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Telecom Division
International Bureau

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Before The
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of Application of Price Communications Wireless IV, Inc., Assignor and Cellco Partnership, Assignee for Assignment of International Section 214 Authorization	) **Streamlined** **ITC-ASG-20001229-00766** PRICE COMMUNICATIONS WIRELESS IV, INC. File No. ________)

APPLICATION FOR ASSIGNMENT OF INTERNATIONAL SECTION 214 AUTHORIZATION

Cellco Partnership ("Cellco") d/b/a Verizon Wireless and Price Communications Wireless IV, Inc. ("Price") (collectively, "the Applicants"), hereby request Commission consent pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.18(e)(3) of the Commission's Rules (47 C.F.R. § 63.18(e)(3)), for the assignment to Cellco of an international Section 214 authorization to be held by Price. The assignment will occur pursuant to a transaction in which Price will contribute certain cellular and associated point-to-point microwave assets to Cellco. A detailed description of the transaction and its public interest benefits is attached to this application and has been filed as part of the applications to assign the related cellular and microwave licenses from Price to Cellco.

I. SECTION 63.18 REQUIREMENTS

The following information is submitted in accordance with Section 63.18(e)(3) of the Commission's Rules (47 C.F.R. § 63.18(e)(3)), and the applicable paragraphs thereunder.

a. Names, Addresses and Telephone Numbers

Assignor: Price Communications Wireless IV, Inc.
45 Rockefeller Plaza, Suite 3201
New York, NY 10020
(212) 757-5600

Assignee: Cellco Partnership, d/b/a Verizon Wireless
180 Washington Valley Road
Bedminster, NJ 07921
(908) 306-7304

b. Corporate Organization

Price is a Delaware corporation.

Cellco is Delaware general partnership.

c. Contact Persons for Correspondence

Assignor: Lawrence Roberts
Partner
Davis Wright Tremaine LLP
1500 K Street, NW, Suite 450
Washington, DC 20005
(202) 508-6600

Transferee: John T. Scott, III
Vice President and Deputy General Counsel
-- Regulatory Law
1001 Pennsylvania Avenue, NW
Washington, DC 20004-2595
(202) 624-2582;

after January 1, 2001
1300 I Street, NW
Suite 400 West
Washington, D.C. 20005

(202) 589-3760

d. Description of Section 214 Authorizations

Cellco holds international Section 214 authority to provide international switched and private-line services as a facilities-based and resale carrier, pursuant to Sections 63.18(e)(1) and (e)(2) of the rules, between points in the United States and foreign points in connection with Cellco's provision of commercial mobile service.[1] Price will hold international Section 214 authority to provide international service pursuant to [Sections 63.18(e)(1) and (e)(2)] of the rules.[2]

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[1] *See* File Nos. ITC-214-19960422-00159 (switched resale), ITC-214-19960924-00461 (limited global facilities-based); ITC-214-1996-1008-00504 (switched resale); ITC-94-275 (switched resale). Cellco also holds a controlling interest in PrimeCo Personal Communications, L.P. ("PrimeCo") which, along with certain PrimeCo affiliates, is authorized to provide service pursuant to Section 63.18(e)(2) of the rules. File Nos. ITC-214-19961004-00492, ITC-214-19961118-00579.

[2] *See* File No. ITC-214-20001221-00732, (filed Dec. 19, 2000). The International Bureau is processing this and related applications for initial authorization.

e. By this and other simultaneous filed applications, Cellco seeks authority to acquire, by assignment, the international Section 214 authorizations held by Price pursuant to Section 63.18(e)(3) of the Commission's rules.

f. Not applicable

g. Not applicable

h. Equity and Directors

The ultimate 10 percent or greater interest holders in assignee Cellco are Verizon Communications, Inc. ("Verizon") and Vodafone Group Plc ("Vodafone").

Verizon Communications, Inc.
1095 Avenue of the Americas
New York, NY 10036
Principal Business: Telecommunications
Citizenship: Delaware (U.S.) Corporation
Percentage Held: 55 percent indirect interest

Vodafone Group, Plc
The Courtyard
2-4 London Road, Newbury
Berkshire RG14 1JX
U.K.
Principal Business: Wireless, Competitive Fixed and Satellite Telecommunications Services
Citizenship: United Kingdom
Percentage Held: 45 percent indirect interest

There are no interlocking directorates between Cellco and a foreign carrier.

i. Affiliations with Foreign Carriers

Applicant Cellco hereby certifies that it is affiliated with foreign carriers in the countries described below.

