

**ATTACHMENT 1 TO FCC ELECTRONIC FORM**  
**Notification of *Pro Forma* Assignment**

Pursuant to Section 214 of the Communications Act of 1934, as amended, (“the Act”), 47 U.S.C. § 214, and Section 63.24(f) of the Commission’s rules, 47 C.F.R. § 63.24(f), Verizon Communications Inc. (“Verizon”) notifies the Federal Communications Commission (“Commission” or “FCC”) of the *pro forma* assignment of an international Section 214 authorization as part of an internal corporate restructuring involving indirect wholly owned subsidiaries of Verizon. Specifically, the restructuring eliminated or relocated several entities in the Verizon ownership chain, resulting in the transfer of control or assignment of certain FCC licenses, authorizations, and spectrum leases from and to subsidiaries of Verizon, including the assignment of the international Section 214 authorization held by Upstate Cellular Network to Bell Atlantic Mobile Systems of Allentown, Inc. The transaction did not change the ultimate ownership or control of the international Section 214 authorization at issue and was, therefore, *pro forma* in nature. This transaction was completed on September 30, 2016.<sup>1</sup>

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

The contact information for Upstate Cellular Network and Bell Atlantic Mobile Systems of Allentown, Inc. follows:

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katharine.saunders@verizon.com

with a copy to:

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<sup>1</sup> Prior to the closing of the transaction, Verizon applied for and received consent to the *pro forma* transfer of the experimental authorization held by Cellco Partnership. See File No. 0024-EX-TU-2016 (granted Sept. 13, 2016). Notification is concurrently being filed regarding the transfer of control of several international Section 214 authorizations and common carrier radio licenses and leases held by subsidiaries of Verizon. See ULS File No. 0007508550.

Place of Formation:

Upstate Cellular Network was a New York general partnership. Bell Atlantic Mobile Systems of Allentown, Inc. is incorporated in Delaware.

International Section 214 Authority:

Upstate Cellular Network previously held the international Section 214 authorization that is the subject of this notification, File No. ITC-214-19960509-00185. Prior to this internal restructuring, Bell Atlantic Mobile Systems of Allentown, Inc. did not hold international Section 214 authority.

**Answer to Question 11 - Section 63.18(h):**

Bell Atlantic Mobile Systems of Allentown, Inc., with an address of One Verizon Way, Basking Ridge, NJ 07920, is ultimately wholly owned and controlled by Verizon. Verizon is a publicly traded company, incorporated in Delaware, with no person or entity known to own ten percent or more of the company's outstanding stock.

Bell Atlantic Mobile Systems of Allentown, Inc. is held through various subsidiaries that also are wholly owned and controlled by Verizon. Specifically, Bell Atlantic Mobile Systems of Allentown, Inc. is directly wholly owned by Bell Atlantic Mobile Systems LLC, which is wholly owned by MCI Communications Services, Inc., which is wholly owned by MCI Broadband Solutions, Inc., which is wholly owned by Terremark Worldwide, Inc., which is wholly owned by MCI International Telecommunications Corporation, which is wholly owned by MCI International Services, Inc., which is wholly owned by MCI International, Inc., which is wholly owned by Verizon Business Network Services Inc., which is wholly owned by MCI Communications Corporation, which is wholly owned by Verizon Business Global LLC, which is wholly owned by Verizon.

No other individual or entity has a ten percent or greater interest in Bell Atlantic Mobile Systems LLC.

**Answer to Question 13:**

This is one of a series of notifications to the FCC to report the closing of a transaction that effected the *pro forma* transfer of control or assignment of various FCC authorizations as part of a planned internal restructuring involving indirect subsidiaries of Verizon. Specifically, the restructuring eliminated or relocated several entities in the Verizon ownership chain, resulting in the transfer of control or assignment of certain FCC licenses, authorizations, and spectrum leases from and to subsidiaries of Verizon. The following steps took place on September 30, 2016:

Dissolution of Verizon Americas Holdings Inc.

- Verizon Americas Holdings Inc. merged with and into Verizon Americas Finance 1 Inc.

