

**AMENDED EXHIBIT B: FOREIGN OWNERSHIP<sup>1</sup>**

Entity	Item (1): Percentage of Interest in Applicant	Item (2): Country of Origin and Address
JV PartnerCo, LLC	38.74%	Denver Place, South Tower 999 18th Street, 17th Floor Denver, CO 80202 USA
PCS Nucleus, L.P.	6.26%	Denver Place, South Tower 999 18th Street, 17th Floor Denver, CO 80202 USA
Vodafone 2. (Unlimited)	45.00%	Vodafone House The Connection Newbury, Berkshire RG14 2FN United Kingdom
Vodafone 4 BV	37.08%	Rivium Quadrant 173 15th Floor Capelle aan den IJssel 2909 LC Netherlands
Vodafone 4 Limited	45%	8-10 rue Mathias Hardt L1717 Luxembourg Luxembourg
Vodafone Americas 4 Limited	3.60%	Vodafone House The Connection Newbury, Berkshire RG14 2FN United Kingdom
Vodafone Americas Holdings Inc.	45.00%	Denver Place, South Tower 999 18th Street, 17th Floor Denver, CO 80202 USA
Vodafone Americas Inc.	45.00%	Denver Place, South Tower 999 18th Street, 17th Floor Denver, CO 80202 USA

<sup>1</sup> As a result of ongoing valuation calculations and restructuring, Vodafone Group PLC has made minor adjustments in the indirect owners and percent owned of Verizon Wireless since it filed its Form 175, though there has been no change to either its direct or ultimate beneficial ownership.

Entity	Item (1): Percentage of Interest in Applicant	Item (2): Country of Origin and Address
Vodafone Benelux Limited	24.53%	Vodafone House The Connection Newbury, Berkshire RG14 2FN United Kingdom
Vodafone Consolidated Holdings Limited	1.90%	Vodafone House The Connection Newbury, Berkshire RG14 2FN United Kingdom
Vodafone European Investments	45.00%	Vodafone House The Connection Newbury, Berkshire RG14 2FN United Kingdom
Vodafone Finance UK Limited <sup>2</sup>	45.00%	Vodafone House The Connection Newbury, Berkshire RG14 2FN United Kingdom
Vodafone Group Plc	45.00%	Vodafone House The Connection Newbury, Berkshire RG14 2FN United Kingdom
Vodafone Holdings LLC	3.02%	Denver Place, South Tower 999 18th Street, 17th Floor Denver, CO 80202 USA
Vodafone Holdings Luxembourg Limited	42.35%	8-10 rue Mathias Hardt L1717 Luxembourg Luxembourg
Vodafone Intermediate Enterprises Limited	45.00%	Vodafone House The Connection Newbury, Berkshire RG14 2FN United Kingdom
Vodafone International 1 S.a.r.l.	45.00%	Vodafone House The Connection Newbury, Berkshire RG14 2FN United Kingdom

<sup>2</sup> Added as an indirect owner in the Vodafone Americas chain since Verizon Wireless filed its Form 175.

Entity	Item (1): Percentage of Interest in Applicant	Item (2): Country of Origin and Address
Vodafone International Holdings Limited	32.90%	Vodafone House The Connection Newbury, Berkshire RG14 2FN United Kingdom
Vodafone International Operations Limited	45.00%	Vodafone House The Connection Newbury, Berkshire RG14 2FN United Kingdom
Vodafone Investments Luxembourg S.a.r.l.	4.28%	8-10 rue Mathias Hardt L1717 Luxembourg Luxembourg
Vodafone Jersey Dollar Holdings Limited	45.00%	Whiteley Chambers Don Street St. Helier JE4 9WG Jersey United Kingdom
Vodafone Luxembourg S.a.r.l	45.00%	8-10 rue Mathias Hardt L1717 Luxembourg Luxembourg
Vodafone Nominees Limited	1 share out of 7,425,191,220 of a 45% share of Applicant	Vodafone House The Connection Newbury, Berkshire RG14 2FN United Kingdom
Vodafone Worldwide Holdings Limited	12.10%	8-10 rue Mathias Hardt L1717 Luxembourg Luxembourg
Vodafone Limited	45.00%	Vodafone House The Connection Newbury, Berkshire RG14 2FN United Kingdom

