



PUBLIC NOTICE

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Report No. SCL-00203

Thursday October 12, 2017

Actions Taken Under Cable Landing License Act

Section 1.767(a) Cable Landing Licenses, Modifications, and Assignments or Transfers of Control of Interests in Cable Landing Licenses (47 C.F.R. § 1.767(a))

By the Chief, Telecommunications and Analysis Division, International Bureau:

Pursuant to An Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (Cable Landing License Act), Executive Order No. 10530, Exec. Ord. No. 10530 reprinted as amended in 3 U.S.C. § 301, and section 1.767 of the Commission's rules, 47 C.F.R. § 1.767, the following applications ARE GRANTED. These grants of authority are taken under section 0.261 of the Commission's rules, 47 C.F.R. § 0.261. Petitions for reconsideration under section 1.106 or applications for review under section 1.115 of the Commission's rules, 47 C.F.R. §§ 1.106, 1.115, may be filed within 30 days of the date of this public notice.

These applications have been coordinated with the Department of State and other Executive Branch agencies pursuant to section 1.767(b) of the Commission's rules, 47 C.F.R. § 1.767(b), and consistent with procedures established with the Department of State. See Review of Commission Consideration of Applications under the Cable Landing License Act, IB Docket No. 00-106, Report and Order, 16 FCC Rcd 22167, 22192-93, paras. 51-52 (2001) (Submarine Cable Landing License Report and Order); Streamlined Procedures for Executive Branch Review of Submarine Cable Landing License Requests, State Department Media Note (Revised) (rel. Dec. 20, 2001) available at <http://2001-2009.state.gov/r/pa/prs/ps/2001/6951.htm>.

This public notice serves as each cable landing licensee's Cable Landing License, or modification thereto, pursuant to the Cable Landing License Act and sections 1.767 and 1.768 of the Commission's rules. Cable landing licensees should review carefully the terms and conditions of their licenses. Failure to comply with these terms and conditions or relevant Commission rules and policies could result in fines or forfeitures.

Transfer of Control

Grant of Authority

Date of Action: 10/05/2017

Current Licensee: Telxius Cable USA, Inc.**FROM:** Telefonica, S.A.**TO:** KKR Management LLC

Application filed for consent to transfer certain negative control rights over the interests in the MAREA cable system, SCL-LIC-20160525-00012, the BRUSA cable system, SCL-LIC-20160330-00011, the Pacific Caribbean Cable System (PCCS Cable System), SCL-LIC-20130122-00001, and the South America-1 (SAM-1) system, SCL-LIC-20000204-00003, held by Telxius Cable USA, Inc. (Telxius USA). The MAREA cable system is a non-common carrier fiber-optic cable network connecting Virginia Beach, Virginia with Bilbao, Spain. The BRUSA cable system is a non-common carrier fiber-optic cable network connecting Virginia Beach, Virginia, San Juan, Puerto Rico, and Fortaleza and Rio de Janeiro, Brazil. The PCCS Cable System is a non-common carrier fiber-optic cable system that links the British Virgin Islands, Puerto Rico, Aruba, Colombia, Panama, Ecuador, and the continental United States. The SAM-1 system connects Florida, Puerto Rico, Brazil, Argentina, Chile, Peru, Guatemala, and Colombia.

Telxius USA is an indirect wholly-owned subsidiary of Telxius Telecom S.A.U. (Telxius Parent), which is a wholly-owned subsidiary of Telefonica, S.A. (Telefonica), a publicly-traded company on the Spain stock exchange. On February 20, 2017, Telefonica entered into a Sale and Purchase Agreement (Purchase Agreement) with Taurus Bidco S.a.r.l. (KKR Bidco), a Luxembourg company, whereby KKR Bidco will acquire from Telefonica a 24.8 percent equity and voting interest in Telxius Parent and certain negative control rights over Telxius Parent (Initial Investment Transaction). KKR Bidco is an investment company created to allow KKR Management LLC (KKR Management), a U.S. company, to invest in Telxius Parent. Upon consummation of that investment, KKR Bidco, over which KKR Management is deemed to have indirect voting control, will hold a minority interest in Telxius Parent, and Telefonica will retain majority ownership and de jure control of Telxius Parent and the Licensees. Under the Purchase Agreement, KKR Bidco has the option to acquire an additional 15.2 percent of the ordinary shares outstanding, bringing KKR Bidco's voting and equity interest in Telxius Parent to 40 percent (Subsequent Investment Transaction, together with the Initial Investment Transaction, the "Proposed Investment Transactions").

