

DESCRIPTION OF *PRO FORMA* TRANSACTION AND PUBLIC INTEREST STATEMENT

Verizon Communications Inc. (“Verizon”), through its regulated subsidiaries, seeks Commission consent for the *pro forma* transfer of control¹ of an experimental authorization held by Cellco Partnership d/b/a Verizon Wireless (“Cellco”), call sign WG2XNE,² as part of a planned internal restructuring involving indirect subsidiaries of Verizon.³ Specifically, on or after September 30, 2016, Verizon America Holdings Inc., an indirect wholly owned subsidiary of Verizon and an indirect owner of Cellco, will merge with and into its immediate parent, Verizon Americas Finance 1 Inc. Attached hereto are charts showing the ownership of the affected licensee before and after the proposed transaction.

Because the proposed restructuring does not change the ultimate control of any license or licensee (all will remain controlled by Verizon), it is *pro forma* in nature.⁴ The Commission has stated that, in situations “where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest.”⁵

¹ 47 C.F.R. § 5.79.

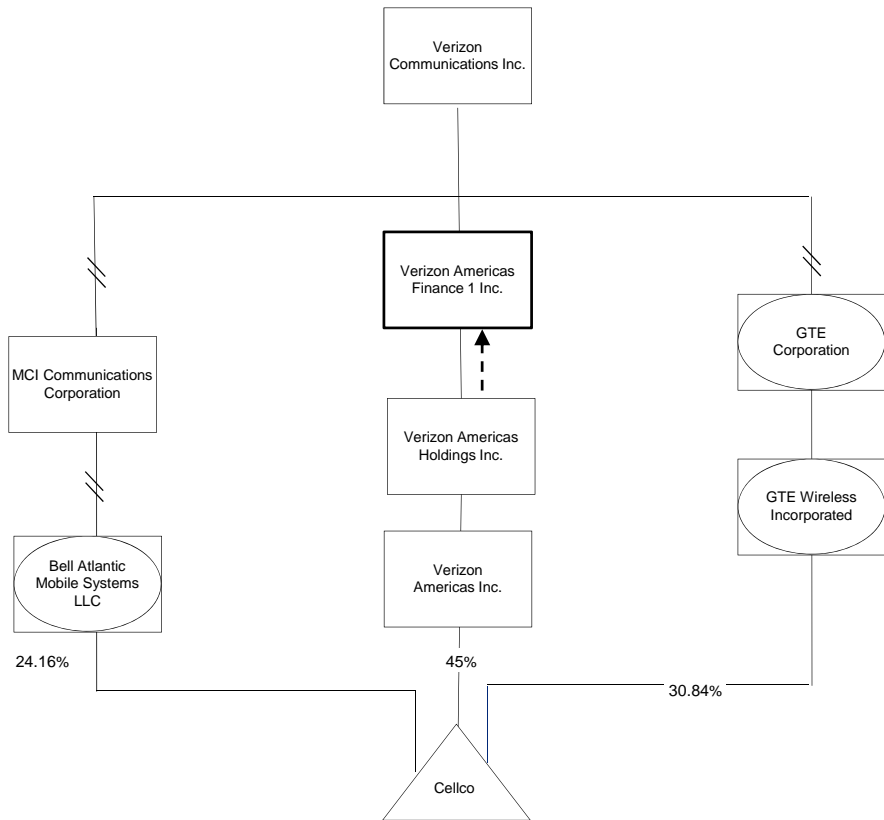
² In addition, the instant application will affect the pending application to extend Special Temporary Authority held by Verizon Wireless, Call Sign WJ9XPO, File No. 1235-EX-ST-2016 (filed Aug. 17, 2016).

³ Notifications for all authorizations impacted by the restructuring that are eligible for forbearance from the requirement that advance consent to *pro forma* transfers of control be granted will be filed after the proposed restructuring occurs. 47 C.F.R. §§ 1.948(c)(1), 63.24(f)(1).

⁴ *In re Fed. Communications Bar Ass’n’s Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses & Transfers of Control Involving Telecomms. Carriers*, Memorandum Opinion and Order, 13 FCC Rcd. 6293, 6299, ¶ 8 (1998) (“*FCBA Forbearance Order*”) (“corporate reorganization which involves no substantial change in the beneficial ownership of the corporation” is *pro forma* in nature); *cf.* 47 C.F.R. § 63.24(d).

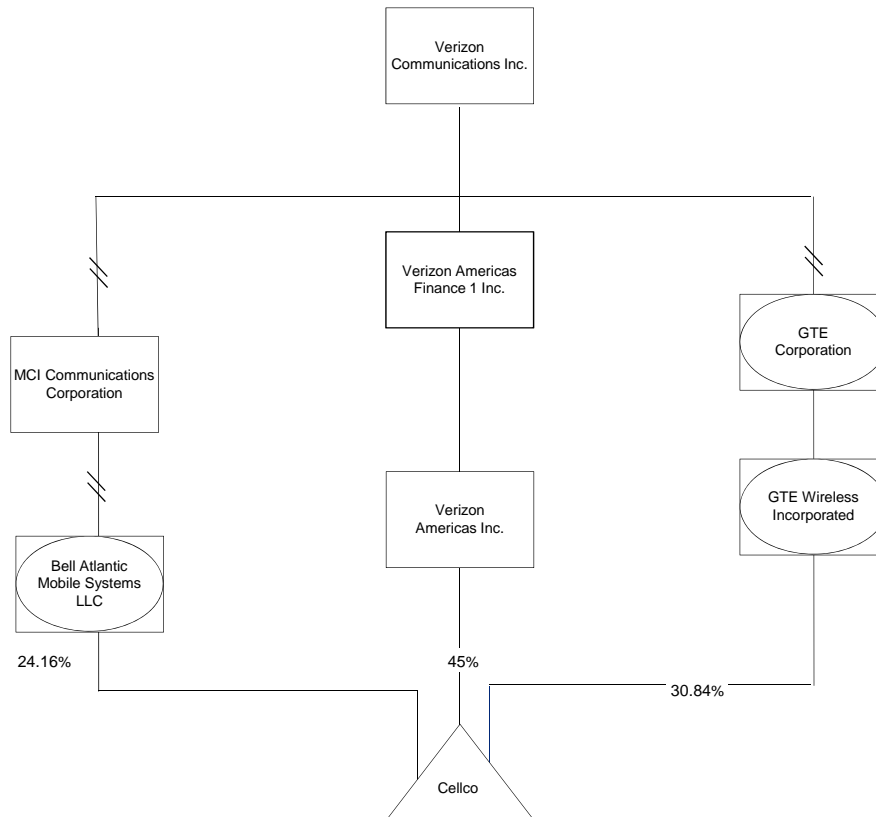
⁵ *Id.* at 6295, ¶ 2. *See also* 1998 Biennial Review – Review of International Common Carrier Regulations, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999) (finding that “[r]egulatory review of [*pro forma*] transactions yields no significant public interest benefits, but may delay or hinder transactions that could provide substantial financial, operational, or administrative benefits for carriers.”).

Pre-Restructuring Ownership



Note: All interests are 100% unless otherwise noted.

Post-Restructuring Ownership



Note: All interests are 100% unless otherwise noted.