Restructuring of Cellco Entities

- Cellco Partnership (“Cellco”) contributed its 17.72% LP interest in Vermont RSA Limited Partnership to Bell Atlantic Mobile Systems of Allentown, Inc.
- Cellco contributed its 99% GP interest in NYNEX Mobile Limited Partnership 1 to Bell Atlantic Mobile Systems of Allentown, Inc. Following the contribution, NYNEX Mobile Limited Partnership 1 and Vermont RSA Limited Partnership were dissolved by operation of law.
- Cellco contributed its 99% GP interest in Portland Cellular Partnership to Bell Atlantic Mobile Systems of Allentown, Inc. Following the contribution, Portland Cellular Partnership was dissolved by operation of law.
- Cellco contributed its 54% GP interest in NYNEX Mobile Limited Partnership 2 to Bell Atlantic Mobile Systems of Allentown, Inc. Following the contribution, NYNEX Mobile Limited Partnership 2 was dissolved by operation of law.
- Cellco contributed its 88% GP interest in Upstate Cellular Network to Bell Atlantic Mobile Systems of Allentown, Inc. Following the contribution, Upstate Cellular Network was dissolved by operation of law.
- Cellco contributed its 55% GP interest in New York RSA No. 3 Cellular Partnership to Bell Atlantic Mobile Systems of Allentown, Inc. Following the contribution, New York RSA No. 3 Cellular Partnership and its subsidiaries, Syracuse SMSA Limited Partnership and Bell Atlantic Mobile of Rochester, L.P., were dissolved by operation of law.
- Cellco contributed its 35% LP interest in Binghamton MSA Limited Partnership to Bell Atlantic Mobile Systems of Allentown, Inc.
- UCN Subsidiary One, Inc. liquidated into Bell Atlantic Mobile Systems of Allentown, Inc. Following the liquidation, NYNEX Mobile of New York, L.P. and Binghamton MSA Limited Partnership were dissolved by operation of law.
- Cellco contributed its 61.53% LP interest in Pennsylvania 3 Sector 2 Limited Partnership to Bell Atlantic Mobile Systems of Allentown, Inc. Following the contribution, Pennsylvania 3 Sector 2 Limited Partnership was dissolved by operation of law.
- Cellco contributed its 50% LP interest in Pennsylvania 4 Sector 2 Limited Partnership to Bell Atlantic Mobile Systems of Allentown, Inc. Following the contribution, Pennsylvania 4 Sector 2 Limited Partnership was dissolved by operation of law.
- Cellco contributed its 15% LP interest in Dubuque MSA Limited Partnership, its 5.9039% LP interest in Waterloo MSA Limited Partnership, and its 99.8% LP interest in Southwestco Wireless L.P. to Southwestco Wireless, Inc. Following

the contribution, Dubuque MSA Limited Partnership, Waterloo MSA Limited Partnership, and Southwestco Wireless L.P. were dissolved by operation of law.

Distribution of Bell Atlantic and GTE Entities

- Cellco distributed (a) the stock of Bell Atlantic Cellular Consulting Group, Inc., Southwestco Wireless, Inc., Bell Atlantic Mobile Systems of Allentown, Inc., and Bell Atlantic Mobile of Asheville, Inc. to Bell Atlantic Mobile Systems LLC in partial redemption of Bell Atlantic Mobile Systems LLC's interest in Cellco, and (b) the stock of VZW Corp., Pinnacles Cellular, Inc., and GTE Wireless of the Midwest Incorporated to GTE Wireless LLC in partial redemption of GTE Wireless LLC's interest in Cellco.

Attached hereto are charts showing the ownership of the affected FCC licensees before and after the transactions. For the Commission's convenience, separate charts are provided to show the different portions of the transaction: Exhibits 1A and 1B provide before and after charts of the dissolution of Verizon Americas Holdings Inc.; Exhibits 2A and 2B provide before and after charts of the restructuring of Cellco entities; and Exhibits 3A and 3B provide before and after charts of the distribution of Bell Atlantic and GTE entities. Also attached hereto is a list of affected licensee subsidiaries.<sup>2</sup>

Because the restructuring did not change the ultimate control of any license or licensee (all remain controlled by Verizon), it was *pro forma* in nature.<sup>3</sup> The Commission has stated that, in situations "where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest."<sup>4</sup>

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<sup>2</sup> The call signs and file numbers referenced in these notifications are intended to be complete and include all, authorizations, licenses and/or lease IDs held by the affected Verizon subsidiaries at the closing date. However, the Applicants request that Commission acceptance of the *pro forma* transfer or assignment notifications include any authorizations, call signs and/or lease IDs that may have been inadvertently omitted or are in pending status.