Telxius Parent, Telefonica, and KKR Bidco also entered into a Shareholders' Agreement, the provisions of which will become effective upon consummation of the Initial Investment Transaction. According to the Shareholders' Agreement that governs the respective rights of Telefonica and KKR Bidco, KKR Bidco will have certain rights beyond standard minority shareholder protections that allows KKR Bidco to veto certain Telxius Parent matters, including business plans, annual budgets, the ability to enter into contracts above a certain value threshold, ability to enter into related party transactions with Telefonica and its non-Telxius subsidiaries, and influence over the appointment, replacement, and removal of the CEO and CFO.

Following consummation of either the Initial Investment Transaction or both of the Proposed Investment Transactions, the following individuals and entities will have a ten-percent-or-greater direct or indirect interest in the Telxius USA: (1) Telefonica International Wholesale Services America, S.A. (TIWS America), a Uruguay corporation (100% voting and equity); (2) Telxius Parent (100% voting and equity interest in TIWS America); (3) Telefonica (at least 60% voting and equity interest in Telxius Parent); (4) KKR Bidco (40% voting and equity interest in Telxius Parent); (5) Taurus Midco S.a.r.l., a Luxembourg company (KKR Midco) (100% voting and equity interest in KKR Bidco); (6) Taurus Topco S.a.r.l., a Luxembourg company (KKR Topco) (100% voting and equity interest in KKR Midco); and (7) KKR Taurus Aggregator L.P., a Canadian company (100% voting and equity interest in KKR Topco). See KKR Management LLC, Supplemental Filing (June 12, 2017) (adding additional holding company, KKR Midco, into proposed chain of ownership).

The principal direct and indirect voting interests in KKR Taurus Aggregator L.P. are held by or through the following entities: (1) KKR Taurus Aggregator GP Limited, a Cayman Islands company (100% voting interest in KKR Taurus Aggregator L.P.); (2) KKR Global Infrastructure Investors II L.P., a Cayman Islands company (100% voting and equity interest in KKR Taurus Aggregator GP Limited); (3) KKR Associates Infrastructure II L.P., a Cayman Islands company (100% voting interest in KKR Global Infrastructure Investors II L.P.); (4) KKR Infrastructure II Limited, a Cayman Islands company (100% voting and 95% equity interest in KKR Associates Infrastructure II L.P.); (5) KKR Fund Holdings L.P., a Cayman Islands company (100% voting and equity interest in KKR Infrastructure II Limited); (6) KKR Fund Holdings GP Limited, a Cayman Islands company (100% voting interest in KKR Fund Holdings L.P.); (7) KKR Group Holdings L.P., a Cayman Islands company (100% voting and equity 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); (8) KKR Group Limited, a Cayman Islands company (100% voting interest in KKR Group Holdings L.P.); (9) KKR & Co. L.P., a Delaware holding company (100% voting and equity interest in KKR Group Limited and a 100% indirect economic interest in KKR Group Holdings L.P.); and (10) KKR Management LLC, a Delaware corporation (100% voting interest and no economic interest in KKR & Co. L.P. No other entity will hold a 10-percent-or-greater direct or indirect equity interest in Telxius USA as a consequence of both Proposed Investment Transactions.