Argentina	CTI Compania de Telefonos del Interior S.A.; CTI Norte Compania de Telefonos del Interior S.A.
Australia	Vodafone Australia
Austria	tele.ring
Canada	BCT.Telus Communications, Inc.; Quebec-Telephone; Clearnet Communications Inc.
Dominican Republic	Compania Dominicana de Telefonos ("CODOTEL")
Egypt	MisrFone
France	FLAG Telecom Holdings Limited ("FLAG")
Germany	Mannesmann Mobilfunk GmbH/D2; Arcor and o.tel.o.
Gibraltar	Gibraltar NYNEX Communications, Ltd.
Greece	Panafon
Hungary	Vodafone Hungary
Italy	Omnitel; Infostrada; FLAG Telecom Ireland Limited ("FTIL")
Japan	GTE Far East (Services) Limited; FLAG
Malta	Vodafone Malta
Mexico	Grupo Iusacell, S.A. de C.V.
Netherlands	Libertel; FTIL
New Zealand	Vodafone New Zealand
Portugal	Telecel
Singapore	FLAG Telecom Singapore ("FTS")
Spain	Airtel
Sweden	Europolitan
United Kingdom	Vodafone; FTIL
Venezuela	Compania Anonima Nacional Telefonos de Venezuela ("CANTV")

j. Destination Markets

Cellco hereby certifies that it is not a foreign carrier in any destination market, and does not control a foreign carrier in any destination market.

Cellco hereby certifies that it provides international telecommunications services to the following destination markets identified in paragraph (i) above in which Vodafone and/or Verizon controls a foreign carrier: Argentina, Australia, Austria, Canada, Dominican Republic, Egypt, France, Germany, Gibraltar, Greece, Hungary, Italy, Japan, Malta, Mexico, The Netherlands, New Zealand, Portugal, Singapore, Spain, Sweden, the United Kingdom, and Venezuela.

k. Competition Issues

All the destination markets identified in paragraph (j) above are WTO Member countries.

l. Reselling Services of Unaffiliated U.S. Facilities-Based Carriers

The Commission has previously determined that Cellco, as an authorized international carrier subsidiary of Verizon (formerly Bell Atlantic), is entitled to nondominant treatment on all international routes pursuant to Section 63.10(a)(3) of the Commission's rules, except as to the routes to the Dominican Republic and Venezuela. However, as previously determined by the Commission, pursuant to Section 63.18(e)(2) of the rules, Cellco is subject to non-dominant regulation for purposes of services provided to the Dominican Republic and Venezuela and agrees to continue to comply with the reporting requirements of Section 43.61(c) of the rules.[3] Cellco does not serve Gibraltar on a facilities basis.

m. Non-Dominant Classification

The foreign carriers affiliated with Cellco by virtue of Vodafone's 45 percent ownership interest -- those in Australia, Austria, Egypt, Germany, Greece, Hungary, Italy, Malta, The Netherlands, New Zealand, Portugal, Spain,

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[3] *See In re Application of GTE Corporation and Bell Atlantic Corporation Transferee, for Consent to Transfer Control of Domestic and International Sections 214 and 310 Authorizations and Application to Transfer Control of a Submarine Cable Landing License*, CC Docket No. 98-184, Memorandum Opinion and Order, FCC 00-221, ¶ 422, n.953 (rel. June 16, 2000) ("Bell Atlantic-GTE Order").

Sweden, and the United Kingdom -- are all either mobile wireless carriers or competitive wireline carriers, each of which has far less than 50 percent market share in the international transport and the local access in their respective countries; moreover, Cellco only provides resold international services to these destinations. Therefore, and as the Commission has already determined, Cellco is entitled to non-dominant treatment on all of these routes pursuant to Sections 63.10(a)(3) and (a)(4) of the Commission's rules.[4]

Cellco is also entitled to non-dominant regulation on those affiliated routes where its parent company Verizon holds indirect ownership interests -- Argentina, Canada, Dominican Republic, Japan, Gibraltar, Mexico, and Venezuela. The Commission has already determined that Verizon and its international subsidiaries -- including Cellco -- qualify for non-dominant classification on all of these routes for the resale of unaffiliated facilities-based carriers' international switched services.[5] As Cellco will continue to provide international service pursuant to Section 63.18(e)(2) of the rules, and would acquire no additional foreign carrier affiliations by virtue of the transaction

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[4] *See* 47 C.F.R. §§ 63.10(a)(3), (4); *see also 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, ¶ 18 (WTB/IB rel. March 30, 2000); File Nos. FCN-NEW-20000831-00048, FCN-NEW-20000608-00036.

