

NOTIFICATION OF *PRO FORMA* ASSIGNMENT OF INTERNATIONAL SECTION 214 AUTHORITY

Pursuant to Section 214 of the Communications Act of 1934, as amended (“the Act”), and Sections 63.18 and 63.24 of the Commission’s rules,¹ Verizon North LLC (“Verizon North”) hereby notifies the Commission of the *pro forma* assignment of the international Section 214 authority held by Verizon North Retain Co. (“Retain Co.”) to Verizon North. This *pro forma* assignment was consummated on November 30, 2010. This narrative provides the information required by Section 63.18 of the Commission’s rules.

I. RESPONSE TO ITEMS ON IBFS ELECTRONIC FORMAT

A. Answer to Question 10 – Section 63.18(a)-(d)

Verizon North and Retain Co. are wholly-owned subsidiaries of Verizon Communications Inc. (“Verizon”), a holding company that has a number of wholly-owned subsidiaries which provide communications services and hold various FCC licenses and authorizations.

The name, address and telephone number of Verizon North are provided on the attached IBFS form. Verizon, Verizon North, and Retain Co. are all Delaware corporations. Prior to the transaction, Verizon North did not hold any international Section 214 authorizations. Its ultimate parent, Verizon, directly or indirectly controls many subsidiaries who hold such authorizations to provide individual switched resale services and global or limited global facilities-based and resale services.

¹ 47 C.F.R. §§ 63.18 and 63.24.

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B. Answer to Question 11 – Section 63.18(h)

Verizon North is a direct wholly-owned subsidiary of Verizon. No persons or entities hold a direct or indirect 10 percent or greater interest in Verizon. Verizon is a Delaware corporation with its primary address at 140 West Street, New York, NY 10007. Verizon is a holding company that owns operating subsidiaries that provide a range of communications services in the United States and throughout the world. The company's operating subsidiaries offer local telephone service, as well as broadband, nationwide long-distance, high-capacity connections, video, and other services. Verizon's subsidiaries own, operate, monitor, and maintain extensive communications networks, with facilities in countries and cities throughout North America, Latin America, Europe, Africa, and the Asia-Pacific region. Further, Verizon is a majority owner of Cellco Partnership d/b/a Verizon Wireless, which serves over 93 million wireless voice and data subscribers across the United States.

C. Answer to Question 12 – Interlocking Directorates

As stated in the attached IBFS form, assignee Verizon North has no interlocking directorates with a foreign carrier.

D. Answer to Question 13 – Description of Assignment and Public Interest Statement

This application is being filed to effectuate the *pro forma* assignment of Retain Co.’s international Section 214 authority to Verizon North. This *pro forma* transaction was consummated on November 30, 2010. In order to effectuate Verizon’s business goals, the company restructured its interests in the assets held by Retain Co. This resulted in the assignment of Retain Co.’s international Section 214 authority to Verizon North.

Because Verizon retains ultimate control of the holder of Section 214 authority both before and after this restructuring, the assignment is *pro forma* in nature. Here, the *pro forma* assignment of Section 214 authority facilitates a corporate restructuring necessary to effect Verizon’s business goals and will not result in any substantial change of control. The Commission has previously stated 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.”²

II. CONCLUSION

The Applicants hereby and respectfully notify the Commission of the *pro forma* assignment of the international Section 214 authorization held by Retain Co. to Verizon North.

² 1998 Biennial Review – Review of International Common Carrier Regulations, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999).