

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

In the Matter of)	
)	
CWC New Cayman Limited)	
ARCOS-1 USA, Inc.)	File No. SCL-T/C _____
A.SurNet, Inc.)	
Columbus Networks USA, Inc.)	
)	
Liberty Cablevision of Puerto Rico LLC)	
CWC New Cayman Limited)	File No. ITC-T/C- _____
Columbus Networks Telecommunications)	
Services USA, Inc.)	
Columbus Networks Puerto Rico, Inc.)	
)	
Liberty Global plc)	
<i>Pro Forma Transferor</i>)	
)	
and)	
)	
Liberty Latin America Ltd.)	
<i>Pro Forma Transferee</i>)	

NOTIFICATION OF PRO FORMA TRANSFER OF CONTROL

CWC New Cayman Limited (“CWC New Cayman”), ARCOS-1 USA, Inc. (“ARCOS”), A.SurNet, Inc. (“A.SurNet”), Columbus Networks USA, Inc. (“CNUSA”), Columbus Networks Telecommunications Services USA, Inc. (“CNTS”) and Columbus Networks Puerto Rico, Inc. (“CNPR,” and together with CWC New Cayman, ARCOS, A.SurNet, CNUSA and CNTS, the “Licensees”), through their undersigned counsel, submit this notification of *pro forma* transfer of control pursuant to Sections 1.767(g)(7) and 63.24(f) of the Commission’s rules. See 47 C.F.R. §§1.767(g)(7) and 63.24(f). Although the application for an international section 214 authorization filed by Liberty Cablevision of Puerto Rico LLC (“LCPR”) remains

pending¹, responsive information regarding LCPR is included in this notification. Specifically, this filing notifies the Commission of the *pro forma* transfer of control of the Licensees and LCPR from Liberty Global plc (“Liberty Global”) to Liberty Latin America Ltd. (“Liberty Latin America”) as a result of the split-off transaction described below (“Split-off Transaction”).

BACKGROUND

The Licensees hold the following submarine cable landing licenses and/or international section 214 authorizations:

CWC New Cayman	SCL-LIC-20070925-00017 and ITC-214-20100512-00191
ARCOS	SCL-LIC-19981222-00032
A.SurNet	SCL-LIC-19981222-00032
CNUSA	SCL-LIC-20070516-00008
CNTS	ITC-214-20070220-00077
CNPR	ITC-214-20091127-00497

As noted above at 1-2 n.1, LCPR’s application for an international section 214 authorization remains pending.

Prior to the completion of the Split-off Transaction, CWC New Cayman, ARCOS, A.SurNet, CNUSA, CNTS and CNPR were indirect, wholly-owned subsidiaries of Liberty Global, and Liberty Global held an indirect 60 percent ownership interest in LCPR. Copies of structure charts depicting the ownership relationships among Liberty Global, the Licensees and LCPR before completion of the Split-off Transaction are attached as Exhibit 1. Following completion of the Split-off Transaction, the Licensees continue to hold their respective submarine cable landing licenses and/or international section 214 authorizations. However, Liberty Latin

¹ LCPR filed an application for an international section 214 authorization on March 23, 2017. See ITC-214-20170323-00053.

America² has replaced Liberty Global as the ultimate parent company of the Licensees, and as the majority interest-owning parent company of LCPR, in the corporate structure chain. Copies of the Post-Split-off Transaction structure charts depicting Liberty Latin America's ownership relationships with the Licensees and LCPR are attached as Exhibit 2.

Liberty Global is a publicly-listed company, organized under the laws of England and Wales, with its registered address at Griffin House, 161 Hammersmith Road, London, United Kingdom, W6 8BS. Liberty Global is an international cable and broadband communications company, which had over 24 million customers in over 30 countries across Europe, Latin America and the Caribbean subscribing to 50 million television, broadband Internet and telephony services as of September 30, 2017. Liberty Global also provided mobile telecommunications services to over 10 million mobile subscribers and offered WiFi service across 10 million access points as of September 30, 2017. In addition, Liberty Global offers a complete range of advanced internet, voice and video services to business customers in most service areas.

Prior to the Split-off Transaction, Liberty Global's businesses were attributed to groups, each with a tracking stock that traded on the NASDAQ Stock Exchange and OTC Link: the Liberty Global Group (NASDAQ: LBTYA, LBTYB and LBTYK), which primarily tracked Liberty Global's European operations, and the LiLAC Group (NASDAQ: LILA and LILAK; OTC Link: LILAB), which primarily tracked Liberty Global's Latin American and Caribbean operations.

² Prior to the Split-off Transaction, Liberty Latin America was a wholly-owned subsidiary of Liberty Global organized under the laws of Bermuda.

Pursuant to the Split-off Transaction, effective December 29, 2017, Liberty Global split-off the collection of businesses, assets and liabilities previously attributed to the LiLAC Group into Liberty Latin America. Liberty Latin America now provides residential and B2B communications services in: (i) 18 countries through Cable & Wireless Communications Limited (“CWC”), and its subsidiaries; (ii) Chile through VTR.com SpA, a wholly-owned subsidiary; and (iii) Puerto Rico through LCPR. CWC also provides B2B communications services in certain other countries in Latin America and the Caribbean and wholesale communications over its subsea and terrestrial fiber optic cable network that connects over 40 markets in the Latin America/Caribbean region.

