



1776 K STREET NW  
WASHINGTON, DC 20006  
PHONE 202.719.7000

www.wileyrein.com

Wayne D. Johnsen  
202.719.7303  
WJohnsen@wileyrein.com

June 12, 2017

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

*Re: FCC File Nos. SCL-T/C-20170328-00008, SCL-T/C-20170328-00009, SCL-T/C-20170417-00010, SCL-T/C-20170417-00011*

Dear Ms. Dortch:

Pursuant to 47 C.F.R. § 1.767(m), counsel for KKR Management LLC (“KKR Management”) hereby supplements the above referenced application for Commission consent to transfer certain negative control rights over cable landing license interests held by Telefónica International Wholesale Services América S.A. (“TIWS América”), Telxius Cable USA, Inc. (“Telxius USA”), Telxius Cable Puerto Rico, Inc. (“Telxius Puerto Rico”), and Telxius Cable Colombia, S.A. (“Telxius Colombia,” together with TIWS América, Telxius USA, and Telxius Cable Puerto Rico, the “Telxius Cable Landing Licensees,”<sup>1</sup> together with Telefónica, S.A. and KKR Management, the “Applicants”).

The supplement is being filed to update and clarify the structure through which KKR Management will exercise certain negative control rights post-consummation. First, KKR Management has added an additional holding company, called Taurus Midco S.à r.l. (“KKR Midco”),<sup>2</sup> into the proposed chain of ownership between Taurus Bidco S.à r.l. (“KKR Bidco”) and Taurus Topco S.à r.l. (“KKR Topco”). Second, KKR Management clarifies that KKR Group Holdings L.P. is both a general partner and a limited partner of KKR Fund Holdings L.P.<sup>3</sup> The

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<sup>1</sup> Concurrent with this supplement, the parties have also filed a supplement to the application to transfer certain negative control rights over Section 214 authorizations. See FCC File Nos. ITC-T/C-20170328-00057, ITC-T/C-20170328-00058.

<sup>2</sup> KKR Midco is a newly formed Luxembourg entity.

<sup>3</sup> The original application had indicated that KKR Group Holdings L.P. was a limited partner, but did not reflect that it was also a general partner of KKR Fund Holdings L.P. Accordingly, KKR Group Holdings L.P., along with the other general partner of KKR Fund Holdings L.P., is deemed to have a 100% voting interest in KKR Fund Holdings L.P. The revised Exhibit B also notes a slight change in the direct and indirect economic interest that KKR Group Holdings L.P. has in KKR Fund Holdings L.P.

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changes are reflected in a revised Exhibit B, Post-Consummation Ownership of Telxius Cable Landing Licenses, which is attached hereto and should replace the Exhibit B filed with the original application.

Consistent with the foregoing, KKR Management provides updated information regarding ten percent or greater equity owners pursuant to 47 C.F.R. §§ 1.767(a)(8)(i), 63.18(h), replacing the information in part III.C. of the original application regarding the ownership of KKR BidCo. Post-consummation, KKR Management certifies that following parties will have a ten-percent-or-greater direct or indirect voting or equity interest in the Telxius Cable Landing Licensees (with new information highlighted in gray):

**Taurus Bidco S.à r.l. (“KKR Bidco”)**

*Address:* 61, rue de Rollingergrung, L-2440 Luxembourg

*Place of Organization:* Luxembourg

*Principal Business:* investments

*Relationship:* Upon consummation of the Initial Investment Transaction, KKR Bidco will hold a 24.8-percent voting-and-equity interest in Telxius Parent, as well as certain negative control rights described in the original application. Upon consummation of the Subsequent Investment Transaction, if such consummation occurs, KKR Bidco will hold an additional 15.2-percent voting-and-equity interest in Telxius Parent, giving it an aggregate voting-and-equity interest of 40 percent.

**Taurus Midco S.à r.l. (“KKR Midco”)**

*Address:* 61, rue de Rollingergrung, L-2440 Luxembourg

*Place of Organization:* Luxembourg

*Principal Business:* investments

*Relationship:* KKR Midco holds a 100 percent voting and equity interest in KKR Bidco.

**Taurus Topco S.à r.l. (“KKR Topco”)**

*Address:* 61, rue de Rollingergrung, L-2440 Luxembourg

*Place of Organization:* Luxembourg

*Principal Business:* investments

*Relationship:* KKR Topco holds a 100 percent voting and equity interest in KKR Midco.

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**KKR Taurus Aggregator L.P.**

*Address:* 4100-1155 Boulevard René-Lévesque Oeust, Montréal, Québec  
H3B3V2, Canada

*Place of Organization:* Quebec, Canada

*Principal Business:* investments

*Relationship:* KKR Taurus Aggregator L.P. holds a 100-percent voting-  
and-equity interest in KKR Topco.

The principal direct and indirect voting interests in KKR Taurus Aggregator L.P.  
are held by or through the following entities:

**KKR Taurus Aggregator GP Limited**

*Address:* c/o Maples Corporate Services Limited, PO Box 309, Ugland  
House, Grand Cayman, KY1-1104, Cayman Islands

*Place of Organization:* Cayman Islands

*Principal Business:* investments

*Relationship:* KKR Taurus Aggregator GP Limited is the general partner  
of KKR Taurus Aggregator L.P. and holds a 100-percent voting and a  
less-than-1-percent economic interest in KKR Taurus Aggregator L.P.