### Item (3): Public Interest Statement

Cellco Partnership d/b/a Verizon Wireless (“Verizon Wireless”) is a partnership ultimately owned indirectly by Verizon Communications, Inc. (“Verizon”) and Vodafone Group Plc (“Vodafone”). Verizon, a Delaware Corporation, owns 55% of the partnership; Vodafone, a company organized under the laws of the United Kingdom, owns 45%. Control of the partnership is vested in a Board of Representatives, controlled by Verizon. Thus, Verizon is the majority owner and possesses sole affirmative control of Verizon Wireless.

In conjunction with the creation of the partnership, Verizon and Vodafone sought Commission approval, pursuant to Section 310(b)(4) of the Communications Act, 47 U.S.C. § 310(b)(4), for Vodafone to indirectly hold up to 65.1 percent of Verizon Wireless. The Commission granted the parties’ request, determining that “the public interest would be served by allowing the proposed indirect foreign ownership,” consistent with the Commission’s *Foreign Participation Order. In re Applications of Vodafone AirTouch Plc and Bell Atlantic Corporation, For Consent to Transfer of Control or Assignment of Licenses and Authorizations*, Memorandum Opinion and Order, DA 00-721, 15 FCC Rcd 16507, ¶¶ 17, 19 (rel. March 30, 2000) (*citing* 12 FCC Rcd. 23891, 23941 (1997)). The Commission stated further that its ruling “allows [Verizon Wireless] to be indirectly owned by Vodafone in an amount up to 65.1 percent” and that Verizon Wireless “would need additional Commission authority under section 310 (b)(4) before Vodafone could increase its investment above authorized levels . . . [or] before any other foreign entity or entities [other than ownership from the U.S. and U.K.] acquire, in the aggregate, a greater-than-25 percent indirect interest in [Verizon Wireless].” *Id.* ¶ 19, n. 34. Prior to the Commission’s grant of Vodafone’s indirect ownership interest in Verizon Wireless, Vodafone itself received authorization to hold up to a 100 percent indirect ownership interest in U.S. common carrier radio licensees. *See In re. AirTouch Communications, Inc., Transferor, and Vodafone Group, Plc., Transferee, For Consent to the Transfer of Control of Licenses and Authorizations*, Memorandum Opinion and Order, 14 FCC Rcd. 9430, ¶ 9 (Wireless Telecom. Bur. 1999); Public Notice, Report No. TEL-00174, DA 99-3033 (Int’l Bur. rel. Dec. 30, 1999).

Vodafone holds only a 45 percent indirect ownership interest in Verizon Wireless, well below the Commission-authorized level of 65.1 percent. Moreover, there are no foreign companies in the chain of ownership between Verizon and Verizon Wireless. Thus, there is no indirect foreign ownership in Verizon Wireless requiring additional Commission approval. Furthermore, even though 700 MHz involves spectrum that has not previously been licensed to Verizon Wireless, Verizon Wireless has indicated on its license application that it will use those licenses for radio common carrier purposes, which falls within the scope of the Commission’s previous approval of Vodafone’s indirect interest. Finally, the Commission previously authorized Verizon Wireless to hold other Part 27, WCS licenses and to be indirectly owned by Vodafone, consistent with Section 310(b)(4). *See Applications of Vodafone AirTouch Plc and Bell Atlantic Corporation, For Consent to Transfer Control or Assignment of Licenses and*

*Authorizations*, Memorandum Opinion and Order, 15 FCC Rcd 16507 (WTB & IB 2000). 700 MHz is included in Part 27 and defined as a subset of WCS.<sup>3</sup> Nonetheless, should the Commission determine that a new declaratory ruling is necessary, Verizon Wireless has requested such a ruling. A date-stamped copy of that request is attached herein.