[5] *See* Bell Atlantic-GTE Order, ¶¶ 406-422.

with Price, Cellco remains subject to nondominant regulation on all international routes pursuant to Section 63.10(a)(4).[6]

n. Special Concessions

Cellco certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

o. Anti-Drug Abuse Act Certification

Cellco hereby certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that no party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

p. Streamlined Processing

This application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules (47 C.F.R. § 63.12). As discussed above, the Commission has already determined, as to the foreign carrier affiliations that result from both Verizon's 55 percent and Vodafone's 45 percent ownership

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[6] As noted above, Cellco is also authorized to provide facilities-based services pursuant to Section 63.18(e)(1) of the Commission's rules. To the extent that Cellco were to provide facilities-based international services, the Commission has already determined that Cellco is subject to non-dominant regulation on those routes in which Verizon-controlled carriers are subject to dominant carrier regulation, namely the Dominican Republic and Venezuela. *Id.* ¶¶ 420-22.

that Cellco is entitled to non-dominant treatment.[7] This application is therefore subject to streamlined processing pursuant to Section 63.12(c)(1)(i)-(iv) of the Commission's rules.

II. CONCLUSION

For the reasons set forth above, the public interest, convenience and necessity would be furthered by grant of this application, and the Commission should consent to the assignment to Cellco of various international Section 214 authorization held by Price.

Respectfully submitted,

Price Communications Wireless IV, Inc.	**Cellco Partnership**
By: Lawrence Roberts	By: John T Scott III
Lawrence Roberts Partner Davis Wright Tremaine LLP 1500 K Street, NW Suite 450 Washington, DC 20005 (202) 508-6600	John T. Scott, III Vice President and Deputy General Counsel -- Regulatory Law Cellco Partnership d/b/a Verizon Wireless 1001 Pennsylvania Avenue, NW Washington, DC 20004-2595 (202) 624-2582

December 28, 2000

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[7] *See* 47 C.F.R. §§ 63.10(a)(3), (a)(4).

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

This application requests the Commission's consent to assign certain cellular radiotelephone licenses (and any associated point-to-point microwave licenses) from entities that are ultimately controlled by Price Communications Corporation ("PCC"), to Cellco Partnership ("Cellco"). The call signs for the licenses are set forth on the application.

Cellco is a general partnership, which is ultimately owned by Verizon Communications Inc. ("Verizon Communications") and Vodafone Group Plc. ("Vodafone"). Information as to Cellco's ownership is provided in Exhibit 2 to this application and in Cellco's Form 602, which is on file with the Commission. Vodafone's minority, indirect, non-controlling interest in the partnership, and its qualifications (as a foreign corporation) to hold indirect ownership interests in common carrier licenses have been previously authorized by the FCC under Section 310(b)(4) of the Communications Act.[1] Neither Vodafone nor any of its foreign subsidiaries hold any direct ownership interests in any common carrier licenses. No changes have occurred in Vodafone or Cellco's foreign ownership. Accordingly, Cellco requests the Commission find that no new foreign ownership issues are raised by this filing and extend the previous section 310(b)(4) authorization to the licenses in this application.

The transaction will involve three steps. First, the licenses will be contributed by each current licensee, through intermediate subsidiaries, to Price Communications Wireless, Inc. ("PCW"), a wholly owned subsidiary of PCC. This will be a *pro forma* assignment because each licensee and intermediate subsidiary is

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[1] *See* In re Applications of Vodafone AirTouch Plc and Bell Atlantic Corporation, For Consent to the Transfer of Control or Assignment of Licenses and Authorizations, *Memorandum Opinion and Order*, DA 00-721 at ¶ 19 (Intl. and Wir. Tel. Burs., rel. Mar. 30, 2000); *FCC Public Notice*, "International Authorizations Granted," Report No. TEL-00174, DA No. 99-3033 (IB and WTB, rel. Dec. 30, 1999); 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 (WTB 1999).

presently ultimately controlled by PCC. In step two, PCW will assign the licenses to Cellco in return for a partnership interest in Cellco. At the conclusion of these two steps, Cellco will become the licensee of the subject stations.[2] In step three, Verizon Wireless Inc. (VWI") will acquire PCW, in exchange for VWI common stock.

