

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

In the Matter of	)	
	)	
Cable and Wireless (British Virgin Islands) Ltd.	)	
Cable & Wireless (EWC) Limited	)	
CWC WS Holdings Panama S.A. <sup>1</sup>	)	
<i>Licensees,</i>	)	File No. SCL-T/C-2015 _____
	)	
Cable & Wireless Communications plc	)	
<i>Transferor,</i>	)	
	)	
and	)	
	)	
Liberty Global plc	)	
<i>Transferee</i>	)	
	)	
Application for Transfer of Control of	)	
Cable Landing License	)	

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

Cable & Wireless Communications plc<sup>2</sup> (“C&W” or “Transferor”), and Liberty Global plc<sup>3</sup> (“Liberty Global” or “Transferee”) (together, the “Applicants”), pursuant to the Act Relating to the

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<sup>1</sup> CWC WS Holdings Panama S.A. (“CWC Panama”) is the assignee of all Cable & Wireless Panama S.A.’s (“Cable and Wireless Panama”) rights, title and interest in several international cable systems, including the PCCS Cable System (as defined below). The assignment was completed on April 1, 2014. Each of CWC Panama and Cable & Wireless Panama are indirect subsidiaries of Cable & Wireless Communications plc. As such, the assignment of Cable & Wireless Panama’s interest in the PCCS Cable System to CWC Panama was entirely *pro forma*. Moreover, CWC Panama’s ownership interest in the PCCS Cable System is less than 5% and thus, not required to be disclosed or licensed under Section 1.767(h) of the Commission’s rules (47 C.F.R. § 1.767(h)). In any event, CWC Panama respectfully requests that the Commission update its records to reflect CWC Panama as the assignee of all of Cable & Wireless Panama’s interest in the PCCS Cable System.

<sup>2</sup> Through its subsidiaries, 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 connectivity and managed services to businesses and governments. C&W has operations in Panama and 14 Caribbean countries including Jamaica, The Bahamas, Barbados and the Cayman Islands.

<sup>3</sup> Liberty Global is an international provider of video, broadband internet, fixed-line telephony and mobile services with operations in 14 countries. Through its subsidiaries Virgin Media Inc., Unitymedia KabelBW GmbH and Telenet Group Holding N.V., Liberty Global provides video, broadband internet, fixed-line telephony and mobile services in the United Kingdom, Germany and Belgium, respectively. In 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, request approval for the transfer of control of C&W’s indirect subsidiaries Cable and Wireless (British Virgin Islands) Ltd. (“Cable and Wireless BVI”), Cable & Wireless EWC (Limited) (“Cable & Wireless EWC”) and CWC Panama (together, the “Licensees”) from C&W to Liberty Global.

The Licensees are members of the consortium that holds the license for the Pacific Caribbean Cable System (“PCCS Cable System”) (SCL-LIC-20130122-00001). The Licensees hold the following ownership and voting interests in the PCCS license: Cable and Wireless BVI (0.6%); Cable & Wireless EWC (14.8%); and CWC Panama (2.6%). As set forth in more detail below, on November 16, 2015, Liberty Global and C&W jointly announced a recommended offer pursuant to which Liberty Global would acquire 100 percent of the issued and to be issued shares of C&W (the “Transaction”).

## I. THE APPLICANTS

### A. Cable and Wireless (British Virgin Islands) Ltd. (Licensee)

FRN: 0022340699

Cable and Wireless BVI is organized under the laws of the British Virgin Islands and is a licensee in the PCCS Cable System. Cable and Wireless BVI is an indirect, wholly-owned subsidiary of C&W.

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Netherlands, Liberty Global provides video, broadband internet, fixed-line telephony and mobile services through its subsidiaries Ziggo Holding B.V. and UPC Nederland B.V. Liberty Global also provides video, broadband internet and fixed-line telephony services in eight other European countries and mobile services in four other European countries. In Latin America, subsidiaries of Liberty Global provide video, broadband internet, fixed-line telephony and mobile services in Chile and video and broadband communications services in Puerto Rico.

