

Eric Fryson

120000-OT

From: Burton, Alton [aj.burton@hoganlovells.com]
Sent: Thursday, June 21, 2012 6:10 PM
To: Filings@psc.state.fl.us
Subject: Notification of the Transfer of Control of Cable & Wireless Americas Operations, Inc.
Attachments: Notification of the Transfer of Control of Cable & Wireless Americas Operations, Inc.PDF

- a. AJ Burton
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aj.burton@hoganlovells.com
- b. No current Docket
- c. Vodafone Europe B.V. and Cable & Wireless Americas Operations, Inc.
- d. 3 pages
- e. Notification of the Transfer of Control of Cable & Wireless Americas Operations, Inc. to Vodafone Europe B.V.

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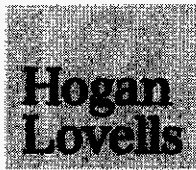
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June 21, 2012

By Electronic Filing

Ann Cole, Commission Clerk
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Re: Notification of the Transfer of Control of Cable & Wireless Americas Operations, Inc. to Vodafone Europe B.V.

Dear Ms. Cole:

Vodafone Europe B.V. ("Vodafone") and Cable & Wireless Americas Operations, Inc. ("C&W Americas") hereby notify the Florida Public Service Commission ("Commission") of the transfer of indirect control of C&W Americas to Vodafone. It is the parties' understanding that Commission approval is not required to complete the transaction described herein, and the parties submit this courtesy letter for informational purposes only.

DESCRIPTION OF THE TRANSFER OF CONTROL

The transfer of control of C&W Americas will occur under a corporate transaction by which Vodafone Group Plc, as the ultimate corporate parent of Vodafone, will acquire *de jure* and *de facto* control of C&W Americas. Pursuant to a scheme of arrangement, Vodafone will acquire 100% of the issued and to be issued ordinary share capital of Cable & Wireless Worldwide Plc, a publicly-traded United Kingdom corporation that is the corporate parent of C&W Americas. The transaction is governed by UK law.

Although there will be a change in control of C&W Americas' ultimate parent, C&W Americas will remain the holder of its Florida certificate and will continue its operations. The transfer of control will be seamless for Florida customers. There will be no transfer of customers and no customer impact.

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DESCRIPTION OF THE ENTITIES INVOLVED IN THE PROPOSED TRANSACTION

C&W Americas is a private Delaware corporation with executive headquarters at 20110 Ashbrook Place, Suite 170, Ashburn, Virginia 20147. It is a certificated provider of Alternative Access Vendor Services (Certificate 8398).

Vodafone is a private Netherlands corporation with executive headquarters at Rivium Quadrant 173, 15th Floor, 2909 LC Capelle aan den IJssel, Netherlands. It is a mobile communications provider. It does not have any operations in Florida, nor does it plan to commence services in the state.

DESIGNATED CONTACT

Correspondence regarding this application should be directed to:

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With Copies to:

Cable & Wireless Americas Operations, Inc.
Attn: Helen Watson
Head of Legal & Regulatory – Global Markets
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+65 6477 5828 (tel)
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Vodafone Europe B.V.
Attn: Dennis Kraan
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* * * *

Please acknowledge receipt and acceptance of this filing. Please do not hesitate to contact me if you have any questions.

Respectfully submitted,

A handwritten signature in black ink, reading "Michele Farquhar". The signature is written in a cursive style with a horizontal line underneath the name.

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Counsel for Vodafone Europe B.V.