

Categories of Services for 214 Applications
(Streamline/Non-streamline)

- LIMITED/GLOBAL RESALE SERVICE
- LIMITED/GLOBAL FACILITIES-BASED SERVICE
- LIMITED/GLOBAL FACILITIES-BASED/RESALE SERVICE
- INDIVIDUAL FACILITIES-BASED SERVICE
- INTERCONNECTED PRIVATE LINE RESALE SERVICE
- INMARSAT AND MOBILE SATELLITE SERVICE
- INTERNATIONAL SPECIAL PROJECT
- SWITCHED RESALE SERVICE
- TRANSFER OF CONTROL
- ASSIGNMENT OF LICENSE
- PRO FORMA TRANSFER/ASSIGNMENT
- SPECIAL TEMPORARY AUTHORITY
- SUBMARINE CABLE LANDING LICENSE

Description of Application: _____

Before the
Federal Communications Commission
Washington, D.C. 20554

FCG/MELLON
MAY 3 1 2000

In the Matter of)
)
VODAFONE AIRTOUCH PLC, Transferor) File No. ITC-T/C-_____
)
JOSEPH J. SIMONS, TRUSTEE, Transferee)
)
Application for Consent to Transfer Control)
of International Section 214 Authorization)

**APPLICATION FOR CONSENT TO TRANSFER CONTROL
OF INTERNATIONAL SECTION 214 AUTHORIZATION**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47

U.S.C. § 214, and Section 63.18(e)(3) of the Commission's rules, 47 C.F.R. § 63.18(e)(3),

Vodafone AirTouch Plc ("Vodafone AirTouch") and Joseph J. Simons, Trustee ("Trustee")

(collectively, "Applicants") hereby seek authority to transfer control of the international Section

214 authorization held by CMT Partners (in which Vodafone AirTouch holds a negative

controlling ownership interest) to Joseph J. Simons, Trustee.¹ For the reasons discussed herein,

Commission approval of the instant transfer of control application is consistent with the public

interest. Applicants seek streamlined processing pursuant to Section 63.12 of the Commission's

Rules.

¹ File No. ITC-214-19960425-00170.

BACKGROUND/DESCRIPTION OF TRANSACTION

Mr. Simons has been nominated by the U.S. Department of Justice (“DOJ”), and is seeking court approval as Trustee of an insulated divestiture trust (the “Trust”) that will be created to eliminate wireless overlaps upon the closing of the proposed merger of GTE Corporation (“GTE”) and Bell Atlantic Corporation (“Bell Atlantic”) consistent with the Commission’s cross-ownership rules and a court-approved Consent Decree. The DOJ has filed a motion with the U.S. District Court for the District of Columbia seeking appointment of Trustee. The authority sought in this application will not be exercised prior to the Court’s grant of the DOJ’s motion. The purpose of this application is to ensure that certain cellular systems that will temporarily be owned and controlled by Trustee, including those systems in which Vodafone AirTouch currently holds its negative controlling interest through CMT Partners, may continue to provide international services to their customers.²

On October 2, 1998, GTE and Bell Atlantic filed an Application for Consent to Transfer Control of GTE.³ As the Commission is aware, the merger, coupled with Bell Atlantic’s alliance with Vodafone AirTouch⁴ would result in overlapping attributable interests in cellular or PCS

² The licensees operating pursuant to CMT Partners’ authorization are Bay Area Cellular Telephone Company, Cagal Cellular Communications Corp., Napa Cellular Telephone Company, and Salinas Cellular Telephone Company. With respect to the other cellular and PCS systems which will temporarily be divested to Trustee — Chicago 20 MHz LLC, Houston MTA, L.P. [20 MHz Licensee], Richmond 20 MHz LLC, GTE Mobilenet of Austin Limited Partnership, Texas RSA 10B3 Limited Partnership, GTE Mobilenet of Texas RSA #11 Limited Partnership, and GTE Mobilenet of Texas RSA #16 Limited Partnership — Trustee is concurrently filing an initial application for International Section 214 authority to cover these properties.

³ See GTE Corporation and Bell Atlantic Corporation, *Application for Consent to Transfer Control*, CC Docket No. 98-184, Oct. 2, 1998 (Public Notice, Oct. 8, 1998, DA 98-2035).