**B. Cable & Wireless EWC (Limited)**

FRN: 0022340715

Cable & Wireless EWC is organized under the laws of the British Virgin Islands and is a licensee in the PCCS Cable System. Cable & Wireless EWC is an indirect, wholly-owned subsidiary of C&W.

**C. CWC WS Holdings Panama S.A.**

FRN: 0025084971

CWC Panama is organized under the laws of Panama and is a licensee in the PCCS Cable System. CWC Panama is an indirect, wholly-owned subsidiary of C&W.

**D. Cable & Wireless Communications plc (Transferor)**

FRN: 0025086331

C&W is a publicly-listed company incorporated under the laws of England and Wales, and its shares are listed on the London Stock Exchange.

**E. Liberty Global plc (Transferee)**

FRN: 0025075649

Liberty Global is a publicly-listed company incorporated under the laws of England and Wales. Liberty Global's shares are divided into two tracking stock groups: (1) Liberty Global Group, which trades on the NASDAQ Global Select Market; and (2) Liberty Latin America and Caribbean Group, which trades on the NASDAQ Global Select Market and the OTC link.

**II. THE PROPOSED TRANSACTION**

On November 16, 2015, Liberty Global and C&W jointly announced a recommended offer pursuant to which Liberty Global would acquire 100 percent of the issued and to be issued shares of

C&W. Liberty Global and C&W expect that the proposed Transaction will take place in a two-step process.

In the first step, the Licensees' ownership and other interests in the PCCS Cable System and the international Section 214 authorization held by another C&W subsidiary, Cable & Wireless Communications, Inc., and associated U.S.-regulated assets and business, will be transferred to a newly-incorporated company, CWC New Cayman Limited ("CWC New Cayman"). CWC New Cayman will be transferred to a newly-incorporated holding company, CWC New Cayman Holdco Limited ("CWC New Cayman Holdco"). Because CWC New Cayman Holdco will be owned by shareholders holding a majority of the shares of C&W, the first stage of the Transaction will be *pro forma* in nature.<sup>4</sup> Following completion of this anticipated first step,<sup>5</sup> Applicants will notify the Commission of the *pro forma* assignment of the assets and license interests held by the Licensees to CWC New Cayman and will file a minor amendment to this Application to identify CWC New Cayman as the Licensee and CWC New Cayman Holdco as the transferor in the second step of the Transaction.

After Commission approval of this Application and related transfer of control applications filed with the Commission, indirect ownership and control of CWC New Cayman and other C&W licensee subsidiaries will be transferred to Liberty Global.

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<sup>4</sup> Following completion of the first step, the shareholders of CWC New Cayman Holdco will hold a majority of the shares of C&W. Thus, after the first step of the Transaction, C&W majority holders will retain *de jure* control of the Licensees. Moreover, C&W's controlling shareholders would continue to have *de facto* control of the Licensees. 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.

<sup>5</sup> CWC New Cayman will enter into a Management Agreement with affiliates of C&W to provide day-to-day management services for the benefit of CWC New Cayman. CWC New Cayman will, however, retain ultimate authority and control over all regulated aspects of the U.S. business, including having appropriate staff in place to oversee and supervise the provision of management services by the relevant C&W entities.

### **III. PUBLIC INTEREST CONSIDERATIONS**

Applicants respectfully submit that the proposed Transaction will serve the public interest, convenience and necessity. The combination of C&W's Caribbean and Latin American operations with Liberty Global's operations in Chile and Puerto Rico will facilitate the creation of a leading video, broadband, mobile and business-to-business service provider across the Latin American and Caribbean region. Following completion of the Transaction, the combined Liberty Global and C&W Group expect to utilize their product knowledge and customer service expertise to offer innovative video products with superior broadband speeds and connectivity.

Further, Applicants expect that the Transaction will foster efficiencies that will facilitate continued investment in networks, products and services that will benefit consumers and business customers. The Transaction will enable C&W to benefit from Liberty Global's product offerings and its scale through the sharing of Liberty Global's technology, innovation, best practices and financial benefits. The Licensees' interests in the PCCS Cable System, and the FCC authorizations held by other C&W licensee subsidiaries, facilitate the provision of telecommunications services to customers in the U.S. Applicants expect that the U.S. customers of C&W's licensee subsidiaries will experience network, product and service enhancements developed by the combined company as a result of the Transaction.

