

ATTACHMENT 1
NOTIFICATION OF *PRO FORMA* ASSIGNMENT OF
INTERNATIONAL SECTION 214 AUTHORIZATIONS

Pursuant to Section 63.24(f) of the Commission's rules, this filing timely notifies the Commission of the *pro forma* assignment of two international Section 214 authorizations. On December 31, 2010, Cellco Partnership, d/b/a Verizon Wireless ("Verizon Wireless") effected an internal restructuring affecting many of the subsidiaries in which it holds a sole controlling ownership interest. Two of those subsidiaries, which were merged into different entities, held international section 214 authority. Specifically, GTE Railfone, LLC ("GTE Railfone" – ITC-214-19920813-00076) assigned its authorization to Verizon Wireless, and KIN Network, Inc. ("KIN Network" – ITC-214-19970219-00097) assigned its authorization to Alltel Communications, LLC, an indirect wholly-owned subsidiary of Verizon Wireless.

RESPONSE TO ITEMS IN IBFS MAIN FORM ELECTRONIC APPLICATION

Answer to Question 10

Assignor Information in Response to Section 63.18(c)-(d):

Correspondence concerning this notification should be sent to:

Cellco Partnership d/b/a Verizon Wireless
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1300 I Street, NW
Suite 400 West
Washington, DC 20005
Phone: (202) 589-3768
Fax: (202) 589-3750
michael.samsock@verizonwireless.com

Assignee Information in Response to Section 63.18(c)-(d):

Correspondence concerning this notification should be sent to:

Cellco Partnership d/b/a Verizon Wireless
Attn: Michael D. Samsock
1300 I Street, NW
Suite 400 West
Washington, DC 20005
Phone: (202) 589-3768
Fax: (202) 589-3750
michael.samsock@verizonwireless.com

Verizon Wireless holds a number of international Section 214 authorizations in addition to that formerly held by GTE Railfone, including: File Nos. ITC-214-19920813-

00076; ITC-214-19960422-00159 (switched resale); ITC-214-19960924-00461 (limited global facilities-based); ITC-214-19961008-00504 (switched resale); ITC-214-19940406-00135 (switched resale); ITC-214-19960509-00185; ITC-214-19961004-00492; ITC-214-19961118-00579; ITC-214-20000428-00255; ITC-214-20000428-00254; ITC-214-20001221-00729; ITC-214-20001221-00730; ITC-214-20001221-00731; ITC-214-20001221-00732; ITC-214-20001221-00733; ITC-214-20001221-00734; ITC-214-20001221-00735; ITC-214-20001221-00736; ITC-214-20040826-00343; and ITC-214-20010504-00279.

Alltel Communications, LLC holds the following authorization in addition to that formerly held by KIN Network: ITC-214-19960404-00138 (switched resale).

Answer to Question 11

Assignee's Ownership

GTE Railfone and KIN Network were both indirect wholly-owned subsidiaries of Verizon Wireless, and Alltel Communications, LLC is an indirect wholly-owned subsidiary of Verizon Wireless.¹ Thus, the ultimate ownership and control of both assignees is identical.

The ultimate 10 percent or greater interest holders in Verizon Wireless are Verizon Communications Inc. ("Verizon") and Vodafone Group Plc ("Vodafone"), both of whom are widely-held, publicly-traded corporations.

Verizon Communications Inc.²

140 West Street

New York, NY 10007

Principal Business: Holding company that owns operating subsidiaries that provide a range of communications services.

Citizenship: Delaware (U.S.) Corporation

Percentage Held: 55 percent indirect interest

¹ Alltel Communications, LLC is a direct wholly-owned subsidiary of AirTouch Cellular which, in turn, is a direct wholly-owned subsidiary of Verizon Wireless (VAW) LLC. Verizon Wireless (VAW) LLC is a direct wholly-owned subsidiary of Verizon Wireless.

² Additional information for Verizon, as reported in Verizon Wireless's FCC Form 602 ownership report, follows: Verizon, the indirect and controlling parent of Verizon Wireless, owns 100% each of Verizon Investments Inc. and NYNEX Corporation, and 91.7777% of GTE Corporation. Verizon Investments Inc. owns 100% of Bell Atlantic Global Wireless, Inc., which owns 1.3727% of GTE Corporation and 57.5755% of Bell Atlantic Mobile Systems, Inc. NYNEX Corporation owns 6.8496% of GTE Corporation. GTE Corporation owns 100% of GTE Wireless Incorporated. The following indirect subsidiaries of Verizon hold direct ownership interests in Verizon Wireless in the amounts indicated: GTE Wireless Incorporated (30.8385%) and Bell Atlantic Mobile Systems, Inc. (24.1615%).

