

**DESCRIPTION OF *PRO FORMA* TRANSACTION AND PUBLIC INTEREST
STATEMENT**

Bell Atlantic Mobile Systems, Inc. (“BAMS Inc.”) and Bell Atlantic Mobile Systems, LLC (“BAMS LLC”) hereby seek Commission consent for the *pro forma* transfer of control¹ of the experimental authorization (call sign WE2XHP) held by Cellco Partnership d/b/a Verizon Wireless (“Cellco Partnership”) as part of a planned internal corporate restructuring involving indirect wholly owned subsidiaries of Verizon Communications Inc. (“Verizon”). The proposed restructuring involves a *pro forma* transfer of control of BAMS Inc. and its conversion to a limited liability company.

Attached hereto are charts showing the indirect ownership of Cellco Partnership before and after the proposed transaction.² Throughout this transaction, BAMS Inc./BAMS LLC will continue to hold a 24 percent general partnership interest in Cellco Partnership. As this transaction does not change ultimate control of Cellco Partnership, the restructuring is *pro forma* in nature.³

This restructuring will also result in the *pro forma* transfer of control of authorizations held by entities under the control of Cellco Partnership, including Cellco Partnership’s experimental authorization.⁴ With the instant transaction, there is no substantial change in control of the affected licenses.⁵ 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.”⁶

¹ 47 C.F.R. § 5.79.

² These charts do not include the ownership interests of Vodafone Group PLC (“Vodafone”) and the various subsidiaries through which Vodafone holds a 45 percent interest in Verizon Wireless. These interests are unaffected by the proposed transaction.

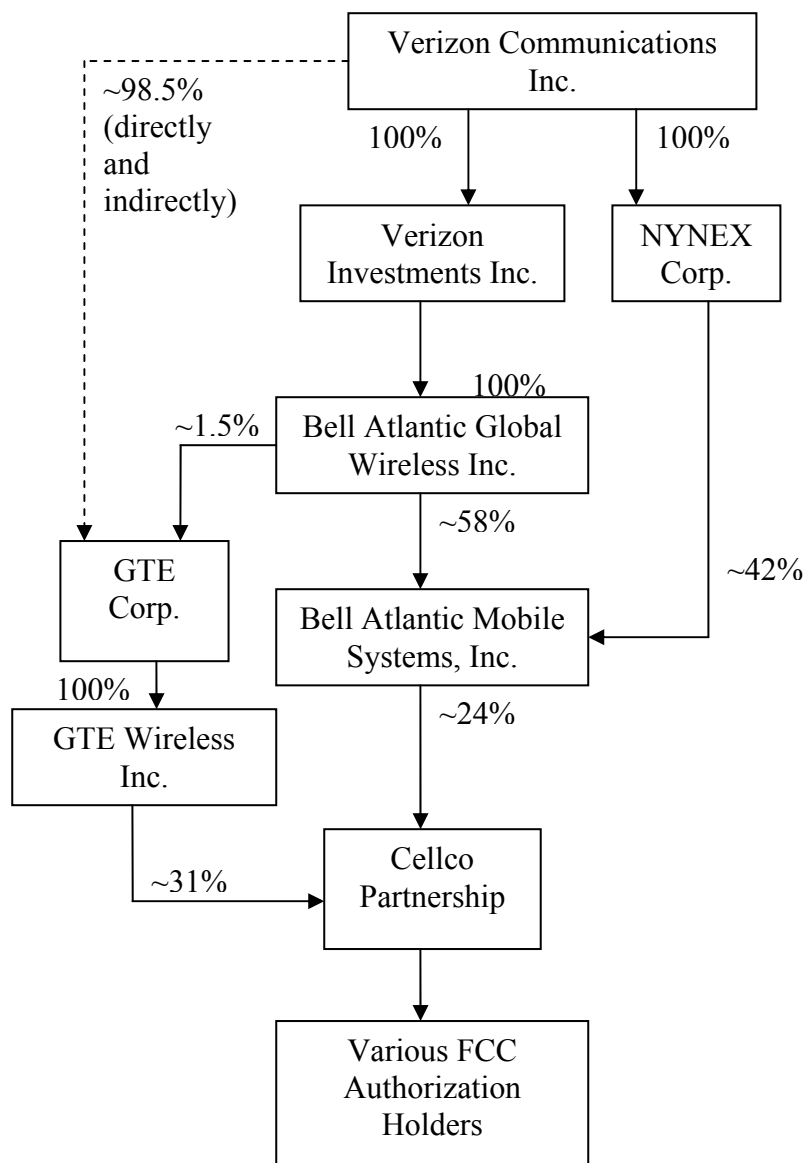
³ *In re Fed. Communications Bar Ass’n’s Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses & Transfers of Control Involving Telecomms. Carriers*, Memorandum Opinion and Order, 13 FCC Rcd. 6293, 6299, ¶ 8 (1998) (“*FCBA Forbearance 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).