As a result of the Split-off Transaction, the shares of Liberty Latin America are owned by the previous holders of Liberty Global’s LiLAC Group tracking stock. Further, the current holders of a majority of the voting power in Liberty Global hold a majority of the voting power in Liberty Latin America. Thus, the Split-off Transaction did not result in a change in actual control of the ultimate parent of the Licensees and the majority interest-owning parent of LCPR, *i.e.* the same shareholders that currently control Liberty Global control Liberty Latin America following the Split-off Transaction.

Because the current holders of a majority of the voting power of Liberty Global hold a majority of the voting power of Liberty Latin America following completion of the Split-off Transaction, the Split-off Transaction constitutes a *pro forma* transfer of control under FCC rules and precedent. For example, a “corporate reorganization that involves no substantial change in the beneficial ownership of the corporation,” and the “assignment from a corporation to a corporation owned or controlled by the assignor stockholders without a substantial change in their interests” are “presumptively *pro forma* and prior approval need not be sought.” *See*

47 C.F.R. §63.24(d) note 2. The FCC has held that *pro forma* application procedures are appropriate for spin-off or split-off transactions. *See, e.g., WWOR-TV, Inc.*, 6 FCC Rcd. 193 (1990), at ¶5. The FCC also stated that the spin-off transaction in *WWOR-TV* qualified as a “corporate reorganization,” and therefore fell within the broadcast rule permitting short form application procedures for corporate reorganizations. *Id.* at ¶5 n.5.

NOTIFICATION OF PRO FORMA TRANSFER OF CONTROL

As required by Sections 1.767(g)(7) and 63.24(f)(2) of the Commission’s Rules (47 C.F.R. §§1.767(g)(7) and 63.24(f)(2)), Liberty Global and Liberty Latin America provide the following information requested in Sections 63.18 (a) through (d) and (h) of the Commission’s Rules (47 C.F.R. §63.18 (a)-(d) & (h)):

(1) Name, address and telephone number of parties:

Pro Forma Transferor:

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

Pro Forma Transferee:

Liberty Latin America Ltd.
Clarendon House
2 Church Street
Hamilton HM11 Bermuda
Telephone: (303) 925-6000

Licensees and LCPR:

CWC New Cayman Limited
ARCOS-1 USA, Inc.
A.SurNet, Inc.
Columbus Networks USA, Inc.
Columbus Networks Telecommunications
Services USA, Inc.
Columbus Networks Puerto Rico, Inc.
15950 West Dixie Highway
North Miami Beach, FL 33162
Telephone: (786) 274-8526

Liberty Cablevision of Puerto Rico LLC
1 Calle Manuel Camunas
P.O. Box 192296
San Juan, PR 00919
Telephone: (787) 355-3535

(2) Place of Formation:

Pro Forma Transferor:

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

Pro Forma Transferee:

Liberty Latin America Ltd. is organized under the laws of Bermuda.

Licensees and LCPR:

CWC New Cayman is organized under the laws of the Cayman Islands.

ARCOS-1 USA, Inc., A.SurNet, Inc., Columbus Networks USA, Inc. and Columbus Networks Telecommunications Services USA, Inc. are organized under the laws of Delaware.

Columbus Networks Puerto Rico, Inc. and Liberty Cablevision of Puerto Rico LLC are organized under the laws of Puerto Rico.

(3) Correspondence concerning this Notification should be send to:

For *Pro Forma* Transferor:

Bryan H. Hall, Esquire
Executive Vice President, General Counsel
and Secretary
Liberty Global plc
Griffin House
161 Hammersmith Road
London W6 8BS
United Kingdom

with a copy to:

Robert L. Hoegle, Esquire
Thomas F. Bardo, Esquire
Nelson Mullins Riley & Scarborough LLP
101 Constitution Ave., N.W., Suite 900
Washington, D.C. 20001
Telephone: (202) 689-2816
Fax: (202) 689-2836
bob.hoegle@nelsonmullins.com
tom.bardo@nelsonmullins.com

For *Pro Forma* Transferee:

John M. Winter, Esquire
Senior Vice President, Chief Legal Officer &
Secretary
Liberty Latin America Ltd.
c/o Liberty Global, Inc.
1550 Wewatta Street, Suite 710
Denver, CO 80202

with a copy to:

Robert L. Hoegle, Esquire
Thomas F. Bardo, Esquire
Nelson Mullins Riley & Scarborough LLP
101 Constitution Ave., N.W., Suite 900
Washington, D.C. 20001
Telephone: (202) 689-2816
Fax: (202) 689-2836
bob.hoegle@nelsonmullins.com
tom.bardo@nelsonmullins.com

(4) Description of Cable Systems and International Licenses Held/Applied for by Licensees and LCPR:

CWC New Cayman and CNUSA hold submarine cable landing licenses SCL-LIC-20070925-00017 and SCL-LIC-20070516-00008, respectively. ARCOS and A.SurNet jointly hold submarine cable landing license SCL-LIC-19981222-00032. The foregoing submarine cable landing licenses are incorporated by reference.

CWC New Cayman, CNTS and CNPR are authorized to provide global, facilities-based and resale services pursuant to FCC File Nos. ITC-214-20100512-00191, ITC-214-20070220-00077 and ITC-214-20091127-00497, respectively. The file number of LCPR's pending

international section 214 authorization is ITC-214-20170323-00053. The foregoing international section 214 authorizations and pending application are incorporated by reference.