<sup>3</sup> *In re Fed. Communications Bar Ass'n's Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses & Transfers of Control Involving Telecomms. Carriers*, Memorandum Opinion and Order, 13 FCC Rcd 6293, 6299, ¶ 8 (1998) ("*FCBA Forbearance Order*") ("corporate reorganization which involves no substantial change in the beneficial ownership of the corporation" is *pro forma* in nature); cf. 47 C.F.R. § 63.24(d).

<sup>4</sup> *Id.* at 6295, ¶ 2. See also *1998 Biennial Review – Review of International Common Carrier Regulations*, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999) (finding 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.").

Notification of *Pro Forma* Assignment

Wireless Licensees/Lessees Affected by the Restructuring <sup>5</sup>
Bell Atlantic Mobile of Rochester, L.P.
Bell Atlantic Mobile Systems of Allentown, Inc.
Bell Atlantic Mobile of Asheville, Inc.
Binghamton MSA Limited Partnership
Dubuque MSA Limited Partnership
New York RSA 2 Cellular Partnership
New York RSA No. 3 Cellular Partnership
NYNEX Mobile of New York, L.P.
NYNEX Mobile Limited Partnership 1
NYNEX Mobile Limited Partnership 2
Pennsylvania 3 Sector 2 Limited Partnership
Pennsylvania 4 Sector 2 Limited Partnership
Pinnacles Cellular Inc.
Portland Cellular Partnership
Southwestco Wireless L.P.
St. Lawrence Seaway RSA Cellular Partnership
Syracuse SMSA Limited Partnership
Upstate Cellular Network
Vermont RSA Limited Partnership
Waterloo MSA Limited Partnership

Experimental Authorization Holders Affected by the Restructuring
Cellco Partnership

International Section 214 Authorization Holders Affected by the Restructuring
Airtouch Cellular Inc.
Alltel Communications, LLC
California RSA No. 4 Limited Partnership
Cellco Partnership
Fresno MSA Limited Partnership
GTE Mobilnet of California Limited Partnership
GTE Mobilnet of Fort Wayne Limited Partnership
GTE Mobilnet of Indiana Limited Partnership
GTE Mobilnet of Indiana RSA #3 Limited Partnership
GTE Mobilnet of Indiana RSA #6 Limited Partnership
GTE Mobilnet of South Texas Limited Partnership
GTE Mobilnet of Terre Haute Limited Partnership
GTE Mobilnet of Texas RSA #17 Limited Partnership
GTE Wireless of the Midwest Incorporated
Indiana RSA #1 Limited Partnership