We grant the Petition to Adopt Conditions to Authorizations and Licenses filed in this proceeding on October 4, 2017 by the Department of Homeland Security (DHS), on behalf of the Department of Justice and the Department of Defense (DOD). Accordingly, we condition grant of this cable landing license transfer of control application on (1) the October 4, 2017 commitment of KKR Management LLC (KKR) and Taurus Bidco S.a.r.l. (KKR Bidco) to acknowledge and assume relevant commitments set forth in Letters of Assurance (LOAs) to DHS and DOD dated July 30, 2017, April 28, 2017, and January 14, 2014, with respect to the BRUSA, MAREA, and PCCS submarine cable systems (KKR Commitment Letter), and (2) the commitment of Telxius Cable USA, Inc. (Telxius) to abide by the undertakings set forth in the October 2, 2017 Letter of Assurances to DHS and DOD with respect to the SAM-1 submarine cable system. A failure to comply and/or remain in compliance with any of these commitments and undertakings shall constitute a failure to meet a condition of the cable landing license and thus grounds for declaring license terminated without further action on the part of the Commission. Failure to meet a condition of the license may also result in monetary sanctions or other enforcement action by the Commission. A copy of the Petition, the KKR Commitment Letter and the LOAs are publicly available and may be viewed on the FCC website through the International Bureau Filing System (IBFS) by searching for SCL-T/C-20170328-00008 and accessing "Other filings related to this application" from the Document Viewing area.

Telxius USA agrees to continue to accept dominant-carrier regulation on the U.S.- Argentina, U.S.-Brazil, U.S.-Chile, U.S.-Colombia, and U.S.-Peru routes and to continue to abide by the reporting requirements in section 1.767(l) of the Commission's rules, 47 C.F.R. § 1.767(l).

SCL-T/C-20170328-00009 E Telxius Cable Colombia, S.A.

Transfer of Control

Grant of Authority

Date of Action: 10/05/2017

Current Licensee: Telxius Cable Colombia, S.A.

FROM: Telefonica, S.A.

TO: KKR Management LLC

Application filed for consent to transfer certain negative control rights over the interests in the Pacific Caribbean Cable System (PCCS Cable System), SCL-LIC-20130122-00001, held by Telxius Cable Colombia, S.A. (Telxius Colombia). The PCCS Cable System is a non-common carrier fiber-optic cable system that links the British Virgin Islands, Puerto Rico, Aruba, Colombia, Panama, Ecuador, and the continental United States.

Telxius Colombia is an indirect wholly-owned subsidiary of Telxius Telecom S.A.U. (Telxius Parent), which is a wholly-owned subsidiary of Telefonica, S.A. (Telefonica), a publicly-traded company on the Spain stock exchange. On February 20, 2017, Telefonica entered into a Sale and Purchase Agreement (Purchase Agreement) with Taurus Bidco S.a.r.l. (KKR Bidco), a Luxembourg company, whereby KKR Bidco will acquire from Telefonica a 24.8 percent equity and voting interest in Telxius Parent and certain negative control rights over Telxius Parent (Initial Investment Transaction). KKR Bidco is an investment company created to allow KKR Management LLC (KKR Management), a U.S. company, to invest in Telxius Parent. Upon consummation of that investment, KKR Bidco, over which KKR Management is deemed to have indirect voting control, will hold a minority interest in Telxius Parent, and Telefonica will retain majority ownership and de jure control of Telxius Parent and the Licensees. Further, under the Purchase Agreement, KKR Bidco has the option to acquire an additional 15.2 percent of the ordinary shares outstanding, bringing KKR Bidco's voting and equity interest in Telxius Parent to 40 percent (Subsequent Investment Transaction, together with the Initial Investment Transaction, the "Proposed Investment Transactions").

Telxius Parent, Telefonica, and KKR Bidco also entered into a Shareholders' Agreement, the provisions of which will become effective upon consummation of the Initial Investment Transaction. According to the Shareholders' Agreement that governs the respective rights of Telefonica and KKR Bidco, KKR Bidco will have certain rights beyond standard minority shareholder protections that allows KKR Bidco to veto certain Telxius Parent matters, including business plans, annual budgets, the ability to enter into contracts above a certain value threshold, ability to enter into related party transactions with Telefonica and its non-Telxius subsidiaries, and influence over the appointment, replacement, and removal of the CEO and CFO.