(5) Previous Section 214 Authorizations Held by Pro Forma Transferee:

Pro forma transferee Liberty Latin America has not previously held any international section 214 authorizations.

(6) Ownership Information:

The corporate structure charts attached at Exhibit 2 depict the ownership structure of Licensees and LCPR following completion of the Split-off Transaction.

Post-Split-off Ownership Structure of ARCOS, A.SurNet, CNPR, CNTS and CNUSA

The following entity holds (direct or indirect) 100% voting and equity interests in each of ARCOS, A.SurNet, CNPR, CNTS and CNUSA:

Columbus New Cayman Limited
Floor 4, Willow House
Cricket Square, P.O. Box 268
Grand Cayman KY1-1104, Cayman Islands
Jurisdiction: Cayman Islands
Business: Holding company
Interest: Direct or indirect interests of 100% in ARCOS, A.SurNet, CNPR, CNTS and CNUSA as shown on Exhibit 2

The following entity holds 100% of the voting and equity interest in Columbus New Cayman Limited:

Columbus Networks, Limited
Suite 205-207 Dowell House
Cr. Roebuck & Palmetto Streets
Bridgetown, Barbados
Jurisdiction: Barbados
Business: International telecommunications services
Interest: Indirect 100% interest in ARCOS, A.SurNet, CNPR, CNTS and CNUSA

The following entity holds 100% of the voting and equity interest in Columbus Networks,

Limited:

Columbus TTNW Holdings Inc.

Suite 205-207 Dowell House

Cr. Roebuck & Palmetto Streets

Bridgetown, Barbados

Jurisdiction: Barbados

Business: International telecommunications services

Interest: Indirect 100% interest in ARCOS, A.SurNet, CNPR, CNTS and CNUSA

The following entity holds 100% of the voting and equity interest in Columbus TTNW

Holdings Inc.:

Columbus International Inc.

Suite 205-207 Dowell House

Cr. Roebuck & Palmetto Streets

Bridgetown, Barbados

Jurisdiction: Barbados

Business: International telecommunications services

Interest: Indirect 100% interest in ARCOS, A.SurNet, CNPR, CNTS and CNUSA

The following entity holds 100% of the voting and equity interest in Columbus

International Inc.:

Sable Holding Limited

2nd Floor, 62-65 Chandos Place

London, United Kingdom WC2N 4HG

Jurisdiction: England

Business: Holding company

Interest: Indirect 100% interest in ARCOS, A.SurNet, CNPR, CNTS and CNUSA

The following entity holds 100% of the voting and equity interest in Sable Holding

Limited:

Cable & Wireless Limited

2nd Floor, 62-65 Chandos Place

London, United Kingdom WC2N 4HG

Jurisdiction: England

Business: Holding company

Interest: Indirect 100% interest in ARCOS, A.SurNet, CNPR, CNTS and CNUSA

The following entity holds 100% voting and equity interest in Cable & Wireless Limited:

Cable & Wireless Communications Limited
2nd Floor, 62-65 Chandos Place
London, United Kingdom WC2N 4HG
Jurisdiction: England
Business: International telecommunications services
Interest: Indirect 100% interest in ARCOS, A.SurNet, CNPR, CNTS and CNUSA

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

LGE Coral Holdco
Griffin House, 161 Hammersmith Road
London, United Kingdom W6 8BS
Jurisdiction: England
Business: Holding Company
Interest: Indirect 100% interest in ARCOS, A.SurNet, CNPR, CNTS and CNUSA

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

Liberty CWC Holdings Limited
c/o Griffin House, 161 Hammersmith Road
London, United Kingdom W6 8BS
Jurisdiction: Barbados
Business: Holding company
Interest: Indirect 100% interest in ARCOS, A.SurNet, CNPR, CNTS and CNUSA

The following entity holds 100% of the voting and equity interest in Liberty CWC

Holdings Limited:

LiLAC Services Ltd.
2 Church Street
Hamilton HM11 Bermuda
Jurisdiction: Bermuda
Business: Holding company
Interest: Indirect 100% interest in ARCOS, A.SurNet, CNPR, CNTS and CNUSA

The following entity holds 100% of the voting and equity interest in LILAC Services

Ltd.:

Liberty Latin America Ltd.

2 Church Street

Hamilton HM11 Bermuda

Jurisdiction: Bermuda

Business: International provider of cable and telecommunications services

Interest: Indirect 100% interest in ARCOS, A.SurNet, CNPR, CNTS and CNUSA

Post-Split-off Ownership Structure of CWC New Cayman

The following entity holds 100% of the voting and equity interest in CWC New Cayman:

Cable & Wireless Communications, Inc.

15950 West Dixie Highway

North Miami Beach, FL 33162

Jurisdiction: Delaware

Business: Telecommunications provider

Interest: Direct 100% interest in CWC New Cayman

The following entity holds 100% of the voting and equity interest in Cable & Wireless

Communications, Inc.:

Cable and Wireless (West Indies) Limited

2nd Floor, 62-65 Chandos Place

London, United Kingdom WC2N 4HG

Jurisdiction: England

Business: Holding company

Interest: Indirect 100% interest in CWC New Cayman

The following entity holds 100% of the voting and equity interest in Cable and Wireless

(West Indies) Limited:

CWI Group Limited

2nd Floor, 62-65 Chandos Place

London, United Kingdom WC2N 4HG

Jurisdiction: England

Business: Holding company

Interest: Indirect 100% interest in CWC New Cayman

Sable Holding Limited holds 100% of the voting and equity interest in CWI Group Limited. A description of the corporate ownership structure from Sable Holding Limited up through ultimate parent company Liberty Latin America is set forth above at 9-11 and in Exhibit 2. Each of these entities holds an indirect 100% in CWC New Cayman.

