

July 31, 2018

BY ELECTRONIC FILING

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

Re: Notification of Pro Forma Transfer of Control of Telxius Cable Landing Licenses

Pursuant to 47 C.F.R. § 1.767(g)(7), Telxius Cable USA, Inc. (“Telxius USA”), Telxius Cable Puerto Rico, Inc. (“Telxius Puerto Rico”), Telxius Cable América, S.A. (“Telxius América”), and Telxius Cable Colombia, S.A. (“Telxius Colombia,” collectively, the “Telxius Cable Landing Licensees”) notify the Commission of a *pro forma* transfer of control of the cable landing licenses for the following submarine cable systems:

- Marea, File Nos. SCL-LIC-20160525-00012, SCL-T/C-20170328-00008, and SCL-T/C-20170417-00010;
- BRUSA, File Nos. SCL-LIC-20160330-00011, SCL-T/C-20170328-00008, SCL-T/C-20170417-00010, and SCL-T/C-20170417-00011;
- Pacific Caribbean Cable System, File Nos. SCL-LIC-20130122-00001, SCL-T/C-20170328-00008, SCL-T/C-20170328-00009, SCL-T/C-20170417-00010, and SCL-T/C-20170417-00011; and
- South America-1 (“SAm-1”), File Nos. SCL-LIC-20000204-00003, SCL-MOD-20061207-00012, and SCL-T/C-20170328-00008.

1. The *Pro Forma* Reorganization

On October 24, 2017, Taurus Bidco S.à.r.l (“KKR Bidco”) consummated a transaction whereby it acquired from Telefónica, S.A., (“Telefónica Parent”) a 24.8-percent voting-and-equity interest in Telxius Telecom S.A.U. (“Telxius Parent”) and certain negative control rights over the Telxius Cable Landing Licensees (the “Initial Investment Transaction”), as summarized in the Commission’s public notice granting consent for the Initial Investment Transaction and for the subsequent acquisition of a 15.2-percent voting-and-equity interest in Telxius Parent (the

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“Subsequent Investment Transaction”).¹ The Subsequent Investment Transaction was consummated on December 7, 2017. Following the consummation of those transactions, Telefónica Parent retained *de jure* control of the Telxius Cable Landing Licensees, while KKR Management LLC (“KKR Management”) was deemed to hold negative control over the Telxius Cable Landing Licensees.

In July 2018, KKR Management consummated certain changes to the structure through which KKR Management is deemed to hold negative control over the Telxius Cable Landing Licensees (the “*Pro Forma* Reorganization”), resulting in a *pro forma* transfer of control of the Telxius Cable Landing Licensees.

As noted in the application for consent to the Initial and Subsequent Investment Transactions, KKR Management served as the general partner of KKR & Co. L.P., a publicly traded Delaware limited partnership.² KKR Management and its affiliates subsequently consummated a two-stage reorganization:

- (1) On July 1, 2018, (i) KKR & Co. L.P. converted into KKR & Co. Inc., a publicly-traded Delaware corporation, and (ii) as a result of a contemporaneous restructuring, two entities that had been in the KKR ownership chain of the Telxius Entities, KKR Group Holdings L.P. and KKR Group Limited (both organized in the Cayman Islands), were removed from the ownership chain and replaced by KKR Group Holdings Corp., a Delaware corporation and a wholly-owned subsidiary of KKR & Co. Inc.
- (2) On July 16, 2018, KKR Financial Holdings LLC, a Delaware limited liability company and a wholly-owned subsidiary of KKR Fund Holdings L.P., was inserted into the KKR ownership chain and acquired a 50-percent voting interest in KKR Infrastructure II Limited. KKR Fund Holdings L.P. retained a 50-percent voting interest in KKR Infrastructure II Limited. The relative percentage economic interests held by KKR Fund Holdings L.P. and KKR Financial Holdings LLC in KKR Infrastructure II Limited are not fixed, but will vary based on the investment returns allocable to KKR Associates Infrastructure II, L.P. as the general partner of KKR Global Infrastructure Investors II L.P.

¹ See *Actions Taken Under Cable Landing License Act*, Public Notice, 32 FCC Rcd. 7514 (Int’l Bur. 2017).