Vodafone Group Plc³
Vodafone House
The Connection
Newbury
Berkshire RG14 2FN
U.K.
Principal Business: Wireless, Competitive Fixed and Satellite
Telecommunications Services
Citizenship: United Kingdom
Percentage Held: 45 percent indirect interest

No other person or entity holds a ten percent or greater direct or indirect interest in Verizon Wireless.

Answer to Question 12

There are no interlocking directorates between Verizon Wireless and a foreign carrier. There are no interlocking directorates between Alltel Communications, LLC and a foreign carrier.

³ Additional information for Vodafone, as reported in Verizon Wireless's FCC Form 602 ownership reports, follows: Vodafone Group Plc owns 100% of Vodafone European Investments and 100% of Vodafone Nominees Limited. Vodafone European Investments owns 100% of Vodafone International Operations Limited, a U.K. company. Vodafone International Operations Limited owns 100% of Vodafone International Holdings Limited and Vodafone Worldwide Holdings Limited, both U.K. companies. Vodafone International Holdings Limited and Vodafone Worldwide Holdings Limited own, respectively, 73.12% and 26.88% of Vodafone Intermediate Enterprises Limited, a U.K. company. Vodafone Intermediate Enterprises Limited owns 100% of Vodaphone Limited, a U.K. company. Vodaphone Limited and Vodafone Nominees Limited own 99.99% and one share, respectively, of Vodafone 2., also a U.K. company. Vodafone 2. owns 100% of Vodafone Holdings Luxembourg Limited, a U.K. company, which owns 94.12% of Vodafone Jersey Dollar Holdings Limited, a Jersey (U.K.) company (the other 5.88% being held by Vodafone 2.). Vodafone Jersey Dollar Holdings Limited owns 61.21% of Vodafone International 1 S.a.r.l., a Luxembourg company (the other 38.79% being held by Vodafone Finance UK Ltd), which owns 100% of Vodafone Luxembourg S.a.r.l. ("Lux 1"). Lux 1 owns 100% of Vodafone 4 BV, a Dutch company. Vodafone 4 BV owns 100% of Vodafone 4 Limited. ("Lux 4"), a Jersey (U.K.) company. Lux 4 owns 100% of Vodafone Americas Finance 1 Inc. ("VAF1"). VAF1 owns 100% of Vodafone Americas Finance 2 Inc., which in turn owns 100% of Vodafone Americas Holdings Inc., a Delaware corporation. Vodafone Americas Holdings Inc. owns 100% of Vodafone Americas Inc., which in turn owns 100% of JV PartnerCo, LLC and Vodafone Holdings LLC. Vodafone Americas Inc. and Vodafone Holdings LLC own and 51.79% and 48.21%, respectively, of PCS Nucleus, L.P. The following indirect subsidiaries of Vodafone hold direct ownership interests in Verizon Wireless in the amounts indicated: JV PartnerCo, LLC (38.77%) and PCS Nucleus, L.P. (6.23%).

Answer to Question 13

On December 31, 2010, Cellco Partnership, d/b/a Verizon Wireless (“Verizon Wireless”) effected an internal restructuring affecting many of the subsidiaries in which it holds a sole controlling ownership interest. Two of those subsidiaries, which were merged into different entities, held international section 214 authority. Specifically, GTE Railfone was merged into and assigned its authorization to Cellco Partnership, and KIN Network, Inc. was merged into and assigned its authorization to Alltel Communications, LLC. A license assignment or transfer “from a corporation to a wholly owned direct or indirect subsidiary thereof or vice versa,” or that otherwise involves no substantial change in beneficial ownership, is treated as presumptively *pro forma*.⁴ The Commission has previously stated that where no substantial change of control will occur, “grant of the application is deemed presumptively in the public interest”⁵ and the same conclusion clearly applies here.

⁴ 47 C.F.R. § 63.24(d) Note 2.

⁵ See, e.g. *Forbearance Regarding Non-Substantial Assignment of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, 13 FCC Rcd 6293, 6295 (1998).