

By this application, Cable & Wireless Communications plc (“C&W”¹ or “Transferor”) and Liberty Global plc (“Liberty Global”² or “Transferee”) (together the “Applicants”), hereby request Commission consent to the transfer of control of the international section 214 authorization held by Cable & Wireless Communications, Inc. (“CWCI” or “Licensee”) from C&W to Liberty Global.

Parties to the Proposed Transaction

CWCI is organized under the laws of Delaware. CWCI provides global, facilities-based and resale services to customers in accordance with its Section 214 authorization issued by the Commission under FCC File No. ITC-214-20100512-00191. Currently, CWCI is an indirect wholly-owned subsidiary of C&W. Following completion of the proposed transaction described below, CWCI would become an indirect, wholly-owned subsidiary of Liberty Global.

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

Liberty Global is a publicly-listed company organized 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.

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 (“Transaction”). The Applicants respectfully submit that the Transaction will serve the public

¹ 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.

² 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 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.

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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. Liberty Global also expects that the Transaction will benefit United States customers of the Licensee, and that the Licensee will continue to provide services to its customers under existing contracts without interruption, change in rates, or other changes in terms and conditions. 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 seamless connectivity.

Answer to Question 10 - Sections 63.18(c) and (d)

Please direct all correspondence regarding this application to:

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Neither the Transferor nor the Transferee previously received Section 214 authority from the Commission. CWCI is the only affiliate of Transferor that holds Section 214 authority.

Answer to Question 11 - Section 63.18 (h) - Ten percent or Greater Shareholders

Following the *pro forma* assignment transaction discussed in the Answer to Question 13 below, Licensee's Section 214 authorization will be held by CWC New Cayman Limited ("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
2nd 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
2nd 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 CWI Group Limited:

Sable Holding Limited
2nd 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
2nd 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 Limited³
2nd Floor, 62-65 Chandos Place
London, United Kingdom WC2N 4HG
Jurisdiction: England
Business: International Telecommunications Services
Interest: Direct holding of 100%

The following entity will hold a 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%

³ Cable & Wireless Communications plc, a public limited company, will be converted to Cable and Wireless Communications Limited, a limited company.

The following entity will hold a 100% equity and voting 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% 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 securities 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.

Attached as Exhibit 1 are pre- and post-transaction corporate structure charts.

Answer to Question 12 – Section 63.18(h) - Interlocking Directorates

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

Answer to Question 13 – Description of Transaction

As noted above, 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 Transaction will take place in a two-step process.

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In the first step, the submarine cable landing licenses held by other wholly-owned subsidiaries of C&W and the international Section 214 authorization held by the Licensee, and associated U.S.-regulated assets and business, will be transferred to a newly-incorporated company, 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.⁴ Following completion of this anticipated first step,⁵ Applicants will notify the Commission of the *pro forma* assignment of the assets and the CWCI Section 214 authorization to CWC New Cayman and will file a minor amendment to this Application to identify CWC New Cayman as the Section 214 authorization holder 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.

Answer to Question 14 – Section 63.18(i) – Certification Regarding Foreign Carrier Status and Foreign Affiliation

Transferee, Liberty Global, certifies that it is not a foreign carrier. Upon consummation of the Transaction, Liberty Global will become affiliated with the following foreign dominant carriers, which are currently affiliated with C&W:

Foreign Carrier	Country
Cable and Wireless (Anguilla) Limited	Anguilla
Cable & Wireless Antigua & Barbuda Limited	Antigua and Barbuda
The Bahamas Telecommunications Company Limited	The Bahamas
Cable & Wireless (Barbados) Limited	Barbados
Cable and Wireless (British Virgin Islands) Limited	British Virgin Islands
Cable and Wireless (Cayman Islands) Limited	Cayman Islands

⁴ Following completion of the first step, the shareholders of CWC New Cayman Holdco will hold over 50 percent of the shares of C&W. Thus, after the first step of the Transaction, C&W majority holders will retain *de jure* control of CWC New Cayman. Moreover, C&W's controlling shareholders would continue to have *de facto* control of CWC New Cayman. There would be no actual change of control of CWCI or CWC New Cayman in the first step of the Transaction, and that step would be entirely *pro forma* under the Commission Rules.

⁵ 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.

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Foreign Carrier	Country
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. Lucia) Limited	St. Lucia
Cable & Wireless St. Kitts & Nevis Limited	St. Kitts and Nevis
Cable & Wireless St. Vincent and the Grenadines Limited	St. Vincent and the Grenadines
Cable & Wireless (Seychelles) Limited	Seychelles
Telecommunications Services of Trinidad and Tobago Limited	Trinidad & Tobago ⁶
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:⁷

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

⁶ C&W is in the process of divesting its indirect 49% ownership interest in Telecommunications Services of Trinidad and Tobago Limited.

⁷ 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.