⁴ See *Applications of Vodafone AirTouch Plc and Bell Atlantic Corporation for Transfer of* (continued...)

licenses within the same geographic area that would exceed the ownership levels permitted by the Commission's cellular cross-block and spectrum cap provisions (Sections 22.942 and 20.6 of the Commission's Rules, respectively), as well as the Consent Decree among Bell Atlantic, GTE, Vodafone AirTouch, and the DOJ.⁵ Although the parties have been working diligently to resolve these overlaps, the companies, in consultation with Commission staff, have concluded that they may not be able to divest all of the necessary properties in advance of the planned merger. Accordingly, GTE, Bell Atlantic and Vodafone AirTouch have requested authority to assign/transfer the licenses targeted for divestiture to Joseph J. Simons, who if confirmed by the Court, will be the independent, DOJ-selected and court appointed and approved trustee of an insulated divestiture trust, for a period of no more than 6 months from the date of consummation of the merger.⁶

The trust vehicle to be used for this purpose is that required under the Consent Decree, which stipulated that the parties use an independent divestiture trust to address competitive concerns arising from cellular and PCS overlaps that may remain on the merger closing date.⁷

(...continued)
Control and Assignment of Licenses and Authorizations, DA 00-721 (rel. March 30, 2000)
(“*Vodafone AirTouch-Bell Atlantic Order*”).

⁵ Final Judgment, *U.S. v. Bell Atlantic Corp.*, Civ. No. 1:99CV01119 (LFO) (D.D.C. Apr. 18, 2000) (“Consent Decree”). This Consent Decree replaces a prior consent decree among GTE, Bell Atlantic and DOJ.

⁶ If at the end of the six month period there remain in the trust any licenses for which an application is pending at the FCC for assignment or transfer from Trustee to a proposed buyer, the trust is permitted to retain such licenses until five days after FCC action on such application(s) becomes final. Consent Decree at § V.F.

⁷ The Consent Decree requires the divestiture of overlapping wireless businesses in 96 markets in 15 states. Many of these divestitures have been completed or are awaiting FCC approval. Divestiture is required in certain areas in which an overlap occurs, even though the

(continued...)

Trustee was nominated by DOJ and appointed by the Court as fully independent and qualified to serve in this capacity. As required by the Consent Decree, the Trust Agreement provides for the complete independence of Trustee and the full insulation of the assets in trust from GTE, Bell Atlantic, Vodafone AirTouch and their subsidiaries and affiliates.

PUBLIC INTEREST STATEMENT

As stated above, Applicants seek Commission consent to transfer control of the authorization held by CMT Partners pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.18(e)(3) of the Commission's Rules, 47 C.F.R. § 63.18(e)(3), to ensure that the cellular licensees currently held by CMT Partners may continue to provide resold international services to their customers.

Applicants' request will further the public interest, convenience, and necessity. Grant of the instant application is essential to preserve international calling capabilities in these affected markets while Trustee effects divestiture of these systems to a qualified third party. Failure to grant this request would not only deprive customers in these markets of critical calling capabilities on which they have come to rely, but it would also reduce the ability of these systems to compete fully and fairly in the communications marketplace. Further, the licensees' continued participation in the United States international services market will promote competition, lower prices for international services, and permit more efficient use of existing international telecommunications facilities.

Applicants request that Transferee be classified as non-dominant. Applicant is entitled to a presumption of non-dominance on all routes under Sections 63.10(a)(1) and (4) of the

(...continued)
FCC's spectrum cap or cross-block cellular limitation is not implicated.

Commission’s Rules, 47 C.F.R § 63.10(a)(1), (4), as it has no affiliation with a foreign carrier, and is not itself a foreign carrier operating in any international point.

SECTION 63.18 INFORMATION

In support of its request for global blanket Section 214 authorization to provide resold services, Applicant submits the information required pursuant to Section 63.18 of the Commission’s Rules, 47 C.F.R. § 63.18. The information set forth below is labeled according to the corresponding rule section to which it is responsive.

I. Transferor/Transferee Information

(a) The name, address, and telephone number of the Applicants:

Transferor Information:

Vodafone AirTouch Plc
The Courtyard
2-4 London Road
Newbury, Berkshire RG14 1JX United Kingdom

Transferee Information:

Joseph J. Simons, Trustee
Clifford Chance, Rogers & Wells LLP
607 14th Street, N.W.
Washington, DC 20005
(202) 434-0719

(b) Citizenship

Transferor is a corporation organized under the laws of the United Kingdom. Transferee is the Trustee of a divestiture trust established under the laws of the state of [STATE].

