

Eric Fryson

120000-07

From: Burton, Alton [aj.burton@hoganlovells.com]
Sent: Tuesday, August 14, 2012 5:39 PM
To: Filings@psc.state.fl.us
Subject: Courtesy Notification of the Completion of the Transfer of Control of Cable & Wireless Americas Operations, Inc. to Vodafone Europe B.V.
Attachments: Florida Courtesy Closing Notification Letter.PDF

- a. AJ Burton
Hogan Lovells US LLP
 Columbia Square
 555 Thirteenth Street, NW
 Washington, DC 20004
 +1 202 637 5766
aj.burton@hoganlovells.com
- b. No current Docket
- c. Vodafone Europe B.V. and Cable & Wireless Americas Operations, Inc.
- d. 4 pages
- e. Notification of the Completion of the Transfer of Control of Cable & Wireless Americas Operations, Inc. to Vodafone Europe B.V.

AJ Burton

Associate

Hogan Lovells US LLP
 Columbia Square
 555 Thirteenth Street, NW
 Washington, DC 20004

Tel: +1 202 637 5600
 Direct: +1 202 637 5766
 Fax: +1 202 637 5910
 Email: aj.burton@hoganlovells.com
www.hoganlovells.com

Please consider the environment before printing this e-mail.

About Hogan Lovells

Hogan Lovells is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP. For more information, see www.hoganlovells.com.

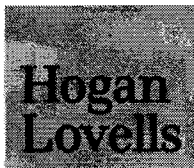
CONFIDENTIALITY. This email and any attachments are confidential, except where the email states it can be disclosed; it may also be privileged. If received in error, please do not disclose the contents to anyone, but notify the sender by return email and delete this email (and any attachments) from your system.

DOCUMENT NUMBER - DATE

05580 AUG 15 2012

8/15/2012

FPSC-COMMISSION CLERK



Hogan Lovells US LLP
Columbia Square
555 Thirteenth Street, NW
Washington, DC 20004
T +1 202 637 5600
F +1 202 637 5910
www.hoganlovells.com

August 14, 2012

By Electronic Filing

Ann Cole, Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850
filings@psc.state.fl.us

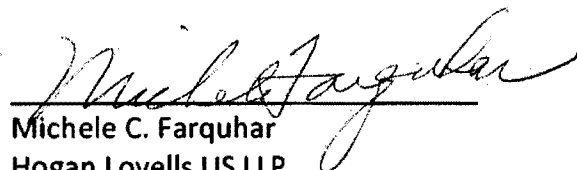
**Re: Completion of the Transfer of Control of Cable & Wireless Americas Operations, Inc.
to Vodafone Europe B.V.**

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") that the transfer of indirect control of C&W Americas to Vodafone was completed as of July 27, 2012 after a United Kingdom court approved the transfer. The parties previously notified the Commission of this planned transaction in a June 21, 2012 letter, a copy of which is attached.

Please do not hesitate to contact me if you have any questions.

Respectfully submitted,

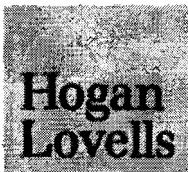

Michele C. Farquhar
Hogan Lovells US LLP
555 13th Street, NW
Washington, DC 20004
+1 202 637 5663 (tel)
michele.farquhar@hoganlovells.com

Counsel for Vodafone Europe B.V.

Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. "Hogan Lovells" is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP, with offices in: Abu Dhabi, Alicante, Amsterdam, Baltimore, Beijing, Berlin, Brussels, Caracas, Colorado Springs, Denver, Dubai, Dusseldorf, Frankfurt, Hamburg, Hanoi, Ho Chi Minh City, Hong Kong, Houston, London, Los Angeles, Madrid, Miami, Milan, Moscow, Munich, New York, Northern Virginia, Paris, Philadelphia, Prague, Rome, San Francisco, Shanghai, Silicon Valley, Singapore, Tokyo, Ulaanbaatar, Warsaw, Washington DC, Associated offices: Budapest, Jakarta, Jeddah, Riyadh, Zagreb. For more information see www.hoganlovells.com

05580 AUG 15 2012

FPSC-COMMISSION CLERK



Hogan Lovells US LLP
Columbia Square
555 Thirteenth Street, NW
Washington, DC 20004
T +1 202 637 5600
F +1 202 637 5910
www.hoganlovells.com

June 21, 2012

By Electronic Filing

Ann Cole, Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850
filings@psc.state.fl.us

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.

Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. "Hogan Lovells" is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP, with offices in: Abu Dhabi Alicante Amsterdam Baltimore Beijing Berlin Brussels Caracas Colorado Springs Denver Dubai Dusseldorf Frankfurt Hamburg Hanoi Ho Chi Minh City Hong Kong Houston London Los Angeles Madrid Miami Milan Moscow Munich New York Northern Virginia Paris Philadelphia Prague Rome San Francisco Shanghai Silicon Valley Singapore Tokyo Utsenbeater Warsaw Washington DC Associated offices: Budapest Jakarta Jeddah Riyadh Zagreb. For more information see www.hoganlovells.com

11DC - 002465/000013 - 3414849 v1

DOCUMENT NUMBER - DATE

05580 AUG 15 2012

FPSC-COMMISSION CLERK

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:

Michele C. Farquhar
Hogan Lovells US LLP
555 13th Street, NW
Washington, DC 20004
+1 202 637 5663 (tel)
michele.farquhar@hoganlovells.com

With Copies to:

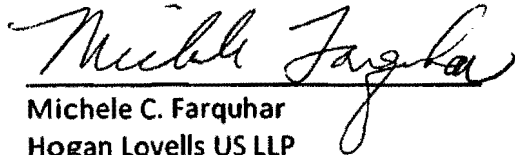
Cable & Wireless Americas Operations, Inc.
Attn: Helen Watson
Head of Legal & Regulatory – Global Markets
6 Temasek Boulevard, #33-03/05 Suntec Tower 4, Singapore
+65 6477 5828 (tel)
Helen.r.watson@cw.com

Vodafone Europe B.V.
Attn: Dennis Kraan
Rivium Quadrant 173, 15th Floor
2909 LC Capelle aan den IJssel
Netherlands
+31 10 498 77 11
dennis.kraan@vodafone.com

* * * *

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

Respectfully submitted,



Michele C. Farquhar
Hogan Lovells US LLP
555 13th Street, NW
Washington, DC 20004
+1 202 637 5663 (tel)
michele.farquhar@hoganlovells.com

Counsel for Vodafone Europe B.V.