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Foreign Carrier	Country
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

Answer to Question 15 – Section 63.18(i) – Certification Regarding Destination Markets

Upon consummation of the Transaction, the Licensee would be authorized to provide international telecommunications services to all the destination points listed in response to Question 14.

Answer to Question 16 – Section 63.18(m) – Requests for Non-Dominant Status

Pursuant to Section 63.10(a)(3), upon completion of the Transaction, Transferee will qualify for a presumption of non-dominant status on all international routes except those listed below, because each of the Transferee's post-Transaction foreign carrier affiliates (except those listed below) lacks 50% market share in the fixed local access and international transport markets on the foreign end of the route.

Answer to Question 17 – Certification Regarding Dominant Carrier Safeguards

Transferee certifies that, following completion of the Transaction, 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 destination markets where it will become affiliated with a carrier (see response to Question 14) that has dominant status:⁸

<u>Destination Market</u>	<u>Foreign Carriers with Market Power</u>
Anguilla	Cable and Wireless (Anguilla) Limited
Antigua and Barbuda	Cable & Wireless (Antigua and Barbuda) Ltd.*
Bahamas	The Bahamas Telecommunications Company Limited*
Barbados	Cable & Wireless (Barbados) Ltd.*
British Virgin Islands	Cable & Wireless (British Virgin Islands) Ltd.*
Cayman Islands	Cable & Wireless (Cayman Islands) Ltd.
Dominica	Cable & Wireless Dominica Limited*
Grenada	Cable & Wireless Grenada Ltd.*
Jamaica	Cable & Wireless Jamaica Ltd.
Montserrat	Cable & Wireless (West Indies) Ltd.
Panama	Cable & Wireless Panama S.A.
St. Kitts & Nevis	Cable & Wireless (St. Kitts and Nevis) Ltd.*
St. Lucia	Cable & Wireless (St. Lucia) Limited
St. Vincent/Grenadines	Cable & Wireless (St. Vincent and the Grenadines) Ltd.
Seychelles	Cable & Wireless (Seychelles) Ltd.
Trinidad & Tobago	Telecommunications Services of Trinidad & Tobago Limited

⁸ This list includes all carriers currently affiliated with C&W that 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 ("Foreign Carrier List").

Turks and Caicos	Cable and Wireless (TCI) Ltd.*
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*An asterisk indicates that the name of the foreign carrier providing service has changed since the Foreign Carrier List was last compiled, or that a successor to that carrier is now providing service.

Answer to Question 18 – Section 63.18(k) – Demonstration Regarding WTO Status and Market Power

With the exception of the Bahamas⁹ and the Seychelles, all of the foreign destination markets identified in Questions 15 are members of the World Trade Organization (“WTO”).¹⁰ The affiliated foreign carriers are presumed by the Commission to have market power.¹¹

Answer to Question 19 – Section 63.18(l) [deleted] and 43.61 [deleted]

This question and certification are obsolete given deletion of related Rule provisions.

Answer to Question 20 - Section 63.18(p) – Streamlined Processing

Not applicable.

⁹ Although The Bahamas is not a member of the WTO, it has applied for membership status and its application is pending. The Bahamas currently holds observer status at the WTO. See http://www.wto.org/english/thewto_e/acc_e/a1_bahamas_e.htm.

¹⁰ The FCC has treated the British overseas territories as WTO Members. See, e.g., Letter from Robert E. Dalton, Assistant Legal Adviser for Treaty Affairs, United States Department of State, to Rebecca Arbogast, Chief, Telecommunications Division, International Bureau, Federal Communications Commission (Feb. 16, 2000), at 1, cited in *In the Matter of Cable & Wireless USA, Inc., Order, Authorization and Certificate*, File No. ITC-214-19990709-00412, rel. Feb. 18, 2000, at ¶ 7, n. 14. Thus, Anguilla, the British Virgin Islands, the Cayman Islands, Montserrat, and Turks and Caicos should be treated as a WTO Member for purposes of this application.

¹¹ To avoid any competitive concerns, CWCI agreed to provide service to the Seychelles through unaffiliated switched resellers. See Supplement to Section 214 Application submitted by Cable & Wireless Holdings, Inc., File No. ITC-214-20100512-00191.