Following consummation of either the Initial Investment Transaction or both of the Proposed Investment Transactions, the following individuals and entities will have a ten-percent-or-greater direct or indirect interest in Telxius Colombia: (1) Telefonica International Wholesale Services America, S.A., (TIWS America), a Uruguay corporation (94.99% voting and equity interest, with remaining voting and equity interests held by subsidiaries of Telxius Parent); (2) Telxius Parent (100% voting and equity interest in TIWS America); (3) Telefonica (at least 60% voting and equity interest in Telxius Parent); (4) KKR Bidco (40% voting and equity interest in Telxius Parent); (5) Taurus Midco S.a.r.l., a Luxembourg company (KKR Midco) (100% voting and equity interest in KKR Bidco); (6) Taurus Topco S.a.r.l., a Luxembourg company (KKR Topco) (100% voting and equity interest in KKR Midco); and (7) KKR Taurus Aggregator L.P., a Canadian company (100% voting and equity interest in KKR Topco). See KKR Management LLC, Supplemental Filing (June 12, 2017) (adding additional holding company, KKR Midco, into proposed chain of ownership).

The principal direct and indirect voting interests in KKR Taurus Aggregator L.P. are held by or through the following entities: (1) KKR Taurus Aggregator GP Limited, a Cayman Islands company (100% voting interest in KKR Taurus Aggregator L.P.); (2) KKR Global Infrastructure Investors II L.P., a Cayman Islands company (100% voting and equity interest in KKR Taurus Aggregator GP Limited); (3) KKR Associates Infrastructure II L.P., a Cayman Islands company (100% voting interest in KKR Global Infrastructure Investors II L.P.); (4) KKR Infrastructure II Limited, a Cayman Islands company (100% voting and 95% equity interest in KKR Associates Infrastructure II L.P.); (5) KKR Fund Holdings L.P., a Cayman Islands company (100% voting and equity interest in KKR Infrastructure II Limited); (6) KKR Fund Holdings GP Limited, a Cayman Islands company (100% voting interest in KKR Fund Holdings L.P.); (7) KKR Group Holdings L.P., a Cayman Islands company (100% voting and equity 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); (8) KKR Group Limited, a Cayman Islands company (100% voting interest in KKR Group Holdings L.P.); (9) KKR & Co. L.P., a Delaware holding company (100% voting and equity interest in KKR Group Limited and a 100% indirect economic interest in KKR Group Holdings L.P.); and (10) KKR Management LLC, a Delaware corporation (100% voting interest and no economic interest in KKR & Co. L.P. No other entity will hold a 10-percent-or-greater direct or indirect equity interest in Telxius USA as a consequence of both Proposed Investment Transactions.

We grant the Petition to Adopt Conditions to Authorizations and Licenses filed in this proceeding on October 4, 2017 by the Department of Homeland Security (DHS), on behalf of the Department of Justice and the Department of Defense (DOD). Accordingly, we condition grant of this cable landing license transfer of control application on the October 4, 2017 commitment of KKR Management LLC (KKR) and Taurus Bidco S.a.r.l. (KKR Bidco) to acknowledge and assume relevant commitments set forth in the Letter of Assurance (LOA) to DHS and DOD dated January 14, 2014, with respect to the PCCS submarine cable system (KKR Commitment Letter). A failure to comply and/or remain in compliance with any of these commitments and undertakings shall constitute a failure to meet a condition of the cable landing license and thus grounds for declaring license terminated without further action on the part of the Commission. Failure to meet a condition of the license may also result in monetary sanctions or other enforcement action by the Commission. A copy of the Petition, the KKR Commitment Letter and the LOA are publicly available and may be viewed on the FCC website through the International Bureau Filing System (IBFS) by searching for SCL-T/C-20170328-00009 and accessing "Other filings related to this application" from the Document Viewing area.

