

**ATTACHMENT
FOR THE *PRO FORMA* ASSIGNMENT OF
INTERNATIONAL SECTION 214 AUTHORIZATION**

This filing notifies the Commission, pursuant to Section 63.24(f) of the Commission's rules,¹ of the *pro forma* assignment of the international Section 214 authorization held by Western Wireless, LLC ("Western Wireless") to Alltel Communications, LLC ("Alltel") as part of an internal corporate restructuring involving indirect, wholly owned subsidiaries of Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless"). This reorganization took place on December 31, 2011.

Both before and after the reorganization, the licenses were ultimately controlled by Verizon Wireless. As such, this restructuring is *pro forma* in nature and "prior approval from the Commission need not be sought."²

RESPONSE TO ITEMS ON IBFS ELECTRONIC FORM

Answer to Question 10 – Section 63.18(c)-(d):

For the instant *pro forma* assignment filing, Western Wireless is the assignor and Alltel is the assignee.

- Contact information for both Western Wireless and Alltel is as follows:

Company Contact:

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

Legal Counsel:

Nancy J. Victory
Wiley Rein LLP
1776 K Street, NW
Washington, DC 20006

¹ 47 C.F.R. § 63.24(f).

² 47 C.F.R. § 63.24(d).

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Fax: 202-719-7049
Email: nvictory@wileyrein.com

- Western Wireless was organized under the laws of Washington and Alltel is organized under the laws of Delaware.
- The Assignee, Alltel, held two international Section 214 authorizations prior to this transaction, File Nos. ITC-214-19970219-00097 and ITC-214-19960404-00138. Western Wireless previously held the international Section 214 authorization that is the subject of this filing, File No. ITC-214-20010427-00254.

Answer to Question 11

The name, address, citizenship, and principal business of each of Alltel's ten percent or greater interest holders are:

AirTouch Cellular
15505 Sand Canyon Avenue
Irvine, CA 92618
Citizenship: United States (California)
Principal Business: Voice or Data Communications-Related Services or Support
Ownership Interest: 100% direct interest in Alltel

Verizon Wireless
One Verizon Way
Basking Ridge, NJ 07920
Citizenship: United States (Delaware)
Principal Business: Voice or Data Communications-Related Services or Support
Ownership Interest: 100% indirect interest in Alltel

Verizon
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% indirect interest in Alltel

Vodafone Group Plc
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% indirect interest in Alltel

No other person or entity holds a ten percent or greater interest in Alltel.

Answer to Question 13

The assignment that is the subject of these notification filings resulted from an internal corporate restructuring that occurred on December 31, 2011. The restructuring involved a *pro forma* assignment of all FCC authorizations held by Western Wireless to Alltel. Alltel timely notified the Commission of the *pro forma* assignment of all wireless authorizations held by Western Wireless,³ but inadvertently did not notify the Commission of the *pro forma* assignment of Western Wireless' international Section 214 authorization.

Both before and after this transaction, Verizon Wireless has continued to hold a controlling interest in Alltel. As such, the restructuring is *pro forma* in nature.⁴ This transaction is in the public interest because the reorganization will effect a more streamlined ownership structure. Moreover, 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.”⁵

Alltel respectfully requests a waiver of Section 63.24(f) of the Commission's rules, which requires the filing of a notification of a *pro forma* assignment no later than thirty days after the transaction is complete.⁶ Due to an inadvertent administrative oversight, notice of this component of the transaction was not timely filed. Alltel submits that grant of this waiver is in the public interest, because it is necessary to ensure the accuracy of the Commission's records.

³ See ULS File No. 0005031123 (filed Jan. 17, 2012).

⁴ 47 C.F.R. § 63.24(d). Pursuant to Note 2 to paragraph (d), a transaction is presumptively *pro forma* if it is a “[c]orporate reorganization that involves no substantial change in the beneficial ownership of the corporation.”

⁵ 1998 *Biennial Review – Review of International Common Carrier Regulations*, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999).

⁶ See 47 C.F.R. § 63.24(f).