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

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**CABLE & WIRELESS COMMUNICATIONS, INC.
CABLE & WIRELESS COMMUNICATIONS PLC**

/s/ Ulises R. Pin

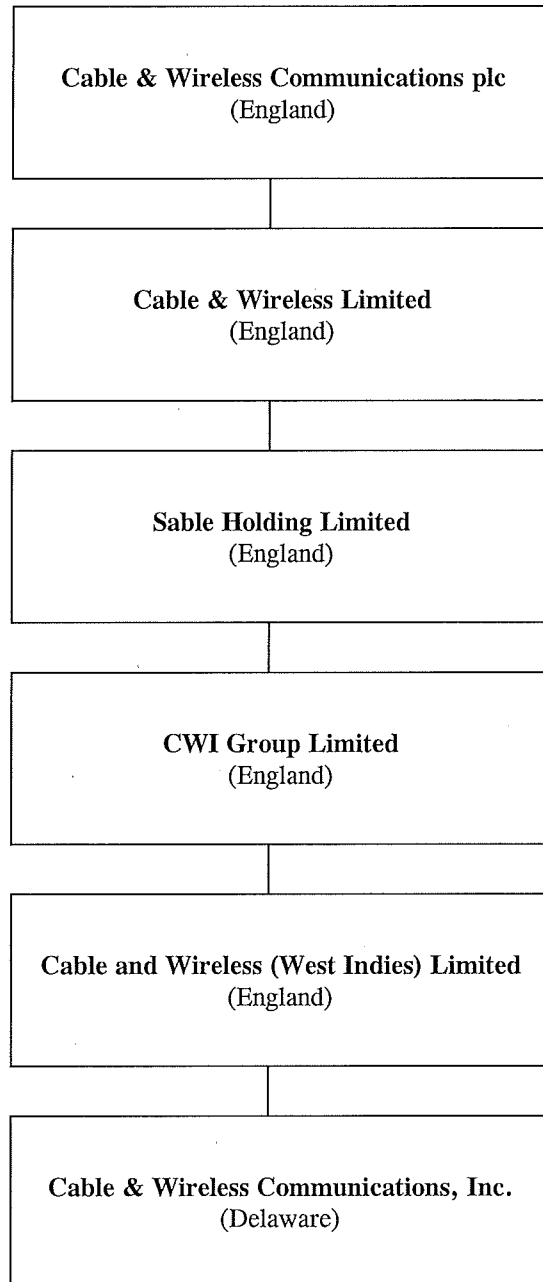
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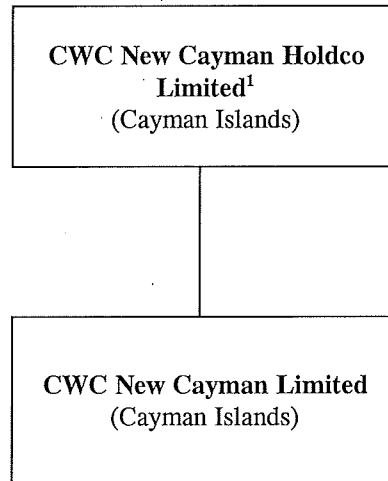
November 30, 2015

EXHIBIT 1

CWCI Current Pre-Transaction Structure

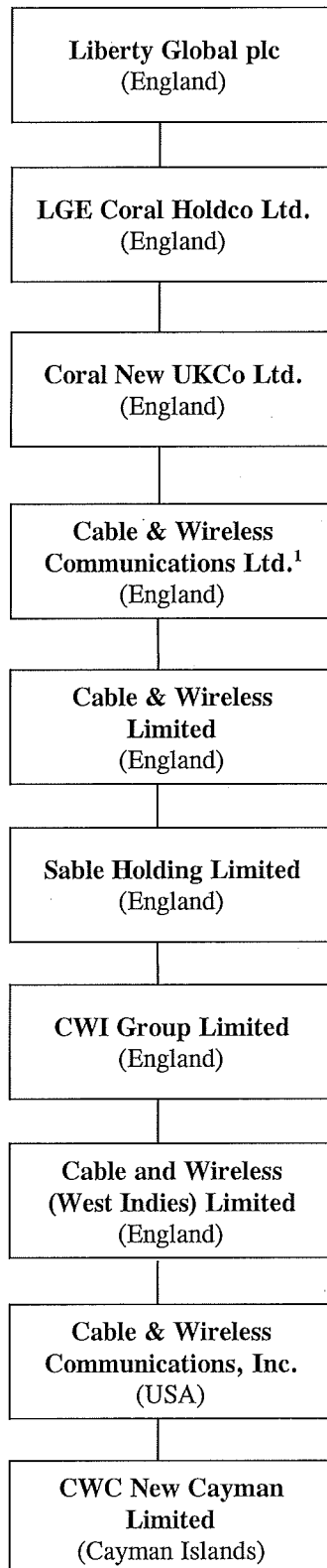


CWC New Cayman Limited Structure After *Pro Forma* Assignment



¹ 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

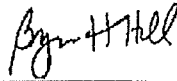


¹ Cable & Wireless Communications plc, a public limited company, will be converted to Cable & Wireless Communications Ltd., a limited company.

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 International Section 214 Authorization Transfer of Control Application seeking consent to the transfer of control of Cable & Wireless Communications plc and the Licensee, 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.



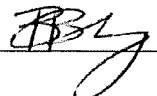
Bryan H. Hall
Executive Vice President, General Counsel
and Secretary
Liberty Global plc

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