Telxius Colombia agrees to continue to accept dominant-carrier regulation on the U.S.- Argentina, U.S.-Brazil, U.S.-Chile, U.S.-Colombia, and U.S.-Peru routes and to continue to abide by the reporting requirements in section 1.767(l) of the Commission's rules, 47 C.F.R. § 1.767(l).

Applicant agrees to abide by the routine conditions specified in section 1.767(g) of the Commission's rules, 47 C.F.R. § 1.767(g).

Transfer of Control

Grant of Authority

Date of Action: 10/05/2017

Current Licensee: Telefonica International Wholesale Services America S.A.**FROM:** Telefonica, S.A.**TO:** KKR Management LLC

Application filed for consent to transfer certain negative control rights over the interests in the MAREA cable system, SCL-LIC-20160525-00012, the BRUSA cable system, SCL-LIC-20160330-00011, and the Pacific Caribbean Cable System (PCCS Cable System), SCL-LIC-20130122-00001, held by Telefonica International Wholesale Services America S.A. (TIWS America). The MAREA cable system is a non-common carrier fiber-optic cable network connecting Virginia Beach, Virginia with Bilbao, Spain. The BRUSA cable system is a non-common carrier fiber-optic cable network connecting Virginia Beach, Virginia, San Juan, Puerto Rico, and Fortaleza and Rio de Janeiro, Brazil. The PCCS Cable System is a non-common carrier fiber-optic cable system that links the British Virgin Islands, Puerto Rico, Aruba, Colombia, Panama, Ecuador, and the continental United States.

TIWS America is an indirect wholly-owned subsidiary of Telxius Telecom S.A.U. (Telxius Parent), which is a wholly-owned subsidiary of Telefonica, S.A. (Telefonica), a publicly-traded company on the Spain stock exchange. On February 20, 2017, Telefonica entered into a Sale and Purchase Agreement (Purchase Agreement) with Taurus Bidco S.a.r.l. (KKR Bidco), a Luxembourg company, whereby KKR Bidco will acquire from Telefonica a 24.8 percent equity and voting interest in Telxius Parent and certain negative control rights over Telxius Parent (Initial Investment Transaction). KKR Bidco is an investment company created to allow KKR Management LLC (KKR Management), a U.S. company, to invest in Telxius Parent. Upon consummation of that investment, KKR Bidco, over which KKR Management is deemed to have indirect voting control, will hold a minority interest in Telxius Parent, and Telefonica will retain majority ownership and de jure control of Telxius Parent and the Licensees. Further, under the Purchase Agreement, KKR Bidco has the option to acquire an additional 15.2 percent of the ordinary shares outstanding, bringing KKR Bidco's voting and equity interest in Telxius Parent to 40 percent (Subsequent Investment Transaction, together with the Initial Investment Transaction, the "Proposed Investment Transactions").

Telxius Parent, Telefonica, and KKR Bidco also entered into a Shareholders' Agreement, the provisions of which will become effective upon consummation of the Initial Investment Transaction. According to the Shareholders' Agreement that governs the respective rights of Telefonica and KKR Bidco, KKR Bidco will have certain rights beyond standard minority shareholder protections that allows KKR Bidco to veto certain Telxius Parent matters, including business plans, annual budgets, the ability to enter into contracts above a certain value threshold, ability to enter into related party transactions with Telefonica and its non-Telxius subsidiaries, and influence over the appointment, replacement, and removal of the CEO and CFO.

