

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

Verizon Communications Inc. (“Verizon”) seeks FCC consent to the *pro forma* transfer of control of the experimental licenses held by Cello Partnership, in connection with an internal restructuring involving certain direct and indirect subsidiaries of Verizon that is scheduled to occur on or about June 30, 2020.¹ The restructuring includes the elimination of multiple companies in the Verizon ownership chain, as well as the conversion of certain companies from corporations to limited liability companies. These non-substantive internal ownership changes will result in the *pro forma* assignment or transfer of control of various FCC licenses and authorizations within Verizon. Verizon, both before and after the restructuring, will indirectly control such licenses and authorizations. Specifically, the following *pro forma* transactions are scheduled to take place on or about June 30, 2020:

1. The following intermediate holding companies will be merged into their respective immediate parent companies, which ultimately will merge into MCI International, Inc. (which, as noted below, will be converted into a limited liability company):

MCI Broadband Solutions, Inc.
Terremark Worldwide, Inc.
MCI International Telecommunications Corporation
MCI International Services, Inc.

2. MCI Communications Corporation will be merged into its immediate parent company, Verizon Business Global LLC.
3. Verizon Americas Finance 1 Inc. and GTE Wireless of the Midwest Incorporated will be merged into Verizon Americas Inc. (which, as noted below, will be converted into a limited liability company).
4. The following subsidiaries will be converted from corporations to limited liability companies:

Verizon Business Network Services Inc.
MCI International, Inc.
MCI Communications Services, Inc.
Verizon Americas Inc.

5. Bell Atlantic Mobile Systems LLC will change its name to BAMS Communications LLC (“BAMS Communications”). BAMS Communications will form a new wholly-owned

¹ Notifications for authorizations impacted by the restructuring that are eligible for forbearance from the prior consent requirement for *pro forma* assignments and transfers of control, or are otherwise subject to post-closing notification requirements, will be filed after the proposed restructuring occurs. 47 C.F.R. §§ 1.767, 1.948(c)(1), 25.119(h), 63.24(f)(1).

subsidiary named Bell Atlantic Mobile Systems LLC (“New BAMS”), then contribute its assets to New BAMS. Those assets will include: (1) its FCC licenses, authorizations, and spectrum leases; and (2) any partnership interests held in other Verizon licensees, including its approximate 26.6 percent general partnership interest in Cellco Partnership.

Attached hereto are charts showing the ownership of the affected FCC licensees before and after the *pro forma* transactions described above. A list of the affected licensee subsidiaries also is set forth below.²

Because the internal restructuring will not change the ultimate control of any license or licensee – Verizon will continue to control all of these licensees and lessees post-closing – the transactions described above are *pro forma* in nature.³ 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.”⁴

² The licensees and call signs referenced in these filings are intended to be complete and include all licensees and licenses affected by the internal reorganization. Verizon, however, requests that FCC approval of the *pro forma* transfer or assignment applications include any licensees and call signs that may have been inadvertently omitted or are in pending status.

³ *Communications Bar Ass’ns 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) (concluding that a “corporate reorganization which involves no substantial change in the beneficial ownership of the corporation” is *pro forma* in nature).

⁴ *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.”).

Licensees Affected by the Internal Restructuring

Wireless Licensees/Lessees
Airtouch Cellular Inc.
Bell Atlantic Mobile Systems LLC
Cellco Partnership
CommNet Cellular Inc.
GTE Mobilnet of Fort Wayne Limited Partnership
GTE Mobilnet of Indiana Limited Partnership
GTE Mobilnet of Indiana RSA #3 Limited Partnership
GTE Mobilnet of Indiana RSA #6 Limited Partnership
GTE Mobilnet of Terre Haute Limited Partnership
GTE Wireless of the Midwest Inc.
Indiana RSA #1 Limited Partnership
Iowa RSA 5 Limited Partnership
Iowa RSA No. 4 Limited Partnership
MCI Communications Services, Inc.
New York RSA 2 Cellular Partnership
St. Lawrence Seaway RSA Limited Partnership
Terremark North America LLC
XO Communications Services, LLC

Experimental Authorization Holders
Cellco Partnership

International Section 214 Authorization Holders
Airtouch Cellular Inc.
Alltel Corporation
Bell Atlantic Mobile Systems LLC
Cellco Partnership
Fresno MSA, LP
GTE Mobilnet of California Limited Partnership
GTE Mobilnet of Fort Wayne Limited Partnership
GTE Mobilnet of Indiana Limited Partnership
GTE Mobilnet of Indiana RSA #3 Limited Partnership
GTE Mobilnet of Indiana RSA #6 Limited Partnership
GTE Mobilnet of South Texas Limited Partnership
GTE Mobilnet of Terre Haute Limited Partnership
GTE Mobilnet of Texas RSA #17 Limited Partnership
GTE Wireless of the Midwest Inc.
Indiana RSA #1 Limited Partnership
Iowa RSA 5 Limited Partnership