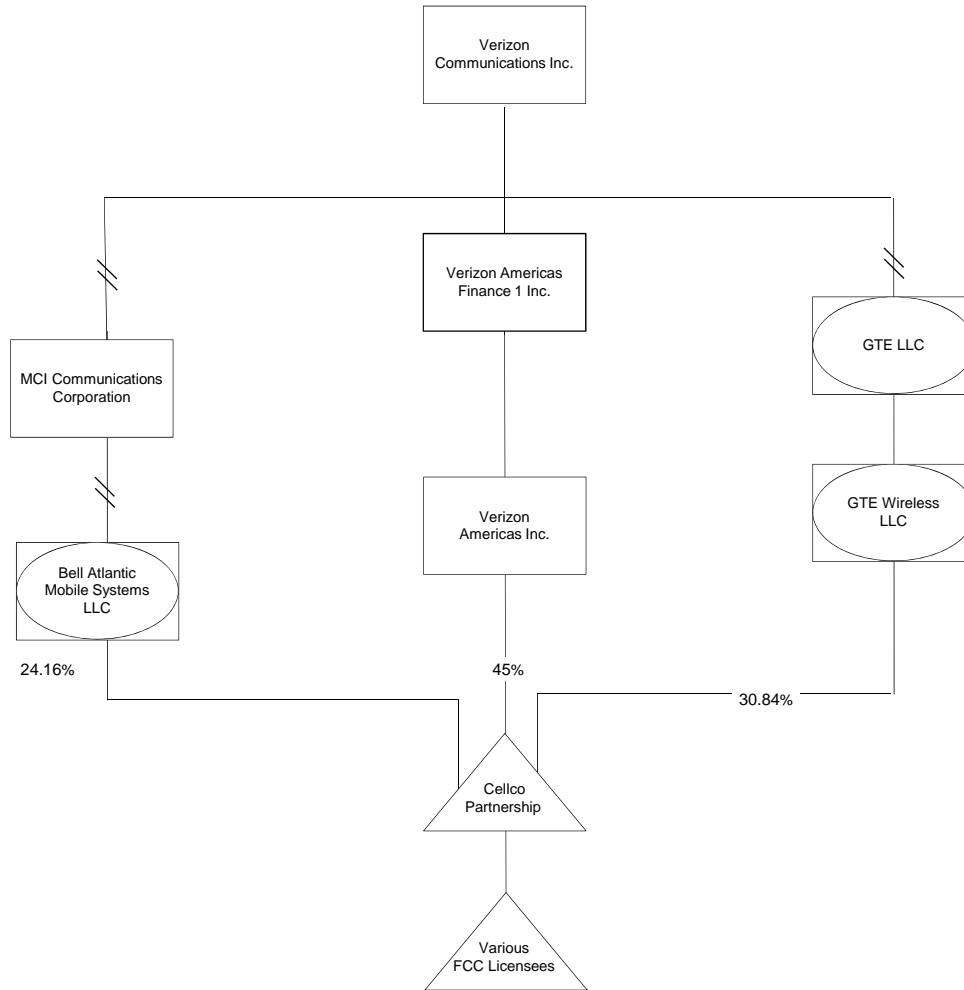
<sup>5</sup> Based on guidance from Wireless Telecommunications Bureau staff, Verizon is only submitting transfer of control notifications for wireless licensees whose immediate parent was changed by this transaction.

Notification of *Pro Forma* Assignment

Iowa RSA 5 Limited Partnership
Iowa RSA No. 4 Limited Partnership
Kentucky RSA No. 1 Partnership
New Mexico RSA 6-1 Partnership
Northwest Missouri Cellular Limited Partnership
New Mexico RSA No. 5 Limited Partnership
Rural Cellular Corporation
Sacramento Valley Limited Partnership
San Antonio MTA, L.P.
Tuscaloosa Cellular Partnership
Upstate Cellular Network
Verizon Wireless Personal Communications LP
Virginia RSA 5 Limited Partnership