Following consummation of either the Initial Investment Transaction or both of the Proposed Investment Transactions, the following individuals and entities will have a ten-percent-or-greater direct or indirect interest in the TIWS America: (1) Telxius Parent (100% voting and equity interest in TIWS America); (2) Telefonica (at least 60% voting and equity interest in Telxius Parent); (3) KKR Bidco (40% voting and equity interest in Telxius Parent); (4) Taurus Midco S.a.r.l., a Luxembourg company (KKR Midco) (100% voting and equity interest in KKR Bidco); (5) Taurus Topco S.a.r.l., a Luxembourg company (KKR Topco) (100% voting and equity interest in KKR Midco); and (6) KKR Taurus Aggregator L.P., a Canadian company (100% voting and equity interest in KKR Topco). See KKR Management LLC, Supplemental Filing (June 12, 2017) (adding additional holding company, KKR Midco, into proposed chain of ownership).

The principal direct and indirect voting interests in KKR Taurus Aggregator L.P. are held by or through the following entities: (1) KKR Taurus Aggregator GP Limited, a Cayman Islands company (100% voting interest in KKR Taurus Aggregator L.P.); (2) KKR Global Infrastructure Investors II L.P., a Cayman Islands company (100% voting and equity interest in KKR Taurus Aggregator GP Limited); (3) KKR Associates Infrastructure II L.P., a Cayman Islands company (100% voting interest in KKR Global Infrastructure Investors II L.P.); (4) KKR Infrastructure II Limited, a Cayman Islands company (100% voting and 95% equity interest in KKR Associates Infrastructure II L.P.); (5) KKR Fund Holdings L.P., a Cayman Islands company (100% voting and equity interest in KKR Infrastructure II Limited); (6) KKR Fund Holdings GP Limited, a Cayman Islands company (100% voting interest in KKR Fund Holdings L.P.); (7) KKR Group Holdings L.P., a Cayman Islands company (100% voting and equity 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); (8) KKR Group Limited, a Cayman Islands company (100% voting interest in KKR Group Holdings L.P.); (9) KKR & Co. L.P., a Delaware holding company (100% voting and equity interest in KKR Group Limited and a 100% indirect economic interest in KKR Group Holdings L.P.); and (10) KKR Management LLC, a Delaware corporation (100% voting interest and no economic interest in KKR & Co. L.P. No other entity will hold a 10-percent-or-greater direct or indirect equity interest in Telxius USA as a consequence of both Proposed Investment Transactions.

We grant the Petition to Adopt Conditions to Authorizations and Licenses filed in this proceeding on October 4, 2017 by the Department of Homeland Security (DHS), on behalf of the Department of Justice and the Department of Defense (DOD). Accordingly, we condition grant of this cable landing license transfer of control application on the October 4, 2017 commitment of KKR Management LLC (KKR) and Taurus Bidco S.a.r.l. (KKR Bidco) to acknowledge and assume relevant commitments set forth in Letters of Assurance (LOAs) to DHS and DOD dated July 30, 2017, April 28, 2017, and January 14, 2014, with respect to the BRUSA, MAREA, and PCCS submarine cable systems (KKR Commitment Letter). A failure to comply and/or remain in compliance with any of these commitments and undertakings shall constitute a failure to meet a condition of the cable landing license and thus grounds for declaring license terminated without further action on the part of the Commission. Failure to meet a condition of the license may also result in monetary sanctions or other enforcement action by the Commission. A copy of the Petition, the KKR Commitment Letter and LOAs are publicly available and may be viewed on the FCC website through the International Bureau Filing System (IBFS) by searching for SCL-T/C-20170417-00010 and accessing "Other filings related to this application" from the Document Viewing area.

TIWS America agrees to continue to accept dominant-carrier regulation on the U.S.- Argentina, U.S.-Brazil, U.S.-Chile, U.S.-Colombia, and U.S.-Peru routes and to continue to abide by the reporting requirements in section 1.767(l) of the Commission's rules, 47 C.F.R. § 1.767(l).

Applicant agrees to abide by the routine conditions specified in section 1.767(g) of the Commission's rules, 47 C.F.R. § 1.767(g).

