limited, The Bahamas Telecommunications Company Limited); Clare Underwood (Cable & Wireless Antigua & Barbuda Limited, Cable and Wireless (BVI) Limited, Cable and Wireless (Cayman Islands) Limited, Cable and Wireless (TCI) Limited, Cable and Wireless (West Indies) Limited); David Kelham (Cable & Wireless (Barbados) Limited, Cable & Wireless Jamaica Limited); Davidson Charles (Cable & Wireless Antigua & Barbuda Limited, Cable & Wireless St. Kitts & Nevis Limited, Cable and Wireless (Anguilla) Limited, Cable and Wireless (BVI) Limited, Cable and Wireless (TCI) Limited); Donald Austin (Cable & Wireless (Barbados) Limited, Cable & Wireless Dominica Limited, Cable and Wireless Grenada Limited, CWC Cable & Wireless Communications Dominican Republic SA); Garfield Sinclair (Cable & Wireless Jamaica Limited, Cable and Wireless (Cayman Islands) Limited); Geraldine Pitt (Cable & Wireless (St. Lucia) Limited, Cable & Wireless Grenada Limited); Lawrence McNaughton (Cable & Wireless Dominica Limited, Cable & Wireless St. Kitts & Nevis Limited, Cable & Wireless Grenada Limited); Roderick Kirwan (Cable & Wireless Antigua & Barbuda Limited, Cable & Wireless St. Vincent and the Grenadines Limited, Cable and Wireless (Anguilla) Limited, Cable and Wireless (BVI) Limited, Cable and Wireless (Cayman Islands) Limited, Cable & Wireless (St. Lucia) Limited, Cable and Wireless (TCI) Limited, CWC Cable & Wireless Communications Dominican Republic SA, Telecommunications Services of Trinidad and Tobago Limited).

¹⁶ An indirect wholly-owned subsidiary of the Transferee, Cable & Wireless Communications, Inc. ("CWCI") currently holds Section 214 authority under File No. ITC-214-20100512-00191. Most of the foreign carrier affiliations disclosed below were reported to the Commission in the context of that application. (*See also* Letter to International Bureau Chief from Rose Landa, Esq., dated October 23, 2014, notifying the Commission of the change of name of the original licensee of File No. ITC-214-20100512-00191, Cable & Wireless Holdings, Inc., to Cable & Wireless Communications, Inc.).

further certifies that it is and will continue to be affiliated with the following foreign carriers, including entities that own or control a cable landing station, in any foreign country:¹⁷

Foreign Carrier	Country
Cable and Wireless (Anguilla) Limited	Anguilla
Cable & Wireless Antigua & Barbuda Limited	Antigua and Barbuda
The Bahamas Telecommunications Company Limited	The Bahamas
Cable & Wireless (Barbados) Limited	Barbados
Cable and Wireless (BVI) Limited	British Virgin Islands
Cable and Wireless (Cayman Islands) Limited	Cayman Islands
Cable & Wireless Dominica Limited	Dominica
CWC Cable & Wireless Communications Dominican Republic SA	Dominican Republic
Cable & Wireless Grenada Limited	Grenada
Cable & Wireless Jamaica Limited	Jamaica
Cable and Wireless (West Indies) Limited	Montserrat
Cable & Wireless Panama S.A.	Panama
Cable & Wireless (St. Lucia) Limited	St. Lucia
Cable & Wireless St. Kitts & Nevis Limited	St. Kitts and Nevis
Cable & Wireless St. Vincent and the Grenadines Limited	St. Vincent and the Grenadines
Cable & Wireless (Seychelles) Limited	Seychelles
Telecommunications Services of Trinidad and Tobago Limited	Trinidad and Tobago
Cable and Wireless (TCI) Limited	Turks and Caicos Islands

Upon consummation of the proposed transaction, C&W will be affiliated with the following additional foreign carriers, which are currently affiliated with CII:¹⁸

Foreign Carrier	Country
Kelcom International (Antigua & Barbuda) Ltd.	Antigua & Barbuda
Columbus Communications Limited	The Bahamas
Columbus Telecommunications (Barbados) Limited	Barbados
Karib Cable Inc.	Barbados
ARCOS-1 USA, Inc.	Belize
Columbus Networks Bonaire, N.V.	Bonaire
Columbus Networks de Colombia, Ltda.	Colombia
Columbus Networks Zona Franca Ltda.	Colombia
Lazus de Colombia S.A.S.	Colombia

¹⁷ Upon consummation of the proposed Transaction, these foreign carrier affiliates of C&W will become affiliated with the Licensees. These affiliations are fully disclosed herein, and the Applicants will comply with the notification requirements of 47 C.F.R. 1.768.