The Transaction will be seamless to consumers and will not adversely affect the Licensees' customers (or the other C&W subsidiaries' customers) in the United States or in the broader Caribbean and Latin American region. Applicants anticipate that, immediately following completion of the Transaction, the Licensees will continue to provide high-quality services to their customers under existing contracts without interruption, change in rates, or other changes in terms and

conditions. As noted above, existing customers likely will benefit from the enhanced product and service innovations developed by the combined company.

The Commission's public interest analysis of proposed transactions requires the Commission to balance the potential harms posed by a transaction with the potential benefits. Under the Commission's "sliding scale approach" to evaluating benefit claims, "where potential harms appear both substantial and likely...the demonstration of claimed benefits must reveal a higher degree of magnitude and likelihood..."<sup>6</sup> However, "where potential harms appear less likely and less substantial, the Commission will accept a lesser showing."<sup>7</sup> In contrast to the expected benefits to the Licensees' customers in the United States and to customers in the wider Caribbean and Latin American region discussed above, the Transaction poses no competitive harm. No Liberty Global subsidiary holds submarine cable landing licenses or provides the wholesale telecommunications services in the United States offered by the other C&W subsidiaries.<sup>8</sup>

In sum, the proposed Transaction will improve and expand the Applicants' service offerings across a broad range of services to consumers, without adversely affecting existing customers, and will enhance competition in an already competitive market.<sup>9</sup> The Transaction therefore serves the public interest.

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<sup>6</sup> See *Applications of Cable & Wireless Communications plc and Columbus New Cayman Limited for Transfer of Control of Cable Landing Licenses and Section 214 Authorizations*, Memorandum Opinion and Order, DA 15-307 (I.B. rel. Nov. 13, 2015), at ¶32 (citations omitted) ("Columbus Approval Order").

<sup>7</sup> *Id.*

<sup>8</sup> Liberty Cablevision of Puerto Rico LLC, an indirect, majority-owned subsidiary of Liberty Global, provides video and broadband communications services to customers in Puerto Rico, which services do not overlap those provided by the Licensees or other C&W licensee subsidiaries.

<sup>9</sup> See Columbus Approval Order for a discussion about the competitive nature of the submarine cable capacity market in the Caribbean and Latin America.

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

Applicants provide the following information in support of this Application as required by 47

C.F.R. §1.767:

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

Licensees: Cable and Wireless (British Virgin Islands) Limited  
Palestina Estate, Road Town  
Tortola, British Virgin Islands

Cable & Wireless (EWC) Limited  
Craigmuir Chambers, Road Town  
Tortola, British Virgin Islands

CWC WS Holdings Panama S.A.  
Plaza International, Via Espana  
Apartado 0834-00659, Zona 9A  
Panama City, Panama

Transferor: Cable & Wireless Communications plc  
2nd Floor  
62-65 Chandos Place  
London, United Kingdom  
WC2N 4HG  
Telephone: +44(0) 207 315 4000  
Fax: +44(0) 207 315 5211

Transferee: Liberty Global plc  
Griffin House  
161 Hammersmith Road  
London, United Kingdom  
W6 8BS  
Telephone: +44(0) 208 483-6449

**(2) Place of Formation:**

Licensees: Cable and Wireless BVI and Cable & Wireless EWC are organized under the laws of the British Virgin Islands. CWC Panama is organized under the laws of Panama.

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

Transferee: Liberty Global is organized under the laws of England and Wales.