⁴ Applications seeking consent to the transfer of private radio licenses held by Cellco Partnership and its subsidiaries are being filed separately with the Wireless Telecommunications Bureau. All other authorizations impacted by the restructuring are eligible for forbearance from the requirement that advance consent to *pro forma* transfers of control be granted, and notifications of the transfer of these authorizations will be filed after the proposed restructuring has occurred. 47 C.F.R. §§ 1.948(c)(1), 63.24(f)(1).

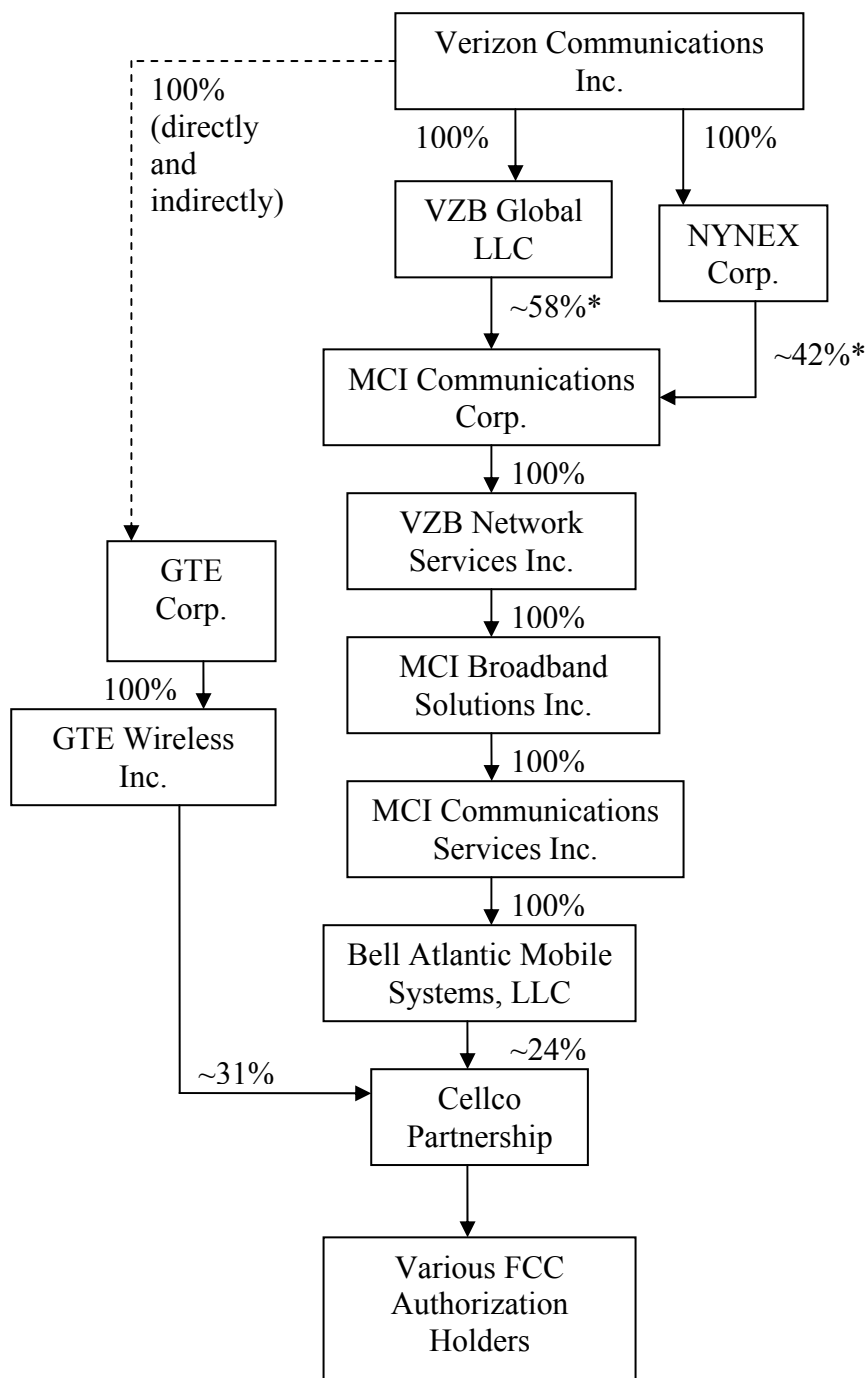
⁵ *FCBA Forbearance Order*, 13 FCC Rcd. at 6299, ¶ 8.

⁶ *Id.* at 6295, ¶ 2.

Pre-Restructuring Ownership of Cellco Partnership



Post-Restructuring Ownership of Cellco Partnership



*Ownership interests are approximate, with the exact percentage ownership to be determined upon closing of the proposed transaction.