¹⁸ None of the carriers listed in this table is listed in the Commission's List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets. In addition, these foreign carriers offer services in competition with dominant foreign carriers and others. These foreign carriers each hold significantly less than a 50% market share in the international transport market between the U.S. and their home markets in the local access markets in the countries where they operate. Moreover, these foreign carriers do not have the ability to discriminate against unaffiliated U.S. international carriers through the control of bottleneck services or facilities to exercise market power in the countries where they operate.

Foreign Carrier	Country
Columbus Networks de Costa Rica S.R.L.	Costa Rica
Promitel Costa Rica S.A.	Costa Rica
Columbus Communications Curacao N.V.	Curacao
Columbus Networks Curacao, N.V.	Curacao
Columbus Networks Netherlands Antilles, N.V.	Curacao
Columbus Networks Dominicana, S.A.	Dominican Republic
Columbus Networks Centroamerica, S. de R.L.	El Salvador
Columbus Networks El Salvador S.A.	El Salvador
Columbus Communications (Grenada) Limited	Grenada
Columbus Networks de Guatemala Limitada	Guatemala
Columbus Networks de Honduras, S. de R.L.	Honduras
Columbus Communications Jamaica Limited	Jamaica
Columbus Networks Jamaica Limited	Jamaica
Columbus Networks de México S. de R.L. de C.V.	Mexico
Columbus Networks Nicaragua y Compañía Limitada	Nicaragua
Columbus Networks de Panamá S.R.L.	Panama
Promitel Panama S.A.	Panama
Lazus Peru S.A.C.	Peru
Columbus Communications (St. Lucia) Limited	St. Lucia
Tele (St. Lucia) Inc.	St. Lucia
Columbus Communications St. Vincent and the Grenadines Limited	St. Vincent & The Grenadines
Columbus Networks International (Trinidad) Limited	Trinidad & Tobago
Columbus Communications Trinidad Limited	Trinidad & Tobago
Columbus Networks, Limited	Turks & Caicos
Columbus Networks de Venezuela, S.A.	Venezuela

Section 1.767(a)(8)(iii) – Certification Regarding Destination Markets:

By its signature to this application, the Transferee, C&W, certifies that following consummation of the Transaction, one or more of its affiliates will provide international telecommunications services in the following destination markets of the ARCOS-1 Cable: The Bahamas, the Turks and Caicos Islands, the Dominican Republic, Curacao, Venezuela, Colombia, Panama, Costa Rica, Nicaragua, Honduras, Guatemala, Belize and Mexico.

C&W further certifies that following consummation of the Transaction, one or more of its affiliates will provide international telecommunications services in the following destination markets of the CFX-1 Cable: Jamaica and Colombia.

Section 1.767(a)(8)(iv) – Demonstration Regarding WTO Status and Market Power:

One ARCOS-1 destination market where a C&W affiliate currently provides and will continue to provide international telecommunications services is not a WTO member.¹⁹ The Bahamas.²⁰ C&W has a 49% stake in The Bahamas Telecommunications Company Limited (“BTC”), which is 49% owned by the government of The Bahamas. The remaining 2% is held in a charitable trust. BTC appears on the FCC's "List of Foreign Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets," DA 07-233, January 26, 2007.

Transferee certifies that it will comply with the dominant carrier safeguards of Sections 63.10(c) and (e) of the Commission's Rules in the provision of international services to The Bahamas, a destination market where its affiliated carrier has dominant status.²¹

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

By its signature to this application, C&W hereby 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.

¹⁹ The FCC has treated the British overseas territories as WTO Members. *See, e.g.*, Letter from Robert E. Dalton, Assistant Legal Adviser for Treaty Affairs, United States Department of State, to Rebecca Arbogast, Chief, Telecommunications Division, International Bureau, Federal Communications Commission (Feb. 16, 2000), at 1, *cited in* In the Matter of Cable & Wireless USA, Inc., *Order, Authorization and Certificate*, File No. ITC-214-19990709-00412, rel. Feb. 18, 2000, at ¶ 7, n.14. Thus, Turks and Caicos should be treated as a WTO Member for purposes of this application.

²⁰ Although The Bahamas is not a Member of the WTO, it has applied for membership status, currently has observer status, and its application is pending. *See* http://www.wto.org/english/thewto_e/acc_e/a1_bahamas_e.htm.

²¹ Post-consummation, C&W will also be affiliated with a second authorized carrier in The Bahamas, Columbus Communications Limited. As previously noted, Columbus Communications Limited does not have market power in Bahamas.

(9) Certification of Compliance:

By its signature to this application, C&W 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).

V. NATIONAL SECURITY REVIEW

CNUSA states that it has previously undergone a "Team Telecom" review and has in place an agreement with the United States Department of Homeland Security ("NSA") governing its operations of the CFX-1 System.²² By their signature herein, CNUSA and C&W certify that after the closing of the Transaction, they will continue to abide by the commitments made in the NSA.

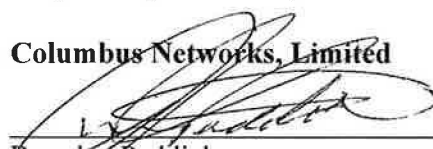
²² See Joint Petition to Adopt Conditions to the License, File No. SCL-LIC-20070516-00008 (Feb. 7, 2008) (including attached Agreement between Columbus Networks USA, Inc. and U.S. Department of Homeland Security (Jan. 30, 2008)).

VI. CONCLUSION

For the foregoing reasons, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted,

Columbus Networks, Limited



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Columbus Networks USA, Inc.

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Date: November 21, 2014

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Cable & Wireless Communications Plc

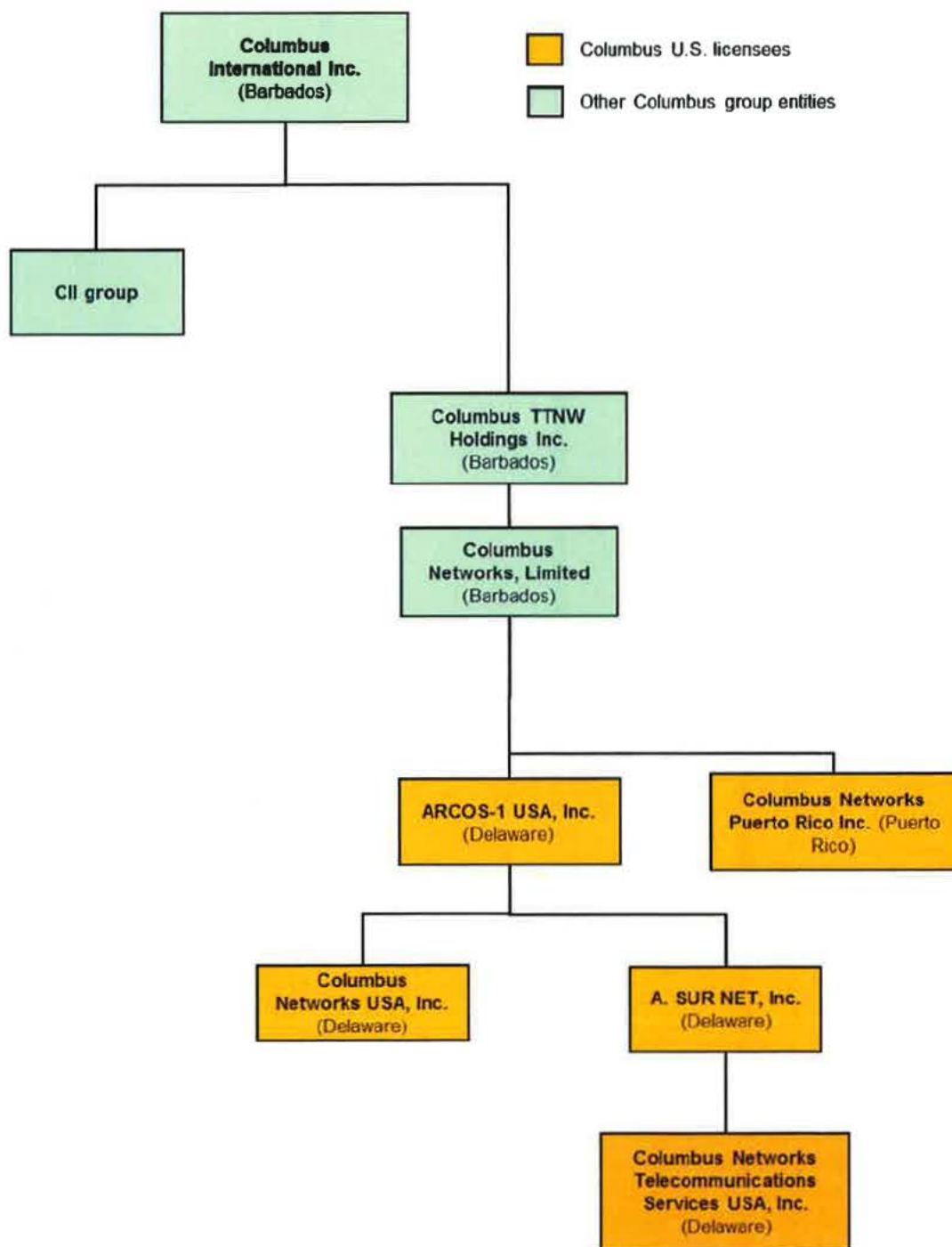


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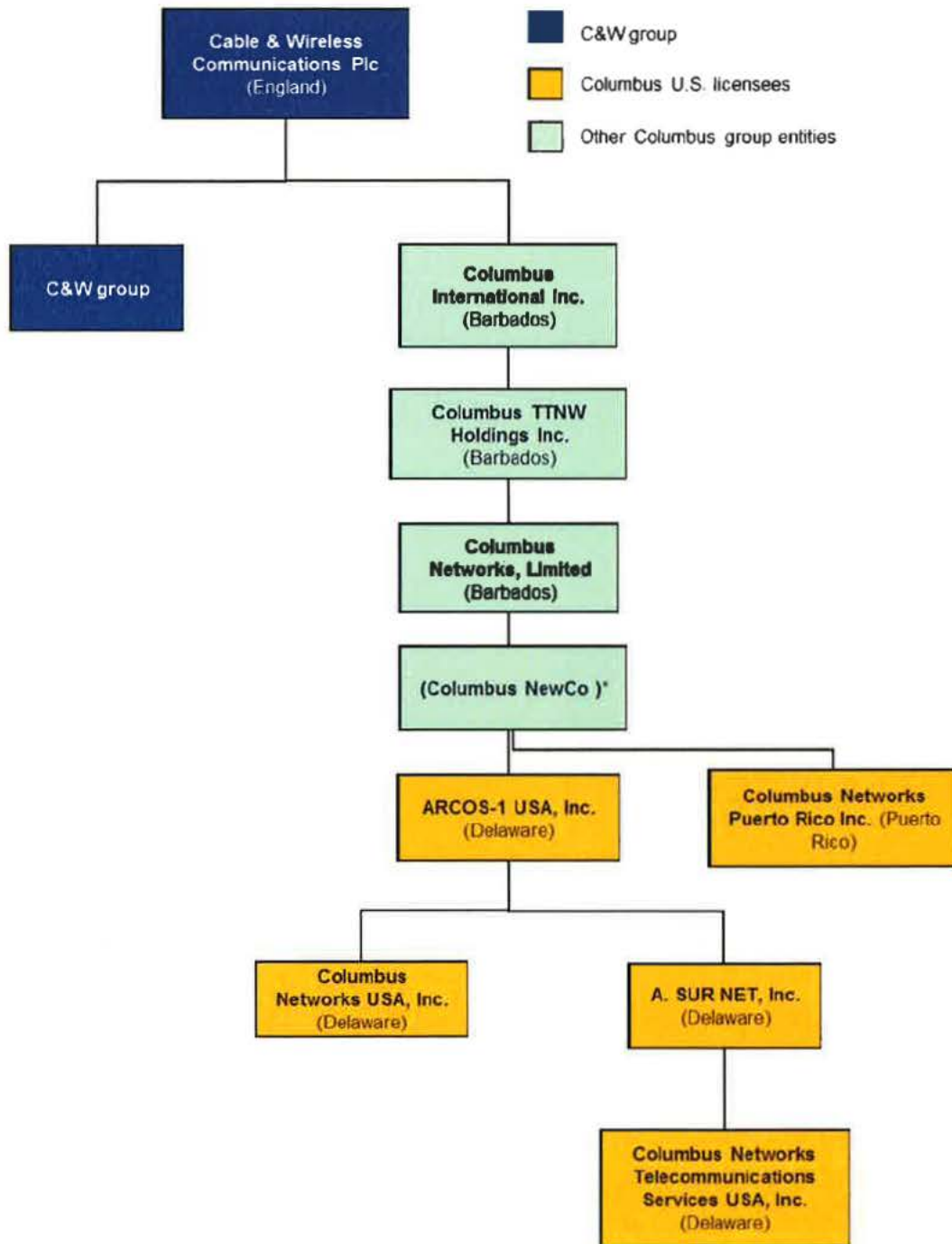
Date: November 21, 2014

Exhibit A

Organization of CII Pre-transaction



Organization of C&W Post-Transaction



* If the transaction is conducted in two steps, as described in Section II, Columbus NewCo would hold the U.S. licenses until acquired by CNL in step 2. *See also* note 12 of the instant application.

CERTIFICATE OF SERVICE

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

Marlene Dortch
Secretary
Federal Communications Commission
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(via first class U.S. mail, postage pre-paid)

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(continued on next page)

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M Renee Britt

November 21, 2014