**KKR Global Infrastructure Investors II L.P.**

*Address:* c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street,  
New York, New York 10019

*Place of Organization:* Cayman Islands

*Principal Business:* investments

*Relationship:* KKR Global Infrastructure Investors II L.P. is the sole  
member of KKR Taurus Aggregator GP Limited and holds a 100-  
percent voting-and- economic interest in KKR Taurus Aggregator GP  
Limited. KKR Global Infrastructure Investors II L.P. will also be a  
limited partner of KKR Taurus Aggregator L.P., with no voting interest  
and a precise economic interest that will be determined closer to the  
consummation date for the Initial Investment Transaction.

**KKR Associates Infrastructure II L.P.**

*Address:* c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street,  
New York, New York 10019

*Place of Organization:* Cayman Islands

*Principal Business:* investments



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*Relationship:* KKR Associates Infrastructure II L.P. is the general partner of KKR Global Infrastructure Investors II L.P. and holds a 100-percent voting and a 5-percent economic interest in KKR Global Infrastructure Investors II L.P.

**KKR Infrastructure II Limited**

*Address:* c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street,  
New York, New York 10019

*Place of Organization:* Cayman Islands

*Principal Business:* investments

*Relationship:* KKR Infrastructure II Limited is the general partner of KKR Associates Infrastructure II L.P. and holds a 100-percent voting and a 99-percent economic interest in KKR Associates Infrastructure II L.P.

**KKR Fund Holdings L.P.**

*Address:* c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street,  
New York, New York 10019

*Place of Organization:* Cayman Islands

*Principal Business:* holding company

*Relationship:* KKR Fund Holdings L.P. is the sole member of KKR Infrastructure II Limited and therefore holds a 100-percent voting-and-economic interest in KKR Infrastructure II Limited.

**KKR Fund Holdings GP Limited**

*Address:* c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street,  
New York, New York 10019

*Place of Organization:* Cayman Islands

*Principal Business:* general partner

*Relationship:* KKR Fund Holdings GP Limited is a general partner of KKR Fund Holdings L.P. and holds a 100-percent voting interest and no economic interest in KKR Fund Holdings L.P.

**KKR Group Holdings L.P.**

*Address:* c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street, New  
York, New York 10019

*Place of Organization:* Cayman Islands

*Principal Business:* general partner

*Relationship:* KKR Group Holdings L.P. is the sole member of KKR Fund Holdings GP Limited and therefore holds a 100-percent voting-and-

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economic interest in KKR Fund Holdings GP Limited. KKR Group Holdings L.P. is also a general partner and a limited partner of KKR Fund Holdings L.P., in which it holds an approximate 56.4 percent economic interest.

**KKR Group Limited**

*Address:* c/o Kohlberg Kravis Roberts & Co. L.P., 9 West 57th Street, New York, New York 10019

*Place of Organization:* Cayman Islands

*Principal Business:* holding company

*Relationship:* KKR Group Limited is the general partner of KKR Group Holdings L.P. and holds a 100-percent voting and no economic interest in KKR Group Holdings L.P.

**KKR & Co. L.P.**

*Address:* 9 West 57th Street, New York, New York 10019

*Place of Organization:* Delaware

*Principal Business:* holding company

*Relationship:* KKR & Co. L.P. is the sole member of KKR Group Limited and therefore holds a 100-percent voting-and-economic interest in KKR Group Limited. KKR & Co. L.P. is the sole limited partner of KKR Group Holdings L.P. and therefore holds a 0-percent voting interest and a 100-percent economic interest in KKR Group Holdings L.P.

**KKR Management LLC (“KKR Management”)**

*Address:* 9 West 57th Street, New York, New York 10019

*Place of Organization:*

Delaware

*Principal Business:* general partner

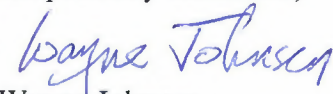
*Relationship:* KKR Management is the general partner of KKR & Co. L.P. and holds a 100-percent voting interest and no economic interest in KKR & Co. L.P.

No other changes to the application are being made pursuant to this supplement.

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As required by 47 C.F.R. § 1.767(j), the Applicants have served a complete copy of this supplement on the U.S. Departments of State, Commerce, and Defense, and certified such service in the attached certificate of service.