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

For Licensees and Transferor: Belinda Bradberry, Esquire  
General Counsel  
Cable & Wireless Communications plc  
Columbus Center  
1 Alhambra Plaza, Suite 1000  
Coral Gables, FL 33134  
Telephone: (786) 606-5416  
belinda.bradberry@cwc.com

with a copy to: Ulises R. Pin, Esquire  
Brett P. Ferenchak, Esquire  
Morgan, Lewis & Bockius LLP  
2020 K Street, NW  
Washington, DC 20006  
Telephone: (202) 373-6664  
Fax: (202) 373-6001  
u.pin@morganlewis.com  
brett.ferenchak@morganlewis.com

For Transferee: John P. Babb, Esquire  
Vice President, Legal  
Liberty Global, Inc.  
12300 Liberty Boulevard  
Englewood, CO 80112  
Telephone: (303) 220-6638  
jbabb@libertyglobal.com

with a copy to: Robert L. Hoegle, Esquire  
Thomas F. Bardo, Esquire  
Nelson Mullins Riley & Scarborough LLP  
101 Constitution Avenue, Suite 900  
Washington, DC 20001  
Telephone: (202) 712-2816  
Fax: (202) 712-2836  
bob.hoegle@nelsonmullins.com  
tom.bardo@nelsonmullins.com

**(4) Description of the Cable System:**

A description of the PCCS Cable System is available in File No. LIC-20130122-0001, which is incorporated by reference.



**(5) Landing points:**

A general description of the PCCS Cable System landing locations is available in the original license file, which is incorporated by reference.

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

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

**(7) Ownership Interests in the PCCS Cable System:**

Cable and Wireless BVI owns and operates the cable landing station in Tortola, British Virgin Islands. Cable and Wireless BVI has a 100% ownership interest in the British Virgin Islands and British Virgin Islands waters and a 0.6% ownership and voting interest in the PCCS license. Cable and Wireless EWC has a 14.8% ownership and voting interest in the PCCS license and no ownership interest in either a cable landing station or segment of the PCCS Cable System. CWC Panama owns and operates the cable landing stations in Maria Chiquita, Panama, and Balboa, Panama, and has a 33.33% interest in the existing terrestrial segment between the landing stations. CWC Panama has a 100% ownership interest in Panama and Panamanian waters and a 2.6% ownership and voting interest in the PCCS license.<sup>10</sup>

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<sup>10</sup> The following entities also hold ownership interests in the PCCS Cable System: (1) Servicio Di Telecomunicacion Di Aruba N.V. owns and operates the cable landing station at Hudishibana, Aruba, and has 100% ownership in Aruba and Aruban waters and an 11.3% ownership and voting interest in the PCCS license; (2) Cable Andino Inc. has a 17.5% ownership and voting interest in the PCCS license; (3) Cable Andino USA, Inc. has a 5.6% ownership and voting interest in the PCCS license; (4) Cable Andino S.A. Corporandino owns 50% of the cable landing station in Manta, Ecuador, and a 20% interest in the segment between the Balboa, Panama, and Manta, Ecuador cable landing stations and has a 4.5% ownership and voting interest in the PCCS license; (5) Telefonica International Wholesale Services America S.A. has a 28.3% ownership and voting interest in the PCCS license; (6) Telefonica International Wholesale Services USA, Inc. owns and operates the cable landing station in Jacksonville, Florida, and has 100% ownership in the U.S. and U.S. waters and an 0.8% ownership and voting interest in the PCCS license; (7) Telefonica International Wholesale Services Puerto Rico, Inc. owns and operates the cable landing station in San Juan, Puerto Rico, and has 100% ownership in the territorial United States and U.S. waters; (8) Telefonica International

**(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) or (o) of the Commission's Rules, 47 C.F.R. §§63.18(h) and (o):**

**Section 63.18(h) – Ten Percent or Greater Shareholders:**

Following the *pro forma* assignment transaction discussed above, the Licensees' interests in the PCCS Cable System will be held by CWC New Cayman. Upon completion of the Transaction, the following entity will hold 100% of the voting and equity interest in CWC New Cayman:

Cable & Wireless Communications, Inc.  
1 Alhambra Plaza, Suite 1000  
Coral Gables, FL 33134  
Jurisdiction: United States  
Business: telecommunications provider  
Interest: Direct holding of 100%

The following entity will hold 100% of the voting and equity interest in Cable & Wireless Communications, Inc.:

Cable and Wireless (West Indies) Limited  
2<sup>nd</sup> Floor, 62-65 Chandos Place  
London, United Kingdom WC2N 4HG  
Jurisdiction: England  
Business: Holding Company  
Interest: Direct holding of 100%