# Exhibit 1B: Dissolution of Verizon Americas Holdings Inc. – Post-Restructuring

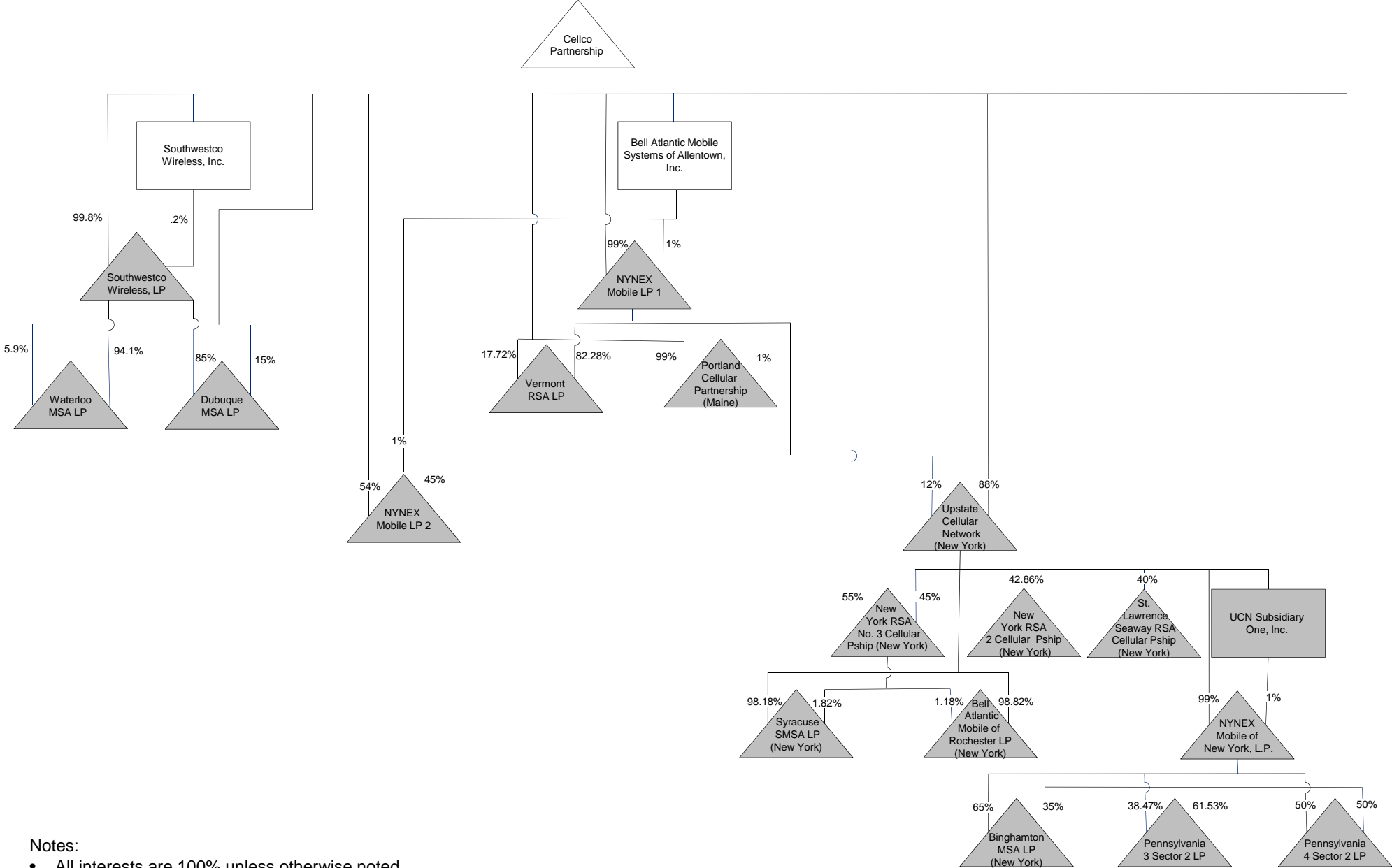


## Notes:

- All interests are 100% unless otherwise noted.
- The charts depict only FCC licensees and/or parent companies affected by the transaction.

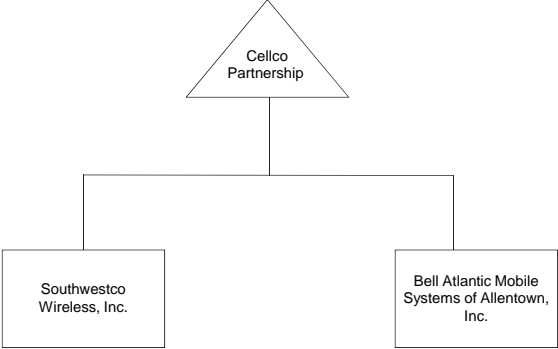


# Exhibit 2A: Restructuring of Cellco Entities – Pre-Restructuring



- Notes:
- All interests are 100% unless otherwise noted.
  - Shaded companies are being eliminated through the transaction.
  - The charts depict only FCC licensees and/or parent companies affected by the transaction.