Post-Split-off Ownership Structure of LCPR

The following entity holds a 100% indirect interest in LCPR as shown in Exhibit 2:

Leo Cable LP
1550 Wewatta Street, Suite 1000
Denver, CO 80202
Jurisdiction: Delaware
Business: Holding company
Interest: Indirect 100% interest in LCPR

The following entity holds a 60% economic interest in Leo Cable LP:

LiLAC Communications Inc.
1550 Wewatta Street, Suite 1000
Denver, CO 80202
Jurisdiction: Delaware
Business: Holding company
Interest: Indirect 60% interest in LCPR

The following entity holds a 100% economic interest in LiLAC Communications Inc.:

LGI International Holdings LLC
1550 Wewatta Street, Suite 1000
Denver, CO 80202
Jurisdiction: Colorado
Business: Holding company
Interest: Indirect 60% economic interest in LCPR

The following entity holds 100% of the voting and equity interest in LGI International Holdings LLC:

LiLAC Services Ltd.
2 Church Street
Hamilton HM11 Bermuda
Jurisdiction: Bermuda
Business: Holding company
Interest: Indirect 60% interest in LCPR

The following entity holds 100% of the voting and equity interest in LiLAC Services Ltd.:

Liberty Latin America Ltd.
2 Church Street
Hamilton HM11 Bermuda
Jurisdiction: Bermuda
Business: International provider of cable and telecommunications services
Interest: Indirect 60% interest in LCPR

The following entity holds an indirect 40% interest in Leo Cable LP:

Searchlight Capital Partners GP, LLC
745 Fifth Avenue, 27th Floor
New York, NY 10151
Jurisdiction: Delaware
Business: Investment
Interest: Indirect 40% interest in LCPR held through intervening Searchlight Capital entities.

The following individuals each hold a 33% voting interest in Searchlight Capital Partners GP, LLC:

Eric Zinterhofer
c/o 745 Fifth Avenue, 27th Floor
New York, NY 10151
Citizenship: United States
Business: Investment
Interest: Indirect 13.2% interest in LCPR

Erol Uzumeri
c/o 22 Adelaide Street West, 35th Floor
Toronto, ON M5H 4E3, Canada
Citizenship: Canada
Business: Investment
Interest: Indirect 13.2% interest in LCPR

Oliver Haarmann
56 Conduit Street, 4th Floor
London W1S 2YZ United Kingdom
Citizenship: Germany
Business: Investment
Interest: Indirect 13.2% interest in LCPR

Following completion of the Split-off Transaction, the following persons and/or entities have a shareholding greater than 10 percent of the voting and/or equity interest in Liberty Latin America:

John C. Malone
c/o 1550 Wewatta Street
Suite 710
Denver, Colorado 80202
Citizenship: United States
Business: Cable and telecommunications services
Voting Interest: 25.5%

Genesis Asset Managers
Heritage Hall, Le Marchant Street
St. Peter Port
Guernsey GY1 4WY Channel Islands
Citizenship: Delaware
Business: institutional investment manager
Voting Interest: 11.5%

There are no interlocking directors to report.

* * *

Pro Forma Transferor Liberty Global and *Pro Forma* Transferee Liberty Latin America certify that the Split-off Transaction was *pro forma* as defined under 47 C.F.R. §63.24(d), and together with all previous transactions, did not result in a change in the ultimate control of the Licensees or LCPR.

CONCLUSION

For the foregoing reasons, Liberty Global and Liberty Latin America respectfully request that the Commission process this Notification of *Pro Forma* Transfer of Control pursuant to Sections 1.767(g)(7) and 63.24(f) of its rules.

Respectfully submitted,

**LIBERTY GLOBAL PLC
LIBERTY LATIN AMERICA LTD.**

/s/ Robert L. Hoegle

Robert L. Hoegle, Esquire
Thomas F. Bardo, Esquire
Nelson Mullins Riley & Scarborough LLP
101 Constitution Ave., N.W., Suite 900
Washington, D.C. 20001
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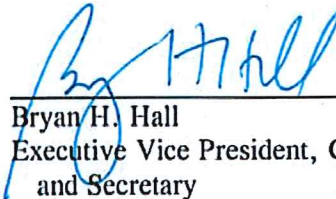
*Counsel for Liberty Global plc and
Liberty Latin America Ltd.*

January 26, 2018

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 contained in the foregoing Notification of *Pro Forma* Transfer of Control, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief; and that the Split-off Transaction described therein was *pro forma* under the Commission's Rules.