Respectfully submitted,



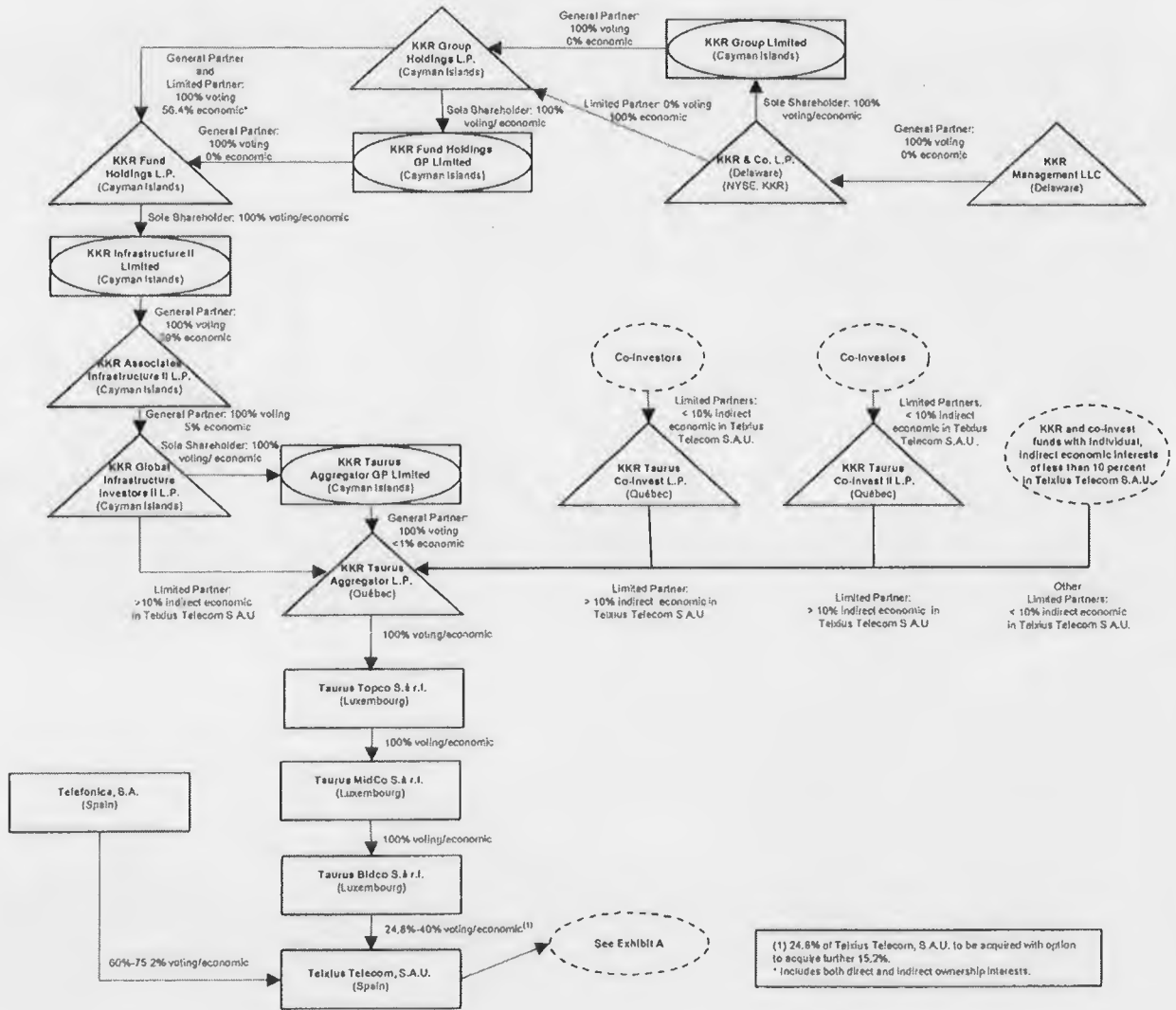
Wayne Johnsen

*Counsel for KKR Management LLC*

cc: Jodi Cooper  
David Krech

# EXHIBIT B

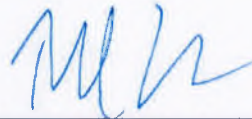
## Post-Consummation Ownership of Telxius Cable Landing Licensees



**DECLARATION**

I, David Sorkin, General Counsel and Secretary of KKR Management LLC, under penalty of perjury, hereby declare that the foregoing is true and correct to the best of my knowledge and belief.

Executed on June 12, 2017.



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David Sorkin



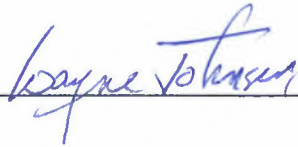
**CERTIFICATE OF SERVICE**

I, Wayne Johnsen, hereby certify that consistent with 47 C.F.R. § 1.767(j), I have served copies of the foregoing application supplement by hand delivery or electronic mail this 12<sup>th</sup> day of June, 2017, to the following:

Julie Zoller  
U.S. Coordinator and Deputy Assistant  
Secretary of State (Acting)  
Int'l Communications & Information  
Policy Bureau of Economic and Business Affairs  
U.S. DEPARTMENT OF STATE  
EB/CIP: Room 4634  
2201 C Street, N.W.  
Washington, D.C. 20520-4634

Kathy Smith  
Chief Counsel  
U.S. DEPARTMENT OF COMMERCE/NTIA  
14th Street and Constitution Avenue, N.W.  
Room 4713  
Washington, D.C. 20230

William E. Brazis, II  
General Counsel  
DEFENSE INFORMATION SYSTEMS AGENCY  
6910 Cooper Avenue  
Fort Meade, Maryland 20755

  
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