The following entity will hold 100% of the voting and equity interest in Cable and Wireless (West Indies) Limited:

CWI Group Limited  
2<sup>nd</sup> Floor, 62-65 Chandos Place  
London, United Kingdom WC2n 4HG  
Jurisdiction: England  
Business: Holding Company  
Interest: Direct holding of 100%

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Wholesale Services Colombia S.A. has the rights to operate the Cartagena, Colombia, cable landing station which is owned by its affiliate Colombia Telecomunicaciones, S.A., ESP; and (9) Antelecom N.V. has a 14.0% ownership and voting interest in the PCCS license. The interests of these entities will not be affected by the Transaction.

The following entity will hold 100% of the voting and equity interest in CWI Group Limited:

Sable Holding Limited  
2<sup>nd</sup> Floor, 62-65 Chandos Place  
London, United Kingdom WC2N 4HG  
Jurisdiction: England  
Business: Holding Company  
Interest: Direct holding of 100%

The following entity will hold 100% of the voting and equity interest in Sable Holding Limited:

Cable & Wireless Limited  
2<sup>nd</sup> Floor, 62-65 Chandos Place  
London, United Kingdom WC2N 4HG  
Jurisdiction: England  
Business: Holding Company  
Interest: Direct holding of 100%

The following entity will hold 100% of the voting and equity interest in Cable & Wireless Limited:

Cable & Wireless Communications Limited<sup>11</sup>  
2<sup>nd</sup> Floor, 62-65 Chandos Place  
London, United Kingdom WC2N 4HG  
Jurisdiction: England  
Business: Holding Company  
Interest: Direct holding of 100%

The following entity will hold 100% of the voting and equity interest in Cable & Wireless Communications Limited:

Coral New UKCo. Ltd.  
c/o Griffin House, 161 Hammersmith Road  
London, United Kingdom W6 8BS  
Jurisdiction: England  
Business: Holding Company  
Interest: Direct holding of 100%

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<sup>11</sup> Cable & Wireless Communications plc, a public limited company, will be converted to Cable & Wireless Communications Limited, a limited company.

The following entity will hold a 100% of the voting and equity interest in Coral New UKCo.

Ltd.:

LGE Coral Holdco  
c/o Griffin House, 161 Hammersmith Road  
London, United Kingdom W6 8BS  
Jurisdiction: England  
Business: Holding Company  
Interest: Direct holding of 100%

The following entity will hold a 100% of the voting and equity interest in LGE Coral Holdco:

Liberty Global plc  
Griffin House, 161 Hammersmith Road  
London, United Kingdom W6 8BS  
Jurisdiction: England  
Business: International cable and telecommunications services.  
Interest: Direct holding of 100%

Following consummation of the Transaction, the following persons and/or entities are expected to have a shareholding greater than 10% of the voting and/or equity interest of Liberty Global:

John C. Malone  
c/o 12300 Liberty Boulevard  
Englewood, Colorado 80112  
U.S. citizen  
Interest: Dr. Malone is expected to hold approximately 23.7% to 24.1% of the voting power of the Liberty Global Group shares and approximately 8.2 % to 10.4% of the voting power of the Liberty Global Latin America and Caribbean Group shares.

**Section 63.18(h) – Interlocking Directorates:**

Liberty Global does not have any interlocking directorates with foreign carriers.

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

Transferee Liberty Global is not a foreign carrier, and does not directly own a cable landing station in any foreign country. Upon consummation of the Transaction, Liberty Global will become

affiliated with the following foreign dominant carriers, which are currently affiliated with C&W, including entities that own or control a cable landing station in any foreign country:

<b>Foreign Carrier</b>	<b>Country</b>
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 (British Virgin Islands) 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
CWC WS Holdings Panama S.A.	Panama
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

Further, upon consummation of the Transaction, Liberty Global will become affiliated with the following non-dominant foreign carriers, which are currently affiliated with C&W:<sup>12</sup>

<b>Foreign Carrier</b>	<b>Country</b>
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
Columbus Networks de Costa Rica S.R.L.	Costa Rica

<sup>12</sup> 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.