² See Application of Telefónica, S.A., and KKR Management LLC for Consent to Transfer Certain Negative Control Rights over Cable Landing License Interests, File Nos. SCL-T/C-20170328-00008, SCL-T/C-20170328-00009, SCL-T/C-20170417-00010, and SCL-T/C-20170417-00011, at 6 (filed Mar. 28, 2017).

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As a result of the conversion, KKR & Co. Inc. has several classes of shares—only one of which is voting, and the remainder are all non-voting.³

The sole share of the sole class of voting stock, designated as Class B Common, is held by KKR Management, which, prior to the conversion, controlled the interest in the Telxius Entities as the general partner of KKR & Co. L.P. Now, KKR Management continues its control as the sole voting shareholder of KKR & Co. Inc.⁴

The publicly traded common limited partnership interests in KKR & Co. LP were converted into shares of non-voting Class A Common stock in KKR & Co. Inc., which remain publicly traded. The ultimate control of KKR & Co. Inc. (and the underlying interest in the Telxius Cable Landing Licensees) remains with KKR Management.

In Exhibit A, the Telxius Cable Landing Licensees detail their ownership structure. In Exhibit B, they detail the structure through which KKR Management held its interests prior to the consummation of the *Pro Forma* Reorganization. In Exhibit C, they detail the structure through which KKR Management holds its interests following the consummation of the *Pro Forma* Reorganization. Before and after the execution of the *Pro Forma* Reorganization, the Telxius Cable Landing Licensees remained under the de jure control of Telefónica Parent.

2. Compliance with 47 C.F.R. § 1.767(g)(7)

The Telxius Cable Landing Licensees' identification information is noted in Table 1 below:

³ The non-voting classes of stock are: Class A Common, Class C Common, Series A Preferred, and Series B Preferred. Holders of non-voting classes of Common stock have certain voting rights as required by law (such as the ability to vote on proposed mergers). Holders of the Series A and Series B Preferred stock may have a right to elect two directors in the event that six quarterly dividends are not paid. Even if that eventuality were to occur, KKR Management would still control the board as the sole holder of the Class B Common stock.

⁴ As the sole voting shareholder, KKR Management has the ability to elect the board of directors of KKR & Co. Inc. KKR & Co. Inc.'s officers and directors are the same individuals that constituted KKR Management's board immediately prior to the conversion.

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TABLE 1: Licensee Identification Information

Name, Address, and Telephone #	Place of Organization	FRN	Interest(s) Held
Telxius Cable USA, Inc. 1111 Brickell Avenue, Suite 1800 Miami, Florida 33131-3122 +1 305 925 5256	Florida	0006650618	Joint licensee for Marea, BRUSA, PCCS, and SAm-1 systems
Telxius Cable Puerto Rico, Inc. 1111 Brickell Avenue, Suite 1800 Miami, Florida 33131-3122 +1 305 925 5256	Puerto Rico	0022340921	Joint licensee for BRUSA, PCCS and SAm-1 systems
Telefónica International Wholesale Services América, S.A. Av. Luis Alberto de Herrera 1248, piso 4 11300 Montevideo, Uruguay +598 2 628 00 20	Uruguay	0022340871	Joint licensee for the Marea, BRUSA, and PCCS systems
Telxius Cable Colombia, S.A. Tranversal 60 (Av. Suba) No. 114 A - 55 Cubo Sur, Bogotá D.C., Colombia +598 2 628 00 20	Colombia	0022340954	Joint licensee for the PCCS system

The Telxius Cable Landing Licensees certify that following the consummation of the *Pro Forma* Reorganization, they have the following 10-percent-or-greater direct or indirect interest holders:

Telxius Cable América, S.A. (“Telxius América”)

Address: Avenida Luis Alberto de Herrera 1248, piso 4, 11300 Montevideo, Uruguay

Place of Organization: Uruguay

Principal Business: telecommunications

Relationship: Telxius América holds a 100-percent voting-and-equity interest in each of Telxius USA and Telxius Puerto Rico and a 94.985846-percent voting-and-equity interest in Telxius Colombia. The remaining voting and equity interests in Telxius Colombia are held by other wholly-owned subsidiaries of Telxius América.