International Section 214 Authorization Holders
Iowa RSA No. 4 Limited Partnership
Kentucky RSA No. 1 Partnership
MCI Communications Corp.
MCI Communications Services, Inc.
MCI International Services, Inc.
New Mexico RSA 6-I Partnership
New Mexico RSA No. 5 Limited Partnership
Northwest Missouri Cellular Limited Partnership
Rural Cellular Corp.
Sacramento Valley Limited Partnership
Tuscaloosa Cellular Partnership
Verizon Business Network Services Inc.
Virginia RSA 5 Limited Partnership
XO Communications Services, LLC

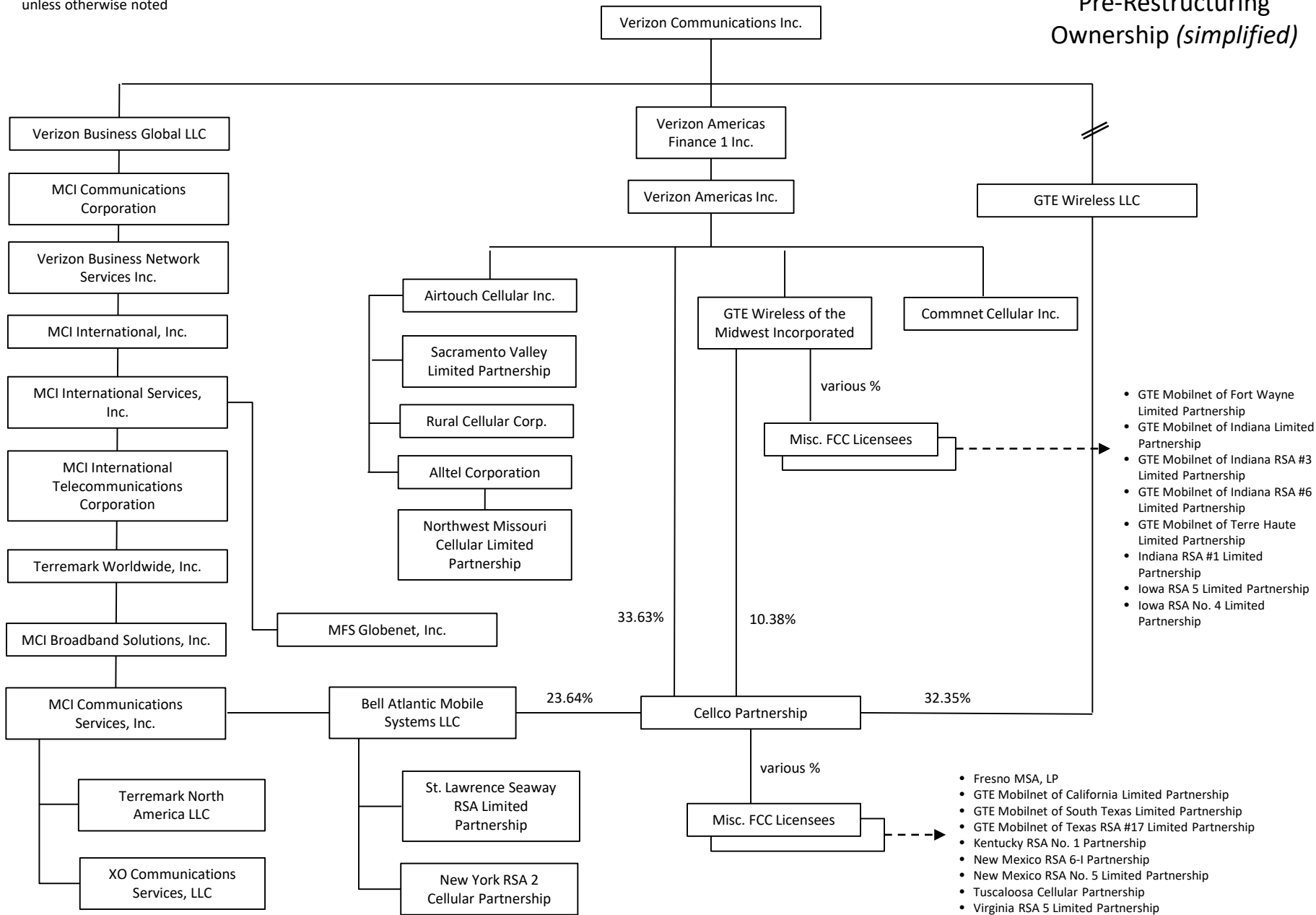
Fixed Earth Station Authorization Holders
MCI Communications Services, Inc.

VSAT Authorization Holders
MCI Communications Services, Inc.

Submarine Cable Licensees
MCI Communications Corp.
MCI International Inc.
MFS Globenet, Inc.

All interests are 100% unless otherwise noted

Pre-Restructuring Ownership (simplified)



All interests are 100% unless otherwise noted

Post-Restructuring Ownership (simplified)