<b>Foreign Carrier</b>	<b>Country</b>
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:**

Liberty Global certifies that following consummation of the Transaction, one or more of C&W’s affiliates will provide international telecommunications services in the following destination markets of the PCCS Cable System: British Virgin Islands, Colombia and Panama.

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

One PCCS Cable System destination market where a C&W affiliate currently provides and will provide international services is not a WTO member: British Virgin Islands. However, the FCC has consistently treated the British overseas territories as WTO Members.<sup>13</sup> Thus, the British Virgin Islands should be treated as a WTO Member for purposes of this application.

<sup>13</sup> 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

C&W affiliates in the British Virgin Islands and Panama are classified as dominant and appear 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.

Liberty Global 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 British Virgin Islands and Panama, destination markets where its post-Transaction affiliated carriers will have dominant status.

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

By its signature to this application, Liberty Global 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 the Anti-Drug Abuse Act of 1988.

**(9) Certification of Compliance**

By its signature to this application, Liberty Global 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). In addition, Liberty Global certifies that it accepts and will abide by the reporting requirements of Section 1.767(l) of the Commission's Rules, 47 C.F.R. §1.767(l), for each of the U.S.-British Virgin Islands and U.S.-Panama routes.

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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.

V. **CONCLUSION**

For the foregoing reasons, Liberty Global and C&W respectfully submit that grant of this Application will serve the public interest, convenience and necessity.

Respectfully submitted,

**LIBERTY GLOBAL PLC**

/s/ Robert L. Hoegle

Robert L. Hoegle, Esquire  
Thomas F. Bardo, Esquire  
Nelson Mullins Riley & Scarborough LLP  
101 Constitution Avenue, Suite 900  
Washington, DC 20001  
Telephone: (202) 712-2800  
bob.hoegle@nelsonmullins.com  
tom.bardo@nelsonmullins.com

*Counsel for Liberty Global plc*

**CABLE AND WIRELESS (BRITISH VIRGIN ISLANDS) LTD.  
CABLE & WIRELESS (EWC) LIMITED  
CWC WS HOLDINGS PANAMA S.A.  
CABLE & WIRELESS COMMUNICATIONS PLC**