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



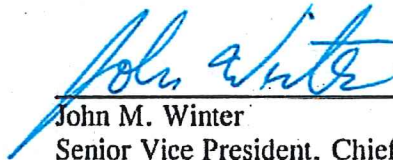
Bryan H. Hall
Executive Vice President, General Counsel
and Secretary
Liberty Global plc

Executed on January 25, 2018

VERIFICATION

I, John M. Winter, state that I am Senior Vice President, Chief Legal Officer & Secretary of Liberty Latin America Ltd.; that I am authorized to make this verification on behalf of Liberty Latin America Ltd.; that the statements contained in the foregoing Notification of *Pro Forma* Transfer of Control, except as otherwise specifically attributed, are true and correct to the best of my knowledge, information and belief; and that the Split-off Transaction described therein was *pro forma* under the Commission's Rules.

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

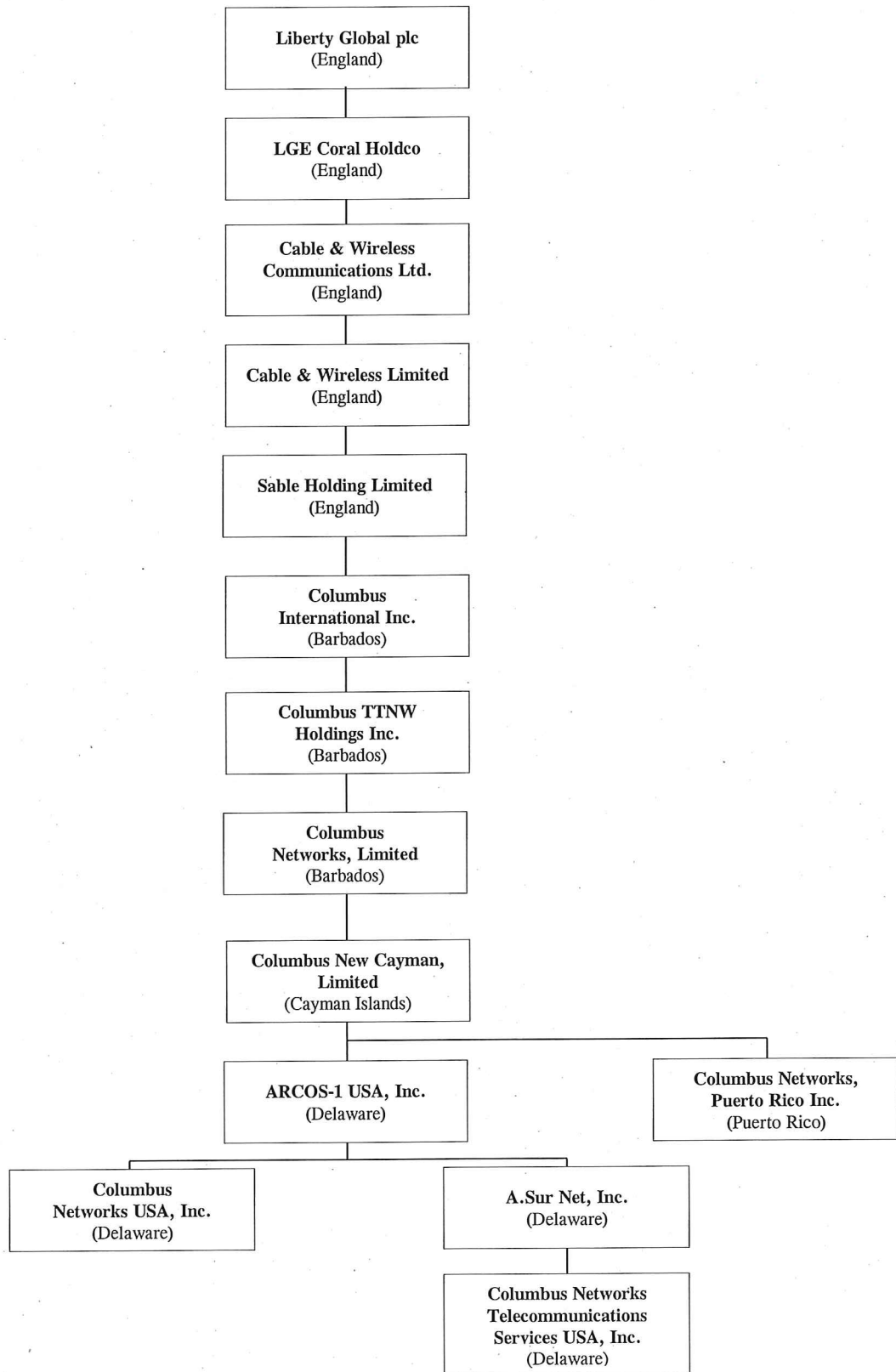


John M. Winter
Senior Vice President, Chief Legal Officer
and Secretary
Liberty Latin America Ltd.