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<sup>3</sup> Section 27.4 defines “wireless communications service” as “A radiocommunication service licensed pursuant to this part for the frequency bands specified in § 27.5.” 47 C.F.R. § 27.4. AWS is defined in Section 27.4 as “A radiocommunication service licensed pursuant to this part for the frequency bands specified in § 27.5(h).” *Id.* (emphasis added).

**Item (4) Petition for Declaratory Ruling**

# STAMP AND RETURN

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

In re Application of )  
)  
Cellco Partnership d/b/a Verizon Wireless )  
)  
Request for Declaratory Ruling Under Section )  
310(b)(4) of the Communications Act of 1934, )  
as Amended )

FILED/ACCEPTED

NOV 29 2007

Federal Communications Commission  
Office of the Secretary

To: The Commission

## REQUEST FOR DECLARATORY RULING

Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless") hereby submits this request for declaratory ruling, pursuant to Section 310(b)(4) of the Communications Act, the *Foreign Participation Order*, and the Commission's streamlined procedures.<sup>1</sup> Verizon Wireless requests the Commission to confirm that its prior approval of Verizon Wireless' ownership structure as fully in compliance with Section 310(b)(4) and in the public interest applies to any licenses it may acquire in the 698-806 MHz band (herein, the "700 MHz Band").

As the Commission is aware, Vodafone Group Plc ("Vodafone"), a company organized under the laws of the United Kingdom, holds a 45% indirect ownership interest in Verizon Wireless. The Commission previously determined that, "Because the United Kingdom is a Member of the World Trade Organization (WTO), under the Commission's *Foreign Participation Order*, we presume that the public interest would be served by authorizing, under

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<sup>1</sup> See 47 U.S.C. § 310(b)(4); *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, Report and Order and Order on Reconsideration, 12 FCC Red 23891, 24033 ¶ 323 (1997) ("*Foreign Participation Order*"); 47 C.F.R. § 63.12.

Section 310(b)(4), common carrier radio licenses held by entities indirectly owned by Vodafone and citizens of the United Kingdom.”<sup>2</sup> The Commission authorized Vodafone to hold up to a 100% indirect foreign ownership interest in U.S. common carrier radio licensees.<sup>3</sup> Subsequently, the Commission granted the request to allow Verizon Wireless to “be indirectly owned by Vodafone in an amount up to 65.1 percent” and authorized the transfer and assignment of numerous common carrier licenses including cellular, PCS, WCS and microwave authorizations.<sup>4</sup>

Verizon Wireless is filing an application to participate in the upcoming 700 MHz Band auctions, Auction 73 and Auction 76. As reported in detail in that application, there is no new or increased indirect foreign ownership in Verizon Wireless requiring additional Commission approval in connection with 700 MHz Band licenses that Verizon Wireless may acquire in this auction. To the extent that Verizon Wireless acquires 700 MHz Band licenses and uses those licenses for radio common carrier purposes, its indirect foreign ownership falls within the scope of the Commission’s previous approval of Vodafone’s indirect interest. Finally, the Commission previously authorized Verizon Wireless to hold other Part 27, WCS licenses and to be indirectly

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<sup>2</sup> *Applications of AirTouch Communications, Inc., Transferor, and Vodafone Group, Plc, Transferee for Consent to Transfer of Control of Licenses and Authorizations*, Memorandum Opinion and Order, 14 FCC Rcd 9430, 9434 ¶ 9 (WTB 1999).

<sup>3</sup> *See id.*; Public Notice, Report No. TEL-00174, DA 99-3033 (Int’l Bur. rel. Dec. 30 1999).