(c) Contact Information

Correspondence concerning this application should be addressed to:

For the Transferor:

David Gross
AirTouch Communications, Inc.
1818 N Street, NW Suite 800
Washington, DC 20036
Phone: (202) 293-4960
FAX: (202) 293-4970

For the Transferee:

Joseph J. Simons, Trustee
Clifford Chance, Rogers & Wells LLP
607 14th Street, N.W.
Washington, DC 20005

Please send copies of any correspondence to:

Nancy J. Victory
Wiley, Rein & Fielding
1776 K Street, NW
Washington, D.C. 20006

Kenneth D. Patrich
Wilkinson Barker Knauer, LLP
2300 N Street, NW, Suite 700
Washington, DC 20037-1128

John T. Scott, III
Verizon Wireless
1001 Pennsylvania Avenue, NW
Washington, DC 20004-2595

(d) Current Authorizations

Neither Transferor nor Transferee currently hold any international Section 214 authorizations. Transferor indirectly holds ownership interests in entities that do hold such authorizations. Globalstar USA, Inc., a wholly-owned subsidiary of Vodafone AirTouch, is currently authorized to provide international switched services on a facilities-based and resale basis pursuant to Sections 63.18(e)(1) and (e)(2) of the Commission's rules (1) via a gateway facility located in Clifton, Texas, *see* File No. ITC-

214-19990728-00484, Public Notice, *International Authorizations Granted*, Report No. TEL-00131, DA 99-1782 (rel. Sept. 2, 1999); and (2) via two gateway facilities located in Smiths Falls, Ontario, and High River, Alberta, Canada; see File No. ITC-214-19991229-0795, Public Notice, *International Authorizations Granted*, Report No. TEL-00191, DA 00-361 (rel. Feb. 24, 2000). None of these authorizations held by Globalstar USA, Inc. is the subject of the transaction described herein. Transferor also holds a noncontrolling ownership interest in Celco Partnership, which directly and indirectly holds a number of authorizations under the ultimate control of Bell Atlantic Corporation. These authorizations are a matter of public record at the Commission.⁸ File Nos. ITC-214-19961008-00504, ITC-214-19960422-00159, ITC-214-19960924-00461, ITC-94-275, ITC-214-19961004-00492, ITC-214-19961118-00579.

II. Transferee Information

(h) 10 Percent or Greater Ownership Interests

Not applicable.

(i) Foreign Carrier Affiliations

Trustee hereby certifies that it is not a foreign carrier. Trustee further certifies that it is not affiliated with any foreign carrier.

(j)-(k) Controlling Interests in Foreign Carrier Affiliates

Trustee certifies that it is not a foreign carrier in any country, and that it neither controls nor is otherwise affiliated with any foreign carrier.

(l) International Resale

Not applicable -- transferee holds no foreign carrier affiliations.

(m) Non-Dominant Treatment

Transferee is not affiliated with a foreign carrier on any route. As Applicants have discussed above, CMT Partners and its licensee entities remain entitled to a presumption of non-dominance on all routes under Sections 63.10(a)(1) and (4) of the Commission's Rules, 47 C.F.R. § 63.10(a)(1), (4), as transferee has no affiliation with a foreign carrier, is not itself a foreign carrier, and will be providing service solely on a resale basis.

(n) Special Concessions Certification

Trustee hereby 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 sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market. Trustee also certifies that it will not enter into such agreements in the future.

(o) Anti-Drug Abuse Act Certification

Trustee certifies pursuant to Section 1.2001 through 1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a).

(p) Streamlined Processing

This application qualifies for streamlined processing under Section 63.12(a) of the Commission's Rules, 47 C.F.R. §§ 63.12 (a), because none of the disqualifying criteria of Section 63.12(c) applies.

CONCLUSION

Accordingly, Applicants respectfully submit that the public interest, convenience and necessity will be served by grant of the instant application.