/s/ Ulises R. Pin

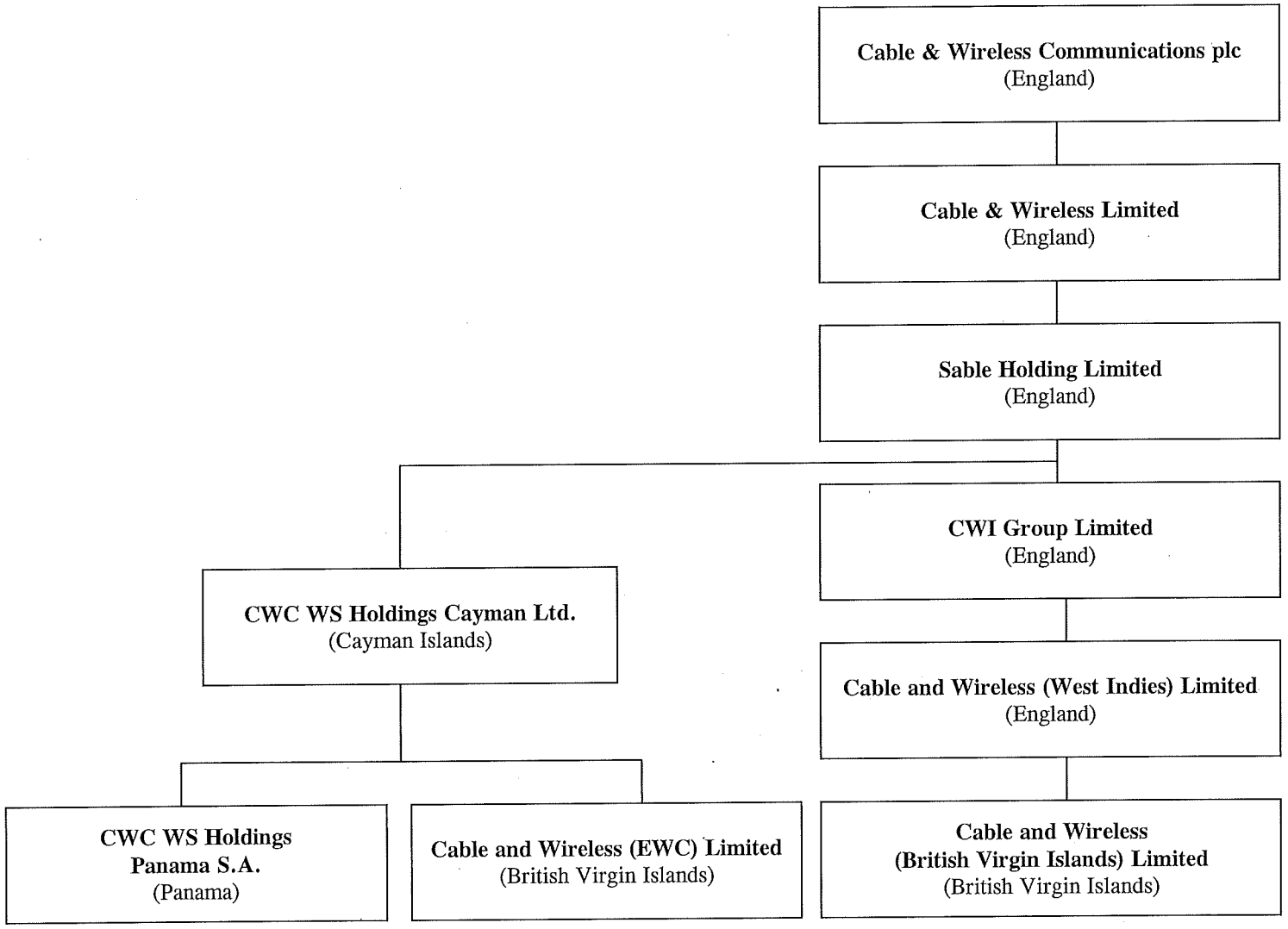
Ulises R. Pin, Esquire  
Brett P. Ferenchak, Esquire  
Morgan, Lewis & Bockius LLP  
2020 K Street, N.W.  
Washington, DC 20006  
Telephone: (202) 373-6664  
Fax: (202) 373-6001  
u.pin@morganlewis.com  
brett.ferenchak@morganlewis.com

*Counsel for Cable and Wireless (British Virgin Islands) Ltd.,  
Cable & Wireless (EWC) Limited, CWC WS Holdings Panama  
S.A., Cable & Wireless Communications plc*