Transfer of Control

Grant of Authority

Date of Action: 10/05/2017

Current Licensee: Telxius Cable Puerto Rico, Inc.**FROM:** Telefonica, S.A.**TO:** KKR Management LLC

Application filed for consent to transfer certain negative control rights over the interests in the BRUSA cable system, SCL-LIC-20160330-00011, the Pacific Caribbean Cable System (PCCS Cable System), SCL-LIC-20130122-00001, and the South America-1 (SAM-1) system, SCL-LIC-20000204-00003, held by Telxius Cable Puerto Rico, Inc. (Telxius Puerto Rico). The BRUSA cable system is a non-common carrier fiber-optic cable network connecting Virginia Beach, Virginia, San Juan, Puerto Rico, and Fortaleza and Rio de Janeiro, Brazil. The PCCS Cable System is a non-common carrier fiber-optic cable system that links the British Virgin Islands, Puerto Rico, Aruba, Colombia, Panama, Ecuador, and the continental United States. The SAM-1 system connects Florida, Puerto Rico, Brazil, Argentina, Chile, Peru, Guatemala, and Colombia.

Telxius Puerto Rico is an indirect wholly-owned subsidiary of Telxius Telecom S.A.U. (Telxius Parent), which is a wholly-owned subsidiary of Telefonica, S.A. (Telefonica), a publicly-traded company on the Spain stock exchange. On February 20, 2017, Telefonica entered into a Sale and Purchase Agreement (Purchase Agreement) with Taurus Bidco S.a.r.l. (KKR Bidco), a Luxembourg company, whereby KKR Bidco will acquire from Telefonica a 24.8 percent equity and voting interest in Telxius Parent and certain negative control rights over Telxius Parent (Initial Investment Transaction). KKR Bidco is an investment company created to allow KKR Management LLC (KKR Management), a U.S. company, to invest in Telxius Parent. Upon consummation of that investment, KKR Bidco, over which KKR Management is deemed to have indirect voting control, will hold a minority interest in Telxius Parent, and Telefonica will retain majority ownership and de jure control of Telxius Parent and the Licensees. Further, under the Purchase Agreement, KKR Bidco has the option to acquire an additional 15.2 percent of the ordinary shares outstanding, bringing KKR Bidco's voting and equity interest in Telxius Parent to 40 percent (Subsequent Investment Transaction, together with the Initial Investment Transaction, the "Proposed Investment Transactions").

Telxius Parent, Telefonica, and KKR Bidco also entered into a Shareholders' Agreement, the provisions of which will become effective upon consummation of the Initial Investment Transaction. According to the Shareholders' Agreement that governs the respective rights of Telefonica and KKR Bidco, KKR Bidco will have certain rights beyond standard minority shareholder protections that allows KKR Bidco to veto certain Telxius Parent matters, including business plans, annual budgets, the ability to enter into contracts above a certain value threshold, ability to enter into related party transactions with Telefonica and its non-Telxius subsidiaries, and influence over the appointment, replacement, and removal of the CEO and CFO.

Following consummation of either the Initial Investment Transaction or both of the Proposed Investment Transactions, the following individuals and entities will have a ten-percent-or-greater direct or indirect interest in Telxius Puerto Rico: (1) Telefonica International Wholesale Services America, S.A., (TIWS America), a Uruguay corporation (100% voting and equity); (2) Telxius Parent (100% voting and equity interest in TIWS America); (3) Telefonica (at least 60% voting and equity interest in Telxius Parent); (4) KKR Bidco (40% voting and equity interest in Telxius Parent); (5) Taurus Midco S.a.r.l., a Luxembourg company (KKR Midco) (100% voting and equity interest in KKR Bidco); (6) Taurus Topco S.a.r.l., a Luxembourg company (KKR Topco) (100% voting and equity interest in KKR Midco); and (7) KKR Taurus Aggregator L.P., a Canadian company (100% voting and equity interest in KKR Topco). See KKR Management LLC, Supplemental Filing (June 12, 2017) (adding additional holding company, KKR Midco, into proposed chain of ownership).