<sup>4</sup> *Applications of Vodafone AirTouch Plc and Bell Atlantic Corporation, For Consent to Transfer Control or Assignment of Licenses and Authorizations*, Memorandum Opinion and Order, 15 FCC Rcd 16507, 16514 ¶ 19 (WTB & IB 2000) (“Vodafone-Bell Atlantic Order”).



owned by Vodafone, consistent with Section 310(b)(4).<sup>5</sup> The 700 MHz Band is included in Part 27 and defined as a subset of WCS.<sup>6</sup>

Verizon Wireless thus submits that the Commission need not issue a declaratory ruling. Nonetheless, should the Commission determine that a declaratory ruling is necessary, Verizon Wireless hereby requests such a ruling approving the same level of indirect foreign ownership interest in any licenses it may acquire in the 700 MHz Band, as the Commission has granted for Verizon Wireless' common carrier licenses.

#### **I. DESCRIPTION OF FOREIGN OWNERSHIP**

Verizon Wireless is a Delaware general partnership owned indirectly by Verizon Communications, Inc. ("Verizon") and Vodafone. Verizon, a Delaware corporation, owns 55% of Verizon Wireless; Vodafone, a public limited company organized under the laws of the United Kingdom, owns 45%.

Vodafone previously received authorization from the Commission to hold its indirect interests in Verizon Wireless's common carrier licenses.<sup>7</sup> In conjunction with the creation of the partnership, Verizon and Vodafone sought Commission approval, pursuant to Section 310(b)(4), for Vodafone to indirectly hold up to 65.1% of Verizon Wireless. The Commission granted the parties' request, determining that "the public interest would be served by allowing the proposed indirect foreign ownership," consistent with the Commission's *Foreign Participation Order*.<sup>8</sup> The instant petition seeks a declaratory ruling allowing Vodafone to hold the same indirect

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<sup>5</sup> *See id.*

<sup>6</sup> Section 27.4 defines "wireless communications service" as "A radiocommunication service licensed pursuant to this part for the frequency bands specified in § 27.5." 47 C.F.R. § 27.4. Sections 27.5(b) and (c) identify the 700 MHz Band frequency bands subject to Auction 73.

<sup>7</sup> *See Vodafone-Bell Atlantic Order*, 15 FCC Rcd 16507.

<sup>8</sup> *Id.* at 16514 ¶ 19.

ownership interest of up to 65.1% in any 700 MHz Band licenses that Verizon Wireless may acquire.

## II. PUBLIC INTEREST STATEMENT

The public interest will be served if the Commission approves Vodafone's indirect ownership interest in 700 MHz Band licenses acquired by Verizon Wireless. In the *Foreign Participation Order*, the Commission concluded that allowing additional foreign investment in common carrier wireless licensees beyond the 25% benchmark of Section 310(b)(4) will promote competition in the U.S. market, thereby serving the public interest.<sup>9</sup> The Commission, therefore, adopted a presumption in favor of allowing such investment if the investment is from entities organized under the laws of WTO Members.<sup>10</sup> As the Commission previously concluded, Vodafone's principal place of business is the United Kingdom, a WTO Member.<sup>11</sup>

The Commission has already determined that the public interest would be served by allowing Vodafone to hold up to a 65.1% interest in the common carrier licenses held by Verizon Wireless.<sup>12</sup> The same public interest rationale that applied in that decision should apply with equal force to 700 MHz Band licenses. The Commission should therefore issue a declaratory ruling pursuant to its streamlined processing rules if it determines that a new declaratory ruling is needed.

## III. CONCLUSION

For the reasons stated herein, and to the extent necessary, Verizon Wireless respectfully requests that the Commission approve the same level of indirect foreign ownership interest in

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<sup>9</sup> *Foreign Participation Order*, 12 FCC Rcd at 23940 ¶ 111.

<sup>10</sup> *Id.* at 23913 ¶ 50, 23940 ¶¶ 111-12.

<sup>11</sup> *Vodafone-Bell Atlantic Order*, 15 FCC Rcd at 16514 ¶ 18.

<sup>12</sup> *Id.* at 16514 ¶ 19.

700 MHz Band licenses, Verizon Wireless may acquire as the Commission has granted for other Verizon Wireless common carrier licenses.

**VERIZON WIRELESS**

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