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Telxius Telecom, S.A.U. (“Telxius Parent”)

Address: Distrito C, Calle Ronda de la Comunicación s/n, Edificio Central, 28050
Madrid, Spain

Place of Organization: Spain

Principal Business: telecommunications

Relationship: Telxius Parent holds a 100-percent voting-and-equity interest in Telxius América.

Telefónica S.A. (“Telefónica Parent”)

Address: Distrito C, Calle Ronda de la Comunicación s/n, Edificio Central, 28050
Madrid, Spain

Place of Organization: Spain

Principal Business: telecommunications

Relationship: Telefónica Parent holds a 60-percent voting-and-equity interest in Telxius Parent.

Taurus Bidco S.à.r.l. (“KKR Bidco”)

Address: 61, rue de Rollingergrund, L-2440 Luxembourg

Place of Organization: Luxembourg

Principal Business: investments

Relationship: KKR Bidco holds a 40.0-percent voting-and-equity interest in Telxius Parent and certain negative control rights.

Taurus Midco S.à r.l. (“KKR Midco”)

Address: 61, rue de Rollingergrund, 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 Rollingergrund, 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 shareholder 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.
is also a limited partner of KKR Taurus Aggregator L.P., with no voting interest and a
26.41-percent economic interest in KKR Taurus Aggregator L.P.

KKR Taurus Co-Invest L.P.

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

Place of Organization: Quebec, Canada

Principal Business: investments

Relationship: KKR Taurus Co-Invest L.P. is a limited partner of KKR Taurus
Aggregator L.P., with no voting interest and a 44.97-percent economic interest in
KKR Taurus Aggregator L.P.

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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

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 Financial Holdings LLC

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

Place of Organization: Delaware

Principal Business: holding company

Relationship: KKR Financial Holdings LLC holds a 50-percent voting interest in KKR Infrastructure II Limited. KKR Financial Holdings LLC's economic interest in KKR Infrastructure II Limited is not a fixed percentage but is based on the investment returns allocable to KKR Associates Infrastructure II, L.P. as the general partner of KKR Global Infrastructure Investors II L.P.

KKR Fund Holdings L.P.

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

Place of Organization: Cayman Islands

Principal Business: holding company

Relationship: KKR Fund Holdings L.P. holds a 50-percent voting interest in KKR Infrastructure II Limited. KKR Fund Holdings L.P.'s economic interest in KKR Infrastructure II Limited is not a fixed percentage but is based on the investment returns allocable to KKR Associates Infrastructure II, L.P. as the general partner of KKR Global Infrastructure Investors II L.P. KKR Fund Holdings L.P. also holds a 100-percent voting-and-economic interest in KKR Financial Holdings LLC.

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KKR Fund Holdings GP Limited

Address: 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 Corp.

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

Place of Organization: Delaware

Principal Business: general partner

Relationship: KKR Group Holdings Corp. is the sole shareholder of KKR Fund Holdings GP Limited and therefore holds a 100-percent voting-and-economic interest in KKR Fund Holdings GP Limited. KKR Group Holdings Corp. is also a general partner and a limited partner of KKR Fund Holdings L.P., in which it holds an approximate 63.3-percent economic interest.

KKR & Co. Inc.

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

Place of Organization: Delaware

Principal Business: holding company

Relationship: KKR & Co. holds a 100-percent voting-and-economic interest in KKR Group Holdings Corp.

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 holds a 100-percent voting interest and no economic interest in KKR & Co. Inc.

No other entity holds a 10-percent-or-greater direct or indirect economic interest in the Telxius Cable Landing Licensees through Telefónica Parent or KKR Bidco.

Telefónica Parent’s shares are traded on the Spanish electronic trading system (“Continuous Market”), where they form part of the “Ibex 35” Index, on the four Spanish Stock Exchanges (Madrid, Barcelona, Valencia and Bilbao) and listed on the London and Buenos Aires Stock Exchanges, and on the New York and Lima Stock Exchanges, through American Depositary Shares. As there is an active market in Telefónica Parent’s shares, Telefónica Parent’s share ownership is always fluid. Moreover, Telefónica Parent can ascertain its significant shareholders only on the basis of its records and may not know of possibly related or

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affiliated shareholders that are not disclosed to it. Recognizing these limitations, as of the most recent measurable date, July 20, 2018, no Telefónica Parent shareholder holds an interest sufficient to give it a 10-percent-or-greater direct or indirect interest in any of the Telxius Cable Landing Licensees.