The principal direct and indirect voting interests in KKR Taurus Aggregator L.P. are held by or through the following entities: (1) KKR Taurus Aggregator GP Limited, a Cayman Islands company (100% voting interest in KKR Taurus Aggregator L.P.); (2) KKR Global Infrastructure Investors II L.P., a Cayman Islands company (100% voting and equity interest in KKR Taurus Aggregator GP Limited); (3) KKR Associates Infrastructure II L.P., a Cayman Islands company (100% voting interest in KKR Global Infrastructure Investors II L.P.); (4) KKR Infrastructure II Limited, a Cayman Islands company (100% voting and 95% equity interest in KKR Associates Infrastructure II L.P.); (5) KKR Fund Holdings L.P., a Cayman Islands company (100% voting and equity interest in KKR Infrastructure II Limited); (6) KKR Fund Holdings GP Limited, a Cayman Islands company (100% voting interest in KKR Fund Holdings L.P.); (7) KKR Group Holdings L.P., a Cayman Islands company (100% voting and equity 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); (8) KKR Group Limited, a Cayman Islands company (100% voting interest in KKR Group Holdings L.P.); (9) KKR & Co. L.P., a Delaware holding company (100% voting and equity interest in KKR Group Limited and a 100% indirect economic interest in KKR Group Holdings L.P.); and (10) KKR Management LLC, a Delaware corporation (100% voting interest and no economic interest in KKR & Co. L.P. No other entity will hold a 10-percent-or-greater direct or indirect equity interest in Telxius USA as a consequence of both Proposed Investment Transactions.

We grant the Petition to Adopt Conditions to Authorizations and Licenses filed in this proceeding on October 4, 2017 by the Department of Homeland Security (DHS), on behalf of the Department of Justice and the Department of Defense (DOD). Accordingly, we condition grant of this cable landing license transfer of control application on (1) the October 4, 2017 commitment of KKR Management LLC (KKR) and Taurus Bidco S.a.r.l. (KKR Bidco) to acknowledge and assume relevant commitments set forth in Letters of Assurance (LOAs) to DHS and DOD dated July 30, 2017, and January 14, 2014, with respect to the BRUSA and PCCS submarine cable systems (KKR Commitment Letter), and (2) the commitment of Telxius Cable Puerto Rico, Inc. to abide by the undertakings set forth in the October 2, 2017 Letter of Assurances to DHS and DOD with respect to the SAM-1 submarine cable system. A failure to comply and/or remain in compliance with any of these commitments and undertakings shall constitute a failure to meet a condition of the cable landing license and thus grounds for declaring license terminated without further action on the part of the Commission. Failure to meet a condition of the license may also result in monetary sanctions or other enforcement action by the Commission. A copy of the Petition, the KKR Commitment Letter And the LOAs are publicly available and may be viewed on the FCC website through the International Bureau Filing System (IBFS) by searching for SCL-T/C-20170417-00011 and accessing "Other filings related to this application" from the Document Viewing area.

Telxius Puerto Rico agrees to continue to accept dominant-carrier regulation on the U.S.- Argentina, U.S.-Brazil, U.S.-Chile, U.S.-Colombia, and U.S.-Peru routes and to continue to abide by the reporting requirements in section 1.767(l) of the Commission's rules, 47 C.F.R. § 1.767(l).

Applicant agrees to abide by the routine conditions specified in section 1.767(e) of the Commission's rules, 47 C.F.R. § 1.767(e)

INFORMATIVE

SCL-LIC-20130122-00001

Telxius Cable Colombia, S.A.

On April 20, 2017, the Commission was notified that Telefonica International Wholesale Services Colombia S.A. has changed its name to Telxius Cable Colombia, S.A.

SCL-LIC-20150626-00016

Telekomunikasi Indonesia International (USA) Inc.

On October 2, 2017, the Commission was notified that Telekomunikasi Indonesia International (USA), Inc. changed its "doing business as" name from Telkom USA to Telin USA effective August 10, 2017.