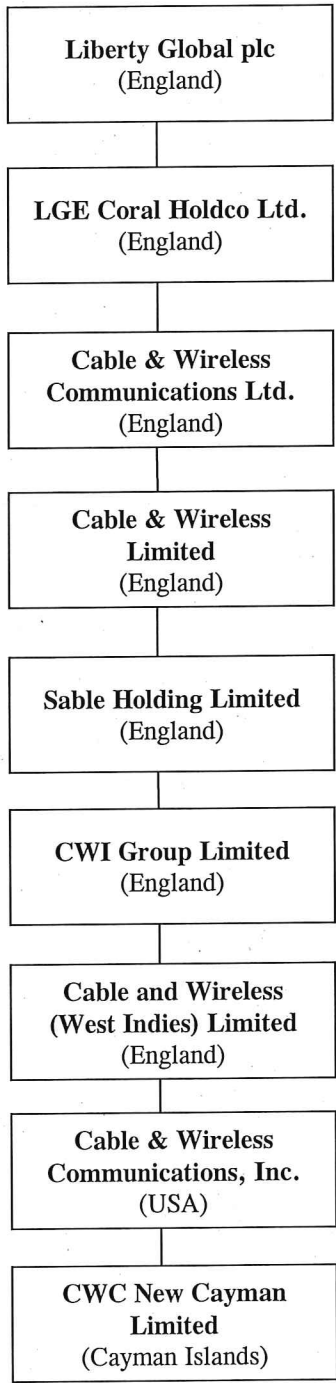
Executed on January 25, 2018

EXHIBIT 1

Pre-Split-Off ARCOS, A.SurNet, CNPR, CNTS and CNUSA Structure



Pre-Split-Off CWC New Cayman Structure