By the attached certifications, the Telxius Cable Landing Licensees certify that the transfer of control effected by the *Pro Forma* Reorganization was *pro forma*, as defined in 47 C.F.R. § 63.24, and that taken together with all the previous *pro forma* transactions, did not result in a substantive assignment or transfer of control. Pursuant to 47 C.F.R. § 1.767(j), the undersigned counsel has served a copy of this notification on the Executive Branch agencies, as noted in the attached certificate of service.

* * * * *

Please contact me by telephone at +1 202 730 1337 or by e-mail at kbressie@hwglaw.com with any questions regarding this notification.

Respectfully submitted,



Kent D. Bressie

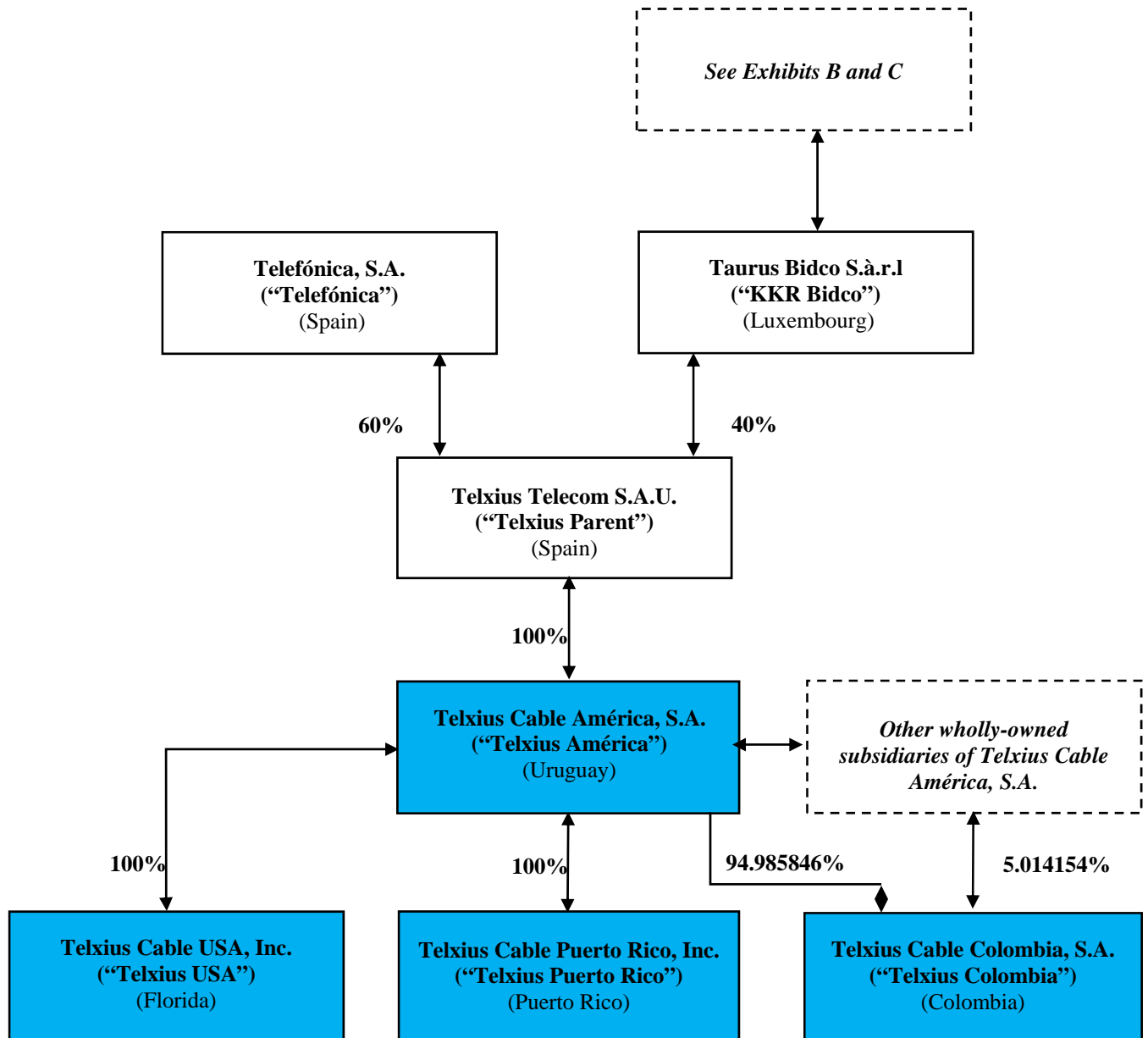
Counsel for the Telxius Cable Landing Licensees