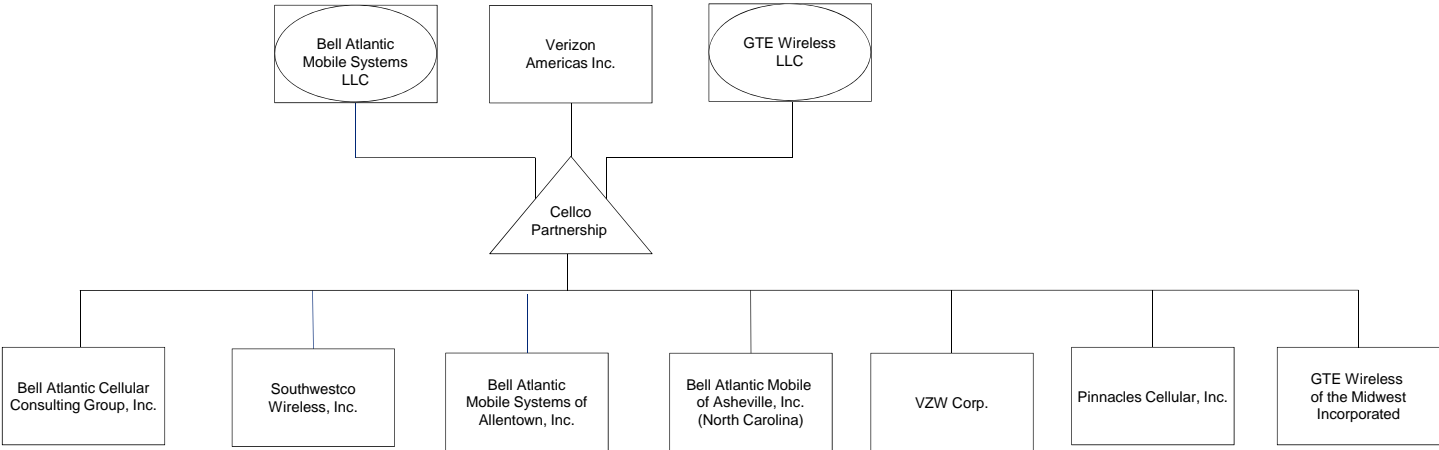
Exhibit 2B: Restructuring of the Cellco Entities – Post-Restructuring (Prior to Distribution of Certain Bell Atlantic and GTE Entities)



Notes:

- All interests are 100% unless otherwise noted.
- The charts depict only FCC licensees and/or parent companies affected by the transaction.

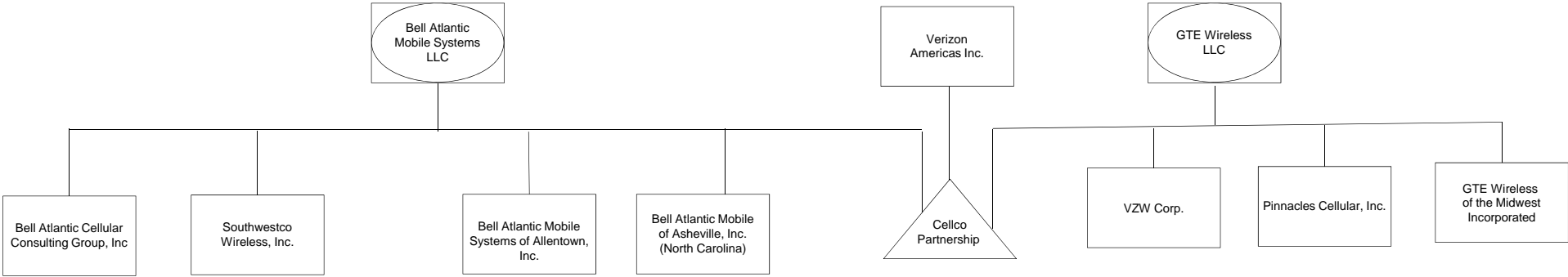
# Exhibit 3A: Distribution of Certain Bell Atlantic and GTE Entities – Pre- Restructuring



Notes:

- All interests are 100% unless otherwise noted.
- The charts depict only FCC licensees and/or parent companies affected by the transaction.

# Exhibit 3A: Distribution of Certain Bell Atlantic and GTE Entities – Post- Restructuring



Notes:

- All interests are 100% unless otherwise noted.
- The charts depict only FCC licensees and/or parent companies affected by the transaction.