

**ATTACHMENT 1
FOR THE *PRO FORMA* TRANSFER OF CONTROL OF
INTERNATIONAL SECTION 214 AUTHORIZATIONS**

This filing notifies the Commission, pursuant to Section 63.24(f) of the Commission's rules,¹ of the *pro forma* transfer of control of international Section 214 authorizations as part of an internal corporate restructuring involving indirect wholly owned subsidiaries of Verizon Communications Inc. ("Verizon"). Specifically, the restructuring involved a *pro forma* transfer of control of Bell Atlantic Mobile Systems, Inc. ("BAMS Inc.") and its conversion to a limited liability company (Bell Atlantic Mobile Systems LLC, or "BAMS LLC"). Because BAMS Inc. was (and BAMS LLC now is) a general partner of Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless"), the restructuring constituted a *pro forma* transfer of control of various licenses held or controlled by Verizon Wireless. This reorganization took place on November 30, 2011.²

Attached hereto are charts showing the indirect ownership of Verizon Wireless before and after the proposed transaction.³ Throughout this transaction, Verizon will continue to hold a controlling interest in Verizon Wireless and thus will continue to control the various licenses and leases held or controlled by Verizon Wireless.⁴ As such, this restructuring is *pro forma* in nature and "prior approval from the Commission need not be sought."⁵

RESPONSE TO ITEMS ON IBFS ELECTRONIC FORM

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

For the instant *pro forma* transfer of control filings, Bell Atlantic Mobile Systems, Inc. has been designated as the transferor, while Bell Atlantic Mobile Systems LLC has been designated as the transferee.

- Contact information for both BAMS Inc. and BAMS LLC is as follows:

¹ 47 C.F.R. § 63.24(f).

² Prior to the internal restructuring, Verizon applied for and received consent to the *pro forma* transfer of certain wireless licenses, as well as an experimental authorization held by Cellco Partnership. See ULS File Nos. 0004813851, 0004813852, 0004813854, 0004815577, 0004813856, and 0004813857. See also ELS File No. 0009-EX-TU-2011.

³ These charts do not include the ownership interests of Vodafone Group PLC ("Vodafone") and the various subsidiaries through which Vodafone holds a 45 percent interest in Verizon Wireless. These interests are unaffected by the proposed transaction.

⁴ The list of international Section 214 authorizations referenced in the instant notifications are intended to be complete and include all authorizations under the control of Verizon Wireless on November 30, 2011. However, the Applicants request that Commission approval of the *pro forma* transfer notifications include any authorizations that may have been inadvertently omitted.

⁵ 47 C.F.R. § 63.24(d).

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- BAMS Inc. and BAMS LLC are both companies organized under the laws of Delaware.
- The Transferee, Bell Atlantic Mobile Systems LLC, does not hold any international Section 214 authorizations. The list of Section 214 authorization holders that are the subject of this *pro forma* transfer application are provided in Attachment 3.

Answer to Question 11

The name, address, citizenship, and principal business of each of Bell Atlantic Mobile Systems LLC's ten percent or greater interest holders are:

MCI Communications Services Inc.
One Verizon Way
Basking Ridge, NJ 07920
Citizenship: United States (Delaware)
Principal Business: Voice or Data Communications-Related Services or Support
Ownership Interest: 100% direct interest in BAMS LLC

MCI Broadband Solutions, Inc.
3900 Washington Street
Wilmington DE 19802
Citizenship: United States (Delaware)
Principal Business: Voice or Data Communications-Related Services or Support
Ownership Interest: 100% indirect interest in BAMS LLC

Verizon Business Network Services Inc.
One Verizon Way
Basking Ridge, NJ 07920
Citizenship: United States (Delaware)
Principal Business: Affiliate Service Company
Ownership Interest: 100% indirect interest in BAMS LLC

MCI Communications Corporation
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 BAMS LLC

Verizon Business Global LLC
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 BAMS LLC

Verizon Communications Inc.
140 West Street
New York, NY 10007
Citizenship: United States (Delaware)
Principal Business: Holding Company
Ownership Interest: Approximately 100% indirect interest in BAMS LLC

Verizon Communications Inc. is a publicly traded company with no person or entity known to own ten percent or more of the company's outstanding stock.

Answer to Question 13

The transfer of control that is the subject of these notification filings resulted from an internal corporate restructuring that occurred on November 30, 2011. The restructuring involved a *pro forma* transfer of control of BAMS Inc. and its conversion to a limited liability company,

BAMS LLC. The restructuring constituted a *pro forma* transfer of control of various licenses held or controlled by Verizon Wireless.

Attached hereto are charts showing the indirect ownership of Verizon Wireless before and after the proposed transaction.⁶ Throughout this transaction, Verizon will continue to hold a controlling interest in Verizon Wireless and thus will continue to control the various licenses and leases held or controlled by Verizon Wireless. As such, the restructuring is *pro forma* in nature.⁷ 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.”⁸

