



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
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Report No. SCL-00158S

Friday December 19, 2014

Streamlined Submarine Cable Landing License Applications Accepted For Filing

Unless otherwise specified, the following procedures apply to the applications listed below:

The applications listed below have been found, upon initial review, to be acceptable for filing and subject to the streamlined processing procedures set forth in section 1.767 of the Commission's rules, 47 C.F.R. § 1.767. Pursuant to the Submarine Cable Landing License Act, 47 U.S.C. §§ 34-39, and Executive Order No. 10530, reprinted as amended in 3 U.S.C. § 301, each applicant seeks: (a) the grant of a cable landing license; (b) the modification of a cable landing license; and/or (c) the assignment or transfer of control of an interest in a submarine cable landing license.

Pursuant to its decision in Review of Commission Consideration of Applications under the Cable Landing License Act, IB Docket No. 00-106, FCC 01-332, 16 FCC Rcd 22167 (2001) and section 1.767 of the rules, the Commission will take action upon these applications within forty-five (45) days after release of this public notice, unless the Commission has informed the applicant in writing that the application, upon further examination, has been deemed ineligible for streamlined processing.

Ex parte communications between outside parties and Commission staff concerning these applications are permitted subject to the Commission's rules for "permit-but-disclose proceedings." See 47 C.F.R. § 1.1206. Filings relating to this application must be received within 14 days of this notice. Such filings will not necessarily result in an application being deemed ineligible for streamlined processing.

Copies of all applications listed here are available for public inspection in the FCC Reference and Information Center, located in room CY-A257 at the Portals 2 building, 445 12th Street, SW, Washington DC 20554. The center can be contacted at (202) 418-0270. People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty). All applications listed are subject to further consideration and review, and may be returned and/or dismissed if not found to be in accordance with the Commission's rules, regulations, and other requirements.

Transfer of Control

Current Licensee: ARCOS-1 USA, Inc.

FROM: Columbus Networks, Limited

TO: Cable & Wireless Communications plc

Application filed for consent to the transfer of control of the cable landing license for the Arcos-1 cable system (ARCOS-1 Cable), SCL-LIC-19981222-00032, SCL-MOD-20010302-00007, held by Arcos-1 USA, Inc. (ARCOS) and A.SurNet, Inc. (ASN), from their 100% direct parent, Columbus Networks, Limited (CNL), to Cable & Wireless Communications Plc (C&W). The ARCOS-1 Cable is a non-common carrier fiber-optic cable system linking the continental United States, the Bahamas, the Turks and Caicos Islands, the Dominican Republic, Puerto Rico, Curacao, Venezuela, Colombia, Panama, Costa Rica, Nicaragua, Honduras, Guatemala, Belize, and Mexico.

ARCOS and ASN hold, on a joint basis, a 94.87% voting and ownership interest in the ARCOS-1 Cable. ASN is the cable landing party for landing station in North Miami Beach, Florida. ASN is a direct wholly-owned subsidiary of ARCOS-1 USA (ARCOS), which, in turn, is a direct wholly-owned subsidiary of CNL. Columbus International Inc. (CII), a privately-owned telecommunications company in Barbados, is the 100% indirect parent of CNL.

Pursuant to the terms of an agreement, dated November 6, 2014, C&W, a publicly-listed company incorporated under the laws of England and Wales, proposes to acquire, through a two step transaction, 100% of the stock of CII which wholly-owns, on an indirect basis, ARCOS and ASN, the licensees of the ARCOS-1 Cable. In Step One, the shares held by CNL in ARCOS will be transferred in a pro forma transaction to a newly-formed company, Columbus NewCo, which will be 66% owned by three of the current CII shareholders, including two jointly-controlled shareholders that together currently own and control over 50% of CII. These three shareholders will retain de facto and de jure control of ARCOS and ASN, through Columbus NewCo. CII will then be transferred to C&W. C&W may decide to use one or more wholly-owned subsidiaries to hold its interests in CII. In Step Two, Columbus NewCo, including CNUSA, will be transferred to C&W. Columbus NewCo will be inserted into the corporate ownership structure as a direct wholly-owned subsidiary of CNL and an indirect wholly-owned subsidiary of CII, and in turn an indirect wholly-owned subsidiary of C&W. Consequently, ARCOS and ASN will become indirect wholly-owned subsidiaries of C&W.

The following persons and entities have a ten percent or greater direct or indirect ownership interest in C&W: (1) CVBI Holdings (Barbados), Inc. and Clearwater Holdings (Barbados) Limited, ultimately controlled by Mr. John Risley, a Canadian citizen, will have a 19.5% direct interest in C&W; and (2) Columbus LLC, a U.S. company ultimately controlled by Mr. John Malone, a U.S. citizen, will hold, on a direct basis, a 13.3% interest in C&W. Currently Orbis Investment Management Limited (Orbis), a Bermuda limited liability company holds 14.19% direct interest in C&W. Applicants state, however, that Orbis is not expected to hold 10 percent or greater ownership interest in C&W upon consummation. Applicants state that no other shareholders of C&W directly or indirectly hold or will hold 10 percent or greater equity or voting interests in C&W upon consummation.