Attachments

cc: David Krech

Exhibit A:

Ownership Structure of Telxius Cable Landing Licensees



 Denotes Telxius Cable Landing Licensees

Note: percentages represent both voting and economic interests

**Exhibit B: Ownership Structure of Telxius Cable Landing Licensees
Prior to Consummation of Pro Forma Reorganization**

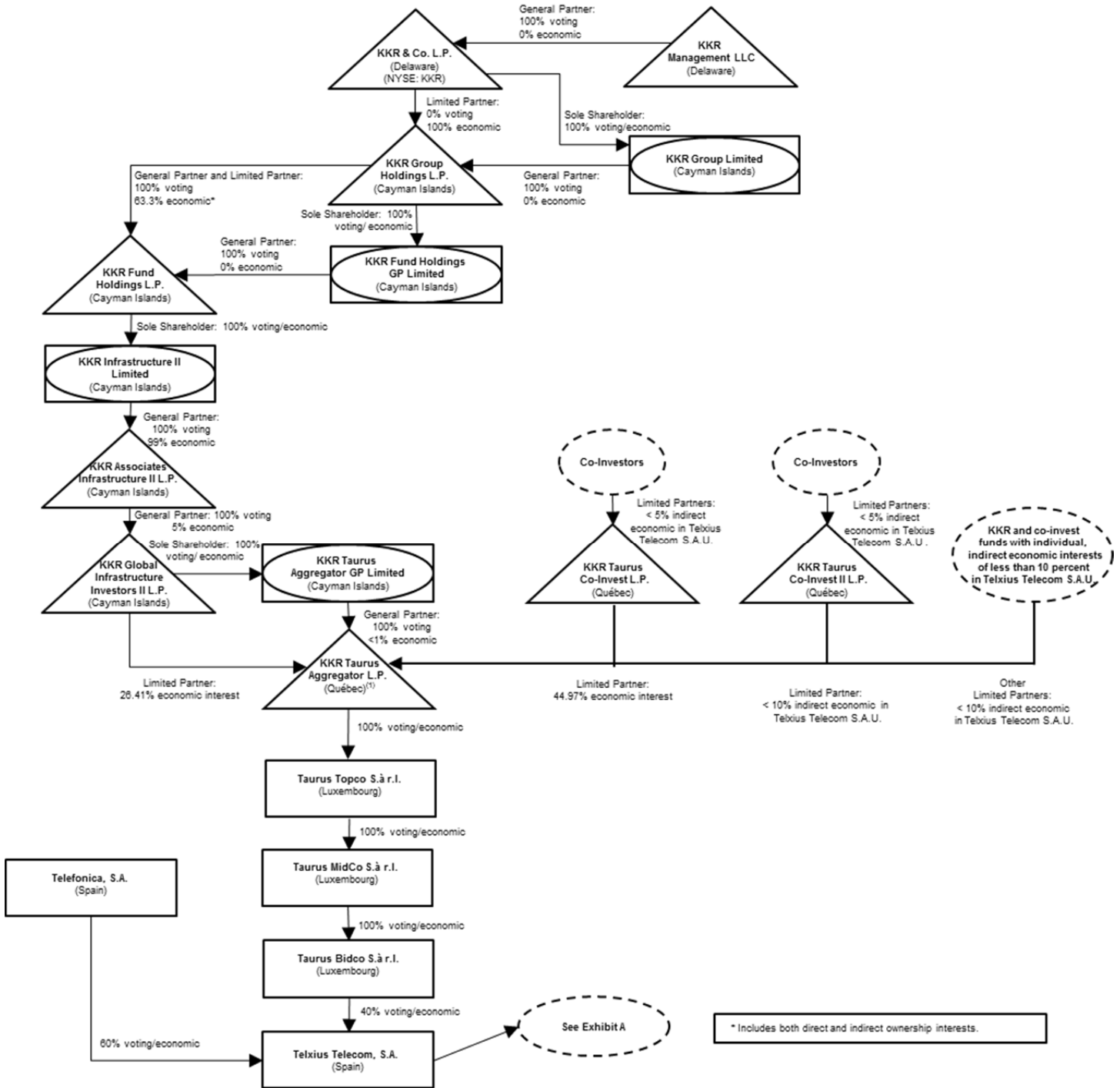
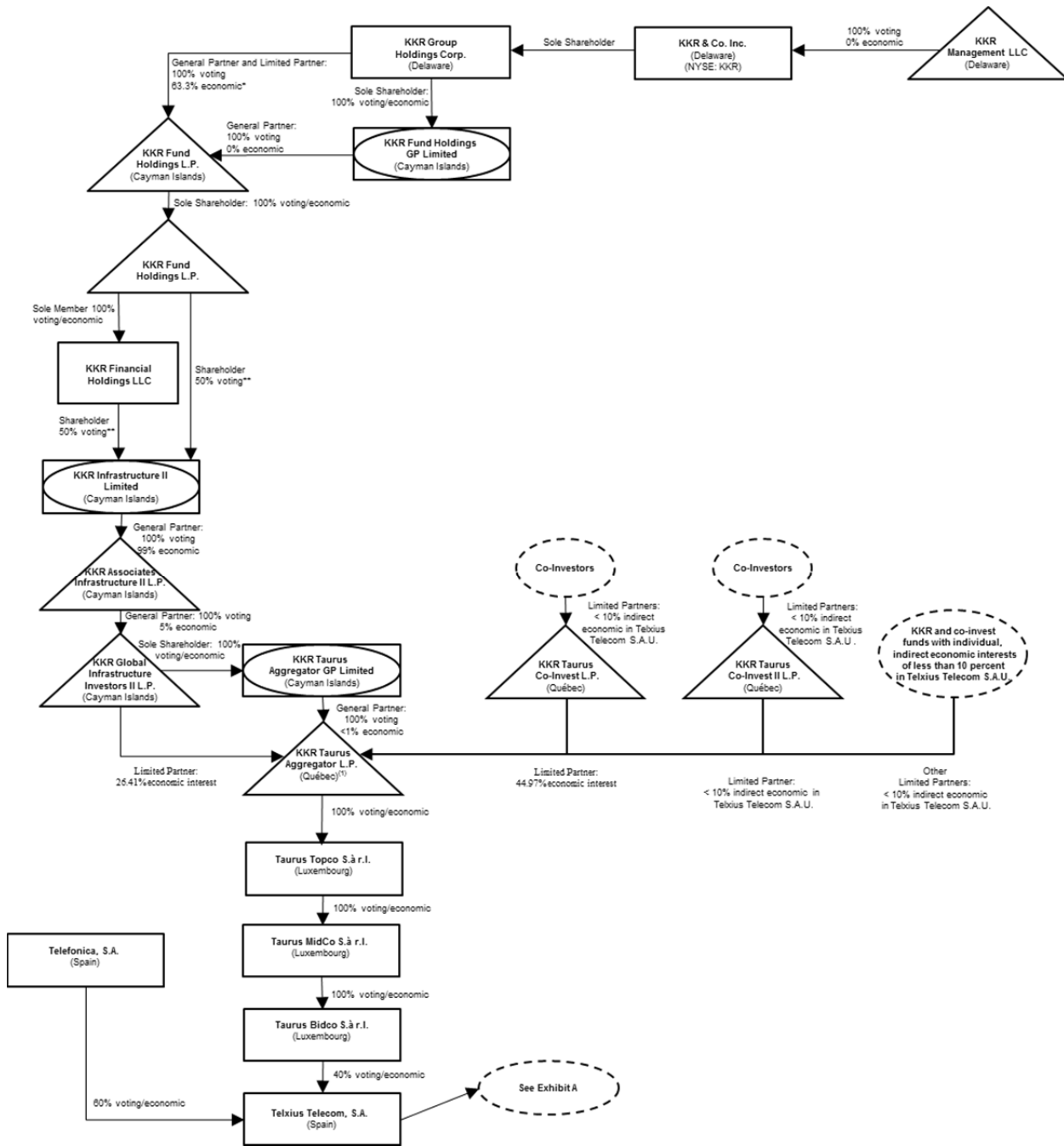