The transaction will not occur unless an initial public offering ("IPO") is completed for VWI. Following the completion of all three steps, VWI will own PCW, and PCW will own an indirect minority ownership interest in Cellco. Verizon Communications will continue to hold ultimate control of Cellco through its rights to elect a majority of the board of directors of VWI.

This application raises no issues under the Commission's spectrum cap rule, 47 CFR § 20.6. The majority of the cellular systems are located in markets in which Cellco currently holds no interests in CMRS licenses. Several of the cellular systems are located in RSAs which overlap the Jacksonville, Florida MTA, in which Cellco holds a PCS 30 MHz license. The combined spectrum will thus total 55 MHz. Under the spectrum cap rule, 47 CFR § 20.6(a), as applied to rural service areas, a single entity is permitted to hold up to 55 MHz of cellular and PCS spectrum in overlapping markets. Finally, the cellular system located in the Panama City, Florida MSA overlaps with the Jacksonville, Florida MTA. The combined spectrum will total 55 MHz. Under the spectrum cap rule, 47 CFR § 20.6(c)(1), significant overlap, resulting in a violation of the spectrum cap, occurs when at least 10 percent of the population of the PCS licensed service area for the counties contained therein is located within the CGSA of the cellular system. The Panama City MSA is comprised of just one county, Bay County. Based on the most recent available decennial census figures, only six percent of the population of the Jacksonville MTA is located within the Panama City MSA. Accordingly, Cellco will be in compliance with the rule.

Grant of this application will serve the public interest because it will enable customers in these markets to have access to the large array of wireless voice and

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[2] As discussed above, PCW will engage in a series of *pro forma* consolidations prior to consummation of the ultimate transaction. At this time, it is not possible to know whether the applicants will ultimately require authority either to transfer control of the licensee or to assign the licenses. Accordingly, at the direction of Commission staff the applicants request alternative consents to assign the licenses or transfer of control of the licensees.

data services that Cellco offers today and plans to offer in the future. In addition, the transaction will enable Cellco to integrate these cellular systems into its national footprint. The Commission has repeatedly acknowledged the public interest is served by allowing carriers to assemble national footprints.[3] Cellco will also be able to deploy its resources to provide enhanced competition to the other CMRS carriers in these markets and make more wireless services available to the public. Grant of this application is thus in the public interest.

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[3] *See, e.g.*, Vodafone AirTouch Plc, DA 00-721 (rel. March 30, 2000), at ¶ 33; Voicestream Wireless Corp., FCC 00-53 (rel. Feb. 15, 2000).

RESPONSE TO QUESTION 73

The Applicant is part of Verizon Wireless, a national commercial wireless carrier. Verizon Wireless is owned and controlled, ultimately, by a partnership between Verizon Communications Inc. ("Verizon") and Vodafone Group Plc ("Vodafone").[1] Verizon, a Delaware Corporation, owns 55% of this partnership; Vodafone, a company organized under the laws of the United Kingdom, owns 45%. Control of this partnership is vested in a Board of Representatives, which in turn is controlled by Verizon. In sum, Verizon is the majority owner and possesses sole affirmative control of the partnership and Verizon Wireless. Vodafone's minority, indirect, non-controlling interest in the partnership, and its qualifications (as a foreign corporation) to hold indirect ownership interests in common carrier licenses have been previously authorized by the FCC under Section 310(b)(4) of the Communications Act.[2] Neither Vodafone nor any of its foreign subsidiaries hold any direct ownership interests in any common carrier licenses. No new foreign ownership issues are raised by this filing.

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[1] Bell Atlantic Corporation changed its name to Verizon Communications Inc. in September, 2000; Vodafone AirTouch Plc changed its name to Vodafone Group Plc in July, 2000.

[2] *See In re Applications of Vodafone AirTouch Plc and Bell Atlantic Corporation, For Consent to the Transfer of Control or Assignment of Licenses and Authorizations, Memorandum Opinion and Order*, DA 00-721 at ¶ 19 (Intl. and Wir. Tel. Burs., rel. Mar. 30, 2000); *FCC Public Notice*, "International Authorizations Granted," Report No. TEL-00174, DA No. 99-3033 (Intl. Bur., rel. Dec. 30, 1999); *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 (Wir. Tel. Bur., 1999).