Pre-Split-Off LCPR Structure

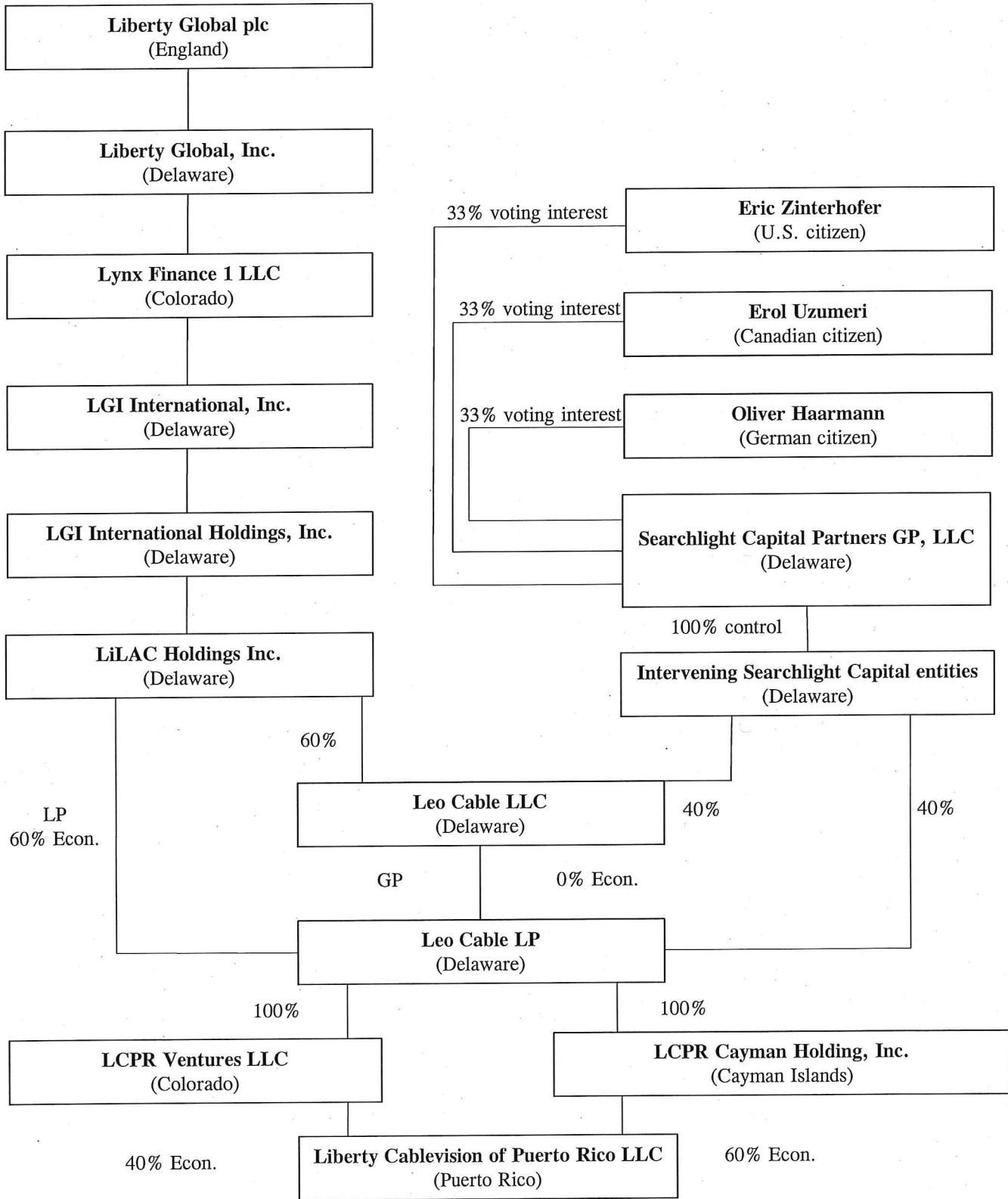
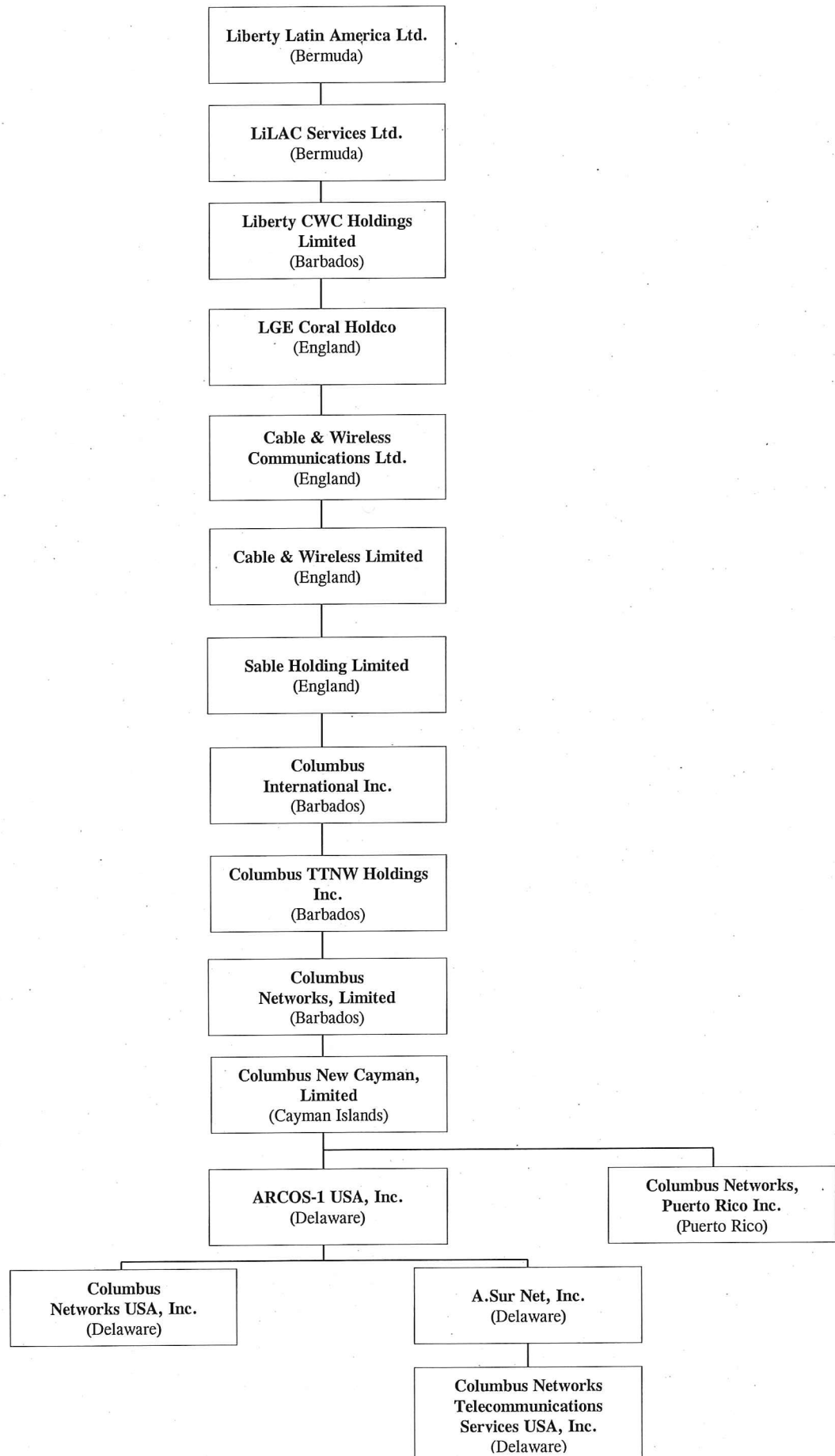
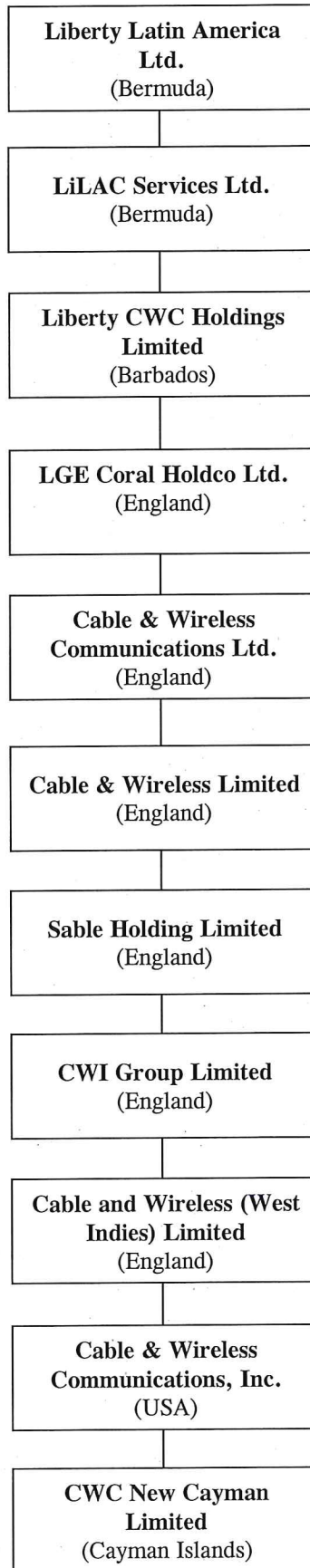