Applicants agree 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

Current Licensee: Columbus Networks USA, Inc.

FROM: Columbus Networks, Limited

TO: Cable & Wireless Communications plc

Application filed for consent to the transfer of control of the cable landing license for the CFX-1 cable system (CFX-1 Cable), SCL-LIC-20070516-00008, held by Columbus Networks USA, Inc. (CNUSA), from its 100% indirect parent, Columbus Networks, Limited (CNL), to Cable & Wireless Communications Plc (C&W). The CFX-1 Cable is a non-common carrier fiber-optic cable system linking the continental United States, Jamaica, and Colombia.

CNUSA has a 100% ownership interest in the CFX-1 Cable and operates the U.S. cable landing station in Boca Raton, Florida. CNUSA is a direct wholly-owned subsidiary of ARCOS-1 USA (ARCOS), which, in turn, is a direct wholly-owned subsidiary of CNL. Columbus International Inc. (CII), a privately-owned telecommunications company in Barbados, is the 100% indirect parent of CNL.

Pursuant to the terms of an agreement, dated November 6, 2014, C&W, a publicly-listed company incorporated under the laws of England and Wales, proposes to acquire, through a two step transaction, 100% of the stock of CII, the 100% indirect owner of CNUSA. In Step One, the shares held by CNL in CNUSA will be transferred in a pro forma transaction to a newly-formed company, Columbus NewCo, which will be 66% owned by three of the current CII shareholders, including two jointly-controlled shareholders that together currently own and control over 50% of CII. These three shareholders will retain de facto and de jure control of CNUSA, the licensee of the CFX-1 Cable, through Columbus NewCo. CII will then be transferred to C&W. C&W may decide to use one or more wholly-owned subsidiaries to hold its interests in CII. In Step Two, Columbus NewCo, including CNUSA, will be transferred to C&W. Columbus NewCo will be inserted into the corporate ownership structure as a direct wholly-owned subsidiary of CNL and an indirect wholly-owned subsidiary of CII, and in turn an indirect wholly-owned subsidiary of C&W. Consequently, CNUSA will become an indirect wholly-owned subsidiary of C&W.

The following persons and entities have a ten percent or greater direct or indirect ownership interest in C&W: (1) CVBI Holdings (Barbados), Inc. and Clearwater Holdings (Barbados) Limited, ultimately controlled by Mr. John Risley, a Canadian citizen, will have a 19.5% direct interest in C&W; and (2) Columbus LLC, a U.S. company ultimately controlled by Mr. John Malone, a U.S. citizen, will hold, on a direct basis, a 13.3% interest in C&W. Currently Orbis Investment Management Limited (Orbis), a Bermuda limited liability company holds 14.19% direct interest in C&W. Applicants state, however, that Orbis is not expected to hold 10 percent or greater ownership interest in C&W upon consummation. Applicants state that no other shareholders of C&W directly or indirectly hold or will hold 10 percent or greater equity or voting interests in C&W upon consummation.

CNUSA and C&W state that they will continue to abide by the commitments made in an agreement between Columbus Networks USA, Inc. and the U.S. Department of Homeland Security dated January 30, 2008. A copy of the agreement is publicly available and may be viewed on the FCC website through the International Bureau Filing System (IBFS) by searching for SCL-LIC-20070516-00008 and accessing "Other filings related to this application" from the Document Viewing area.

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

REMINDERS:

Applicants must certify that neither the applicant nor any party to the application is subject to a denial of federal benefits by federal and/or state courts under authority granted in 21 U.S.C. § 862. See C.F.R. §§ 1.2001-1.2003.

The Commission's rules applicable to submarine cable landing licenses (47 C.F.R. §§ 1.767, 1.768) are available at <http://www.fcc.gov/ib/td/pf/telecomrules.html>. See also http://hraunfoss.fcc.gov/edoc_public/attachmatch/DA-02-5981A1.pdf for a March 13, 2002 Public Notice; http://hraunfoss.fcc.gov/edocs_public/attachmatch/FCC-01-332A1.pdf for the December 14, 2001 Report and Order.

By this notice, we inform the public that submarine cable landing license applications and international section 214 applications that are part of larger transactions involving multiple Commission licenses or authorizations may involve "extraordinary circumstances" as referenced in Review of Commission Consideration of Applications under the Cable Landing License Act, Report and Order, 16 FCC Rcd 22167 (2001) and Rules and Policies on Foreign Participation in the U.S. Telecommunications Market, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891 (1997), paras. 327-28, Order on Reconsideration, 15 FCC Rcd 18158 (2000). Additionally, these extraordinary circumstances may result where Executive Branch agencies petition the Commission to defer decision on certain transactions pending the resolution of potential national security, law enforcement, foreign policy and trade policy issues. Accordingly, these applications may not be acted on within the 90-day review period that the Commission has established as the period of time normally required to reach a decision on non-streamlined cable landing licenses and international section 214 applications. This notice shall serve as public notice to applicants that, in these circumstances, additional time may be required for Commission review and final action. No additional formal public notice will be provided routinely with respect to specific applications in the event that the applicable review period extends beyond 90 days.