Exhibit C: Ownership Structure of Telxius Cable Landing Licensees Following Consummation of *Pro Forma* Reorganization



* Includes both direct and indirect ownership interests.


** The economic interests of KKR Fund Holdings L.P. and KKR Financial Holdings LLC in KKR Infrastructure II Limited may vary based on the investment returns allocable to KKR Associates Infrastructure II L.P., as the general partner of KKR Global Infrastructure Investors II L.P.

CERTIFICATION

I, Guillermo Cañete, President of Telxius Cable USA, Inc., and Telxius Cable Puerto Rico, Inc., hereby certify to the following:

- (1) All of the information contained in the attached notification letter is true and accurate to the best of my knowledge;
- (2) The transfer of control effected by the *Pro Forma* Reorganization, as defined in the notification letter, was *pro forma*, as defined in 47 C.F.R. § 63.24, and that taken together with all the previous *pro forma* transactions, did not result in a change in the ultimate control of the cable landing licenses for the Marea, BRUSA, PCCS, or SAM-1 submarine cable systems; and
- (3) No party to this notification is subject to a denial of federal benefits, including FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

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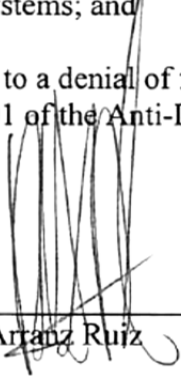
Guillermo Cañete

CERTIFICATION

I, Rafael Arranz Ruiz, Attorney of Telxius Cable América, S.A., hereby certify to the following:

- (1) All of the information contained in the attached notification letter is true and accurate to the best of my knowledge;
- (2) The transfer of control effected by the *Pro Forma* Reorganization, as defined in the notification letter, was *pro forma*, as defined in 47 C.F.R. § 63.24, and that taken together with all the previous *pro forma* transactions, did not result in a change in the ultimate control of the cable landing licenses for the Marea, BRUSA, or PCCS submarine cable systems; and
- (3) No party to this notification is subject to a denial of federal benefits, including FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

July 31, 2018

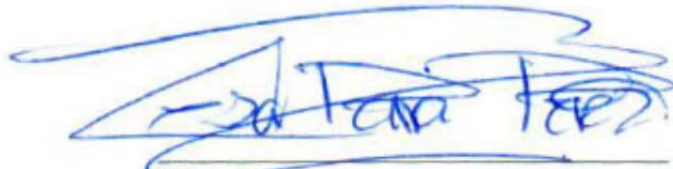


Rafael Arranz Ruiz

CERTIFICATION

I, César Parra, Network Director of Telxius Cable Colombia, S.A., hereby certify to the following:

- (1) All of the information contained in the attached notification letter is true and accurate to the best of my knowledge;
- (2) The transfer of control effected by the *Pro Forma* Reorganization, as defined in the notification letter, was *pro forma*, as defined in 47 C.F.R. § 63.24, and that taken together with all the previous *pro forma* transactions, did not result in a change in the ultimate control of the cable landing licenses for the PCCS submarine cable system; and
- (3) No party to this notification is subject to a denial of federal benefits, including FCC benefits, pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.



César Parra

July 31, 2018

CERTIFICATE OF SERVICE

I, Kent D. Bressie, hereby certify that consistent with 47 C.F.R. § 1.767(j), I have served copies of the foregoing *pro forma* notification by hand delivery or electronic mail on this 31st day of July 2018, to the following:

Robert L. Strayer
Deputy Assistant Secretary of State for Cyber and
International Communications and 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
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Room 4713
Washington, D.C. 20230

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

A handwritten signature in black ink, appearing to read 'Kent D. Bressie', is written over a horizontal line. The signature is cursive and stylized.

Kent D. Bressie