Respectfully submitted,

VODAFONE AIRTOUCH PLC

By:



David Gross
Senior Counsel

1818 N Street, NW Suite 800
Washington, DC 20036
Phone: (202) 293-4955

JOSEPH J. SIMONS, TRUSTEE

By:



Joseph J. Simons
Clifford Chance, Rogers & Wells LLP
607 14th Street, N.W.
Washington, DC 20005
(202) 434-0719

May 31, 2000

**READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING**

**FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE**

APPROVED BY OMB 3060-0589

(1) LOCKBOX # 358115

PAGE NO. 1 OF 1

SPECIAL USE
FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
Wilkinson Barker Knauer, LLP

(3) TOTAL AMOUNT PAID (dollars and cents)
\$ 780.00

(4) STREET ADDRESS LINE NO. 1
2300 N Street, N.W.

(5) STREET ADDRESS LINE NO. 2
Suite 700

(6) CITY Washington (7) STATE D.C. (8) ZIP CODE 20037-1128

(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 783-4141 (10) COUNTRY CODE (if not in U.S.A.)

**IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)**

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)
Vodafone AirTouch Plc

(12) STREET ADDRESS LINE NO. 1
The Courtyard

(13) STREET ADDRESS LINE NO. 2
204 London Road

(14) CITY Newbury (15) STATE Berkshire (16) ZIP CODE RG14 1JX

(17) DAYTIME TELEPHONE NUMBER (include area code) (11-44-16353325) (18) COUNTRY CODE (if not in U.S.A.)
United Kingdom (UK)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

(19A) FCC CALL SIGN/OTHER ID (20A) PAYMENT TYPE CODE (PTC) (21A) QUANTITY (22A) FEE DUE FOR (PTC) IN BLOCK 20A (23A) FCC CODE 1 (24A) FCC CODE 2

C	U	T	1	\$	780.00	FCC USE ONLY
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(19B) FCC CALL SIGN/OTHER ID (20B) PAYMENT TYPE CODE (PTC) (21B) QUANTITY (22B) FEE DUE FOR (PTC) IN BLOCK 20B (23B) FCC CODE 1 (24B) FCC CODE 2

				\$		FCC USE ONLY
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(19C) FCC CALL SIGN/OTHER ID (20C) PAYMENT TYPE CODE (PTC) (21C) QUANTITY (22C) FEE DUE FOR (PTC) IN BLOCK 20C (23C) FCC CODE 1 (24C) FCC CODE 2

				\$		FCC USE ONLY
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(19D) FCC CALL SIGN/OTHER ID (20D) PAYMENT TYPE CODE (PTC) (21D) QUANTITY (22D) FEE DUE FOR (PTC) IN BLOCK 20D (23D) FCC CODE 1 (24D) FCC CODE 2

				\$		FCC USE ONLY
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SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25) PAYER TIN (26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2

0	5	2	1	2	6	4	1	6	7
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APPLICANT TIN 0 A 0 0 0 0 0 0 6

(27) CERTIFICATION STATEMENT (PRINT NAME) _____, Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER: _____ EXPIRATION DATE: _____
MONTH YEAR

MASTERCARD VISA AUTHORIZED SIGNATURE DATE

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.

Wilkinson Barker Knauer, LLP

Date	Invoice No.	Description	Amount
05/31/00	14969		\$780.00

FCC001

Total: \$780.00

Wilkinson Barker Knauer, LLP
2300 N Street N.W., Suite 700
Washington, D.C. 20037-1128

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540 00012

57753

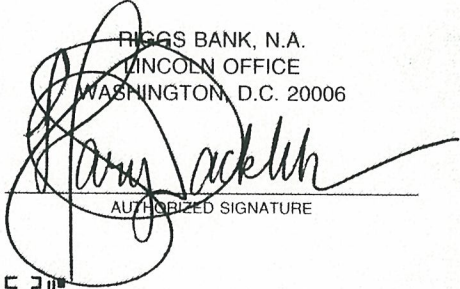
Date 05/31/00

\$780.00

PAY Seven Hundred Eighty and 00/100 Dollars

TO THE
ORDER
OF
FEDERAL COMMUNICATIONS COMMISSION

RIGGS BANK, N.A.
LINCOLN OFFICE
WASHINGTON, D.C. 20006


AUTHORIZED SIGNATURE

⑈057753⑈ ⑆054000030⑆ 08451252⑈