EXHIBIT 2

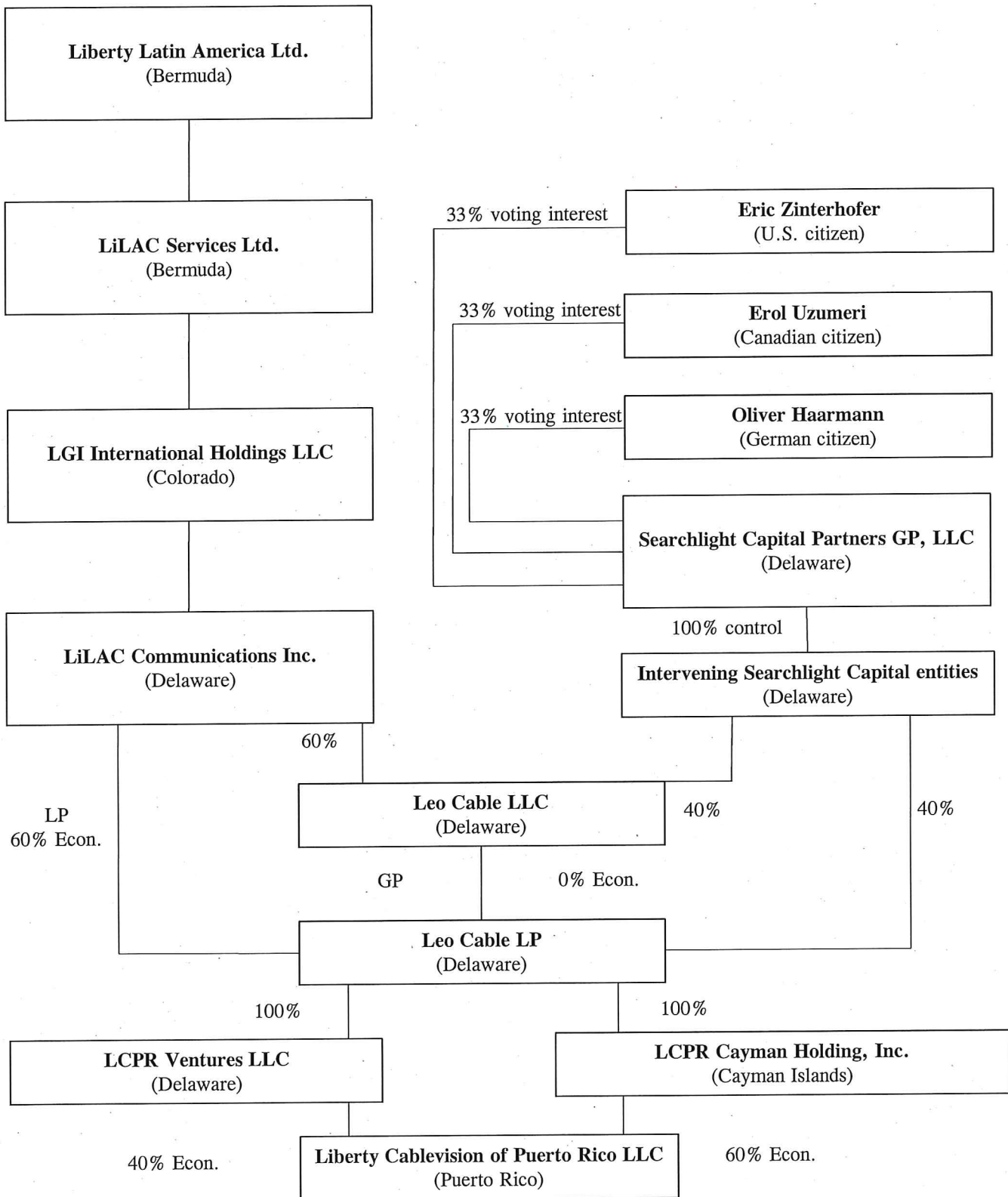
Post-Split-Off ARCOS, A.SurNet, CNPR, CNTS and CNUSA Structure



Post-Split-Off CWC New Cayman Structure



Post-Split-Off LCPR Structure



If Commission rules require you to serve your pleading on other parties to the proceeding, you must serve them by mail or as otherwise specified by the rules. Filing a pleading through IBFS does not satisfy the service requirements.

Confirmation

Thank you for your submission. Please make a note of your confirmation number: IB2018000266

The following information was submitted with this Pleading:

Type of Pleading

NOTICE

Date

01/26/2018

Filer Information

Liberty Latin America Ltd.
Liberty Latin America Ltd.
1550 Wewatta Street
Suite 710
Denver CO 80202
USA
(303) 925-6000

Contact Information

Robert L. Hoegle, Esq.
Nelson Mullins Riley & Scarborough LLP
101 Constitution Avenue, NW
Suite 900
Washington DC20001
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(202)689-2816
bob.hoegle@nelsonmullins.com

Proceedings List

File Number	Call Sign	Applicant
SCL-LIC-20070925-00017		MFS CableCo U.S., Inc.
ITC-214-20091127-00497		Columbus Networks Puerto Rico, Inc.
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SCL-LIC-20070516-00008		Columbus Networks USA, Inc.
ITC-214-20070220-00077		Columbus Networks Telecommunications Services USA, Inc.

Non-Confidential Attachment(s)

Date Uploaded	Description	File Name
01/26/2018	Notification of Pro Forma Transfer of Control	Liberty Latin Americ

- ▶ Submit Another Non-docketed Pleading
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