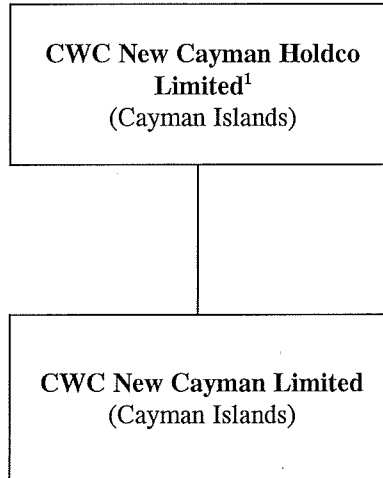
November 30, 2015



**Pre-Transaction Structure of PCCS Cable System Licensees**

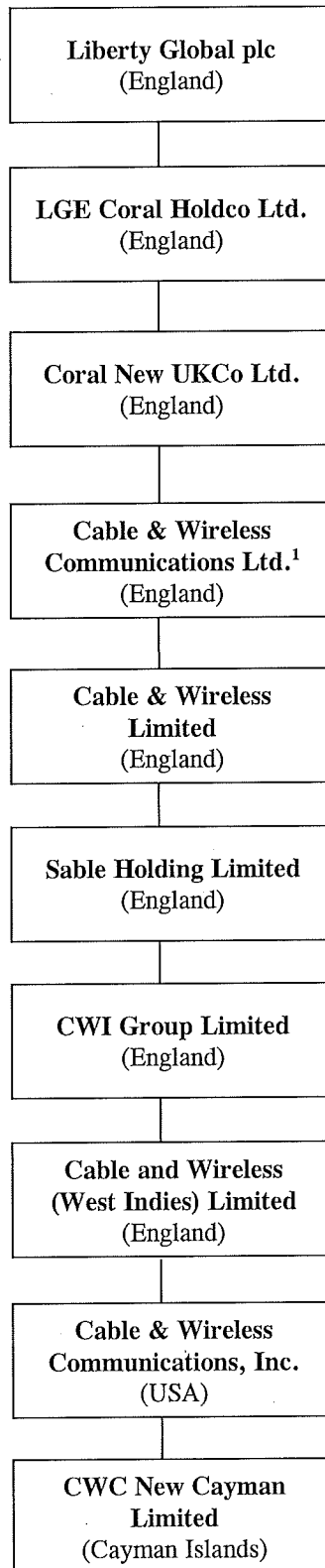


## CWC New Cayman Limited Structure After *Pro Forma* Assignment



<sup>1</sup> Following completion of the first step *pro forma* assignment, the shareholders of CWC New Cayman Holdco Limited ("CWC New Cayman Holdco") will hold over 50 percent of the shares of Cable & Wireless Communications plc. Further, the Applicants expect that no single shareholder will hold a greater than 5% interest in CWC New Cayman Holdco.

## CWC New Cayman Limited Post-Transaction Structure

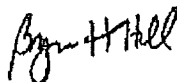


<sup>1</sup> Cable & Wireless Communications plc, a public limited company, will be converted to Cable & Wireless Communications Ltd., a limited company.

VERIFICATION

I, Bryan H. Hall, state that I am Executive Vice President, General Counsel and Secretary of Liberty Global plc, and that I am authorized to make this verification on behalf of Liberty Global plc; that the statements regarding the Transaction and the certifications contained in the foregoing Federal Communication Commission Joint Application for Transfer of Control of Cable Landing License seeking consent to the transfer of control of Cable & Wireless Communications plc and the Licensees, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under the penalty of perjury that the foregoing is true and correct.



---


Bryan H. Hall  
Executive Vice President, General Counsel  
and Secretary  
Liberty Global plc

Executed on November 30, 2015

**VERIFICATION**

I, Belinda Bradberry, state that I am General Counsel of Cable & Wireless Communications, plc ("C&W"); that I am authorized to represent C&W and to make this verification on behalf of C&W and its subsidiaries including Licensee(s); and that the statements regarding the Transaction, C&W and Licensee(s) contained in the foregoing transfer of control application, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under the penalty of perjury that the foregoing is true and correct.

  
\_\_\_\_\_  
Belinda Bradberry  
General Counsel  
Cable & Wireless Communications plc

Executed on November 25, 2015

## 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 12<sup>th</sup> Street, S.W.  
Washington, DC 20554  
(via first class U.S. mail, postage pre-paid)

U.S. Coordinator  
EB/CIP  
U.S. Department of State  
2201 C Street, N.W.  
Washington, DC 20520-5818  
(via first class U.S. mail, postage pre-paid)

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

Office of Chief Counsel/NTIA  
U.S. Department of Commerce  
14<sup>th</sup> Street and Constitution Ave., N.W.  
Washington, DC 20230  
(via first class U.S. mail, postage pre-paid)

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

Defense Information Systems Agency  
Attn: GC/DO1  
6910 Copper Avenue  
Fort Meade, MD 20755-7088  
(via first class U.S. mail, postage pre-paid)

Susan O'Connell  
International Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554  
(via electronic mail to Susan.OConnell@fcc.gov)

Mindel De La Torre  
International Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554  
(via electronic mail to Mindel.DeLaTorre@fcc.gov)

*(continued on next page)*

Troy Tanner  
International Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554  
(via electronic mail to [Troy.Tanner@fcc.gov](mailto:Troy.Tanner@fcc.gov))

Denise Coca  
International Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554  
(via electronic mail to [denise.coc@fcc.gov](mailto:denise.coc@fcc.gov))



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Thomas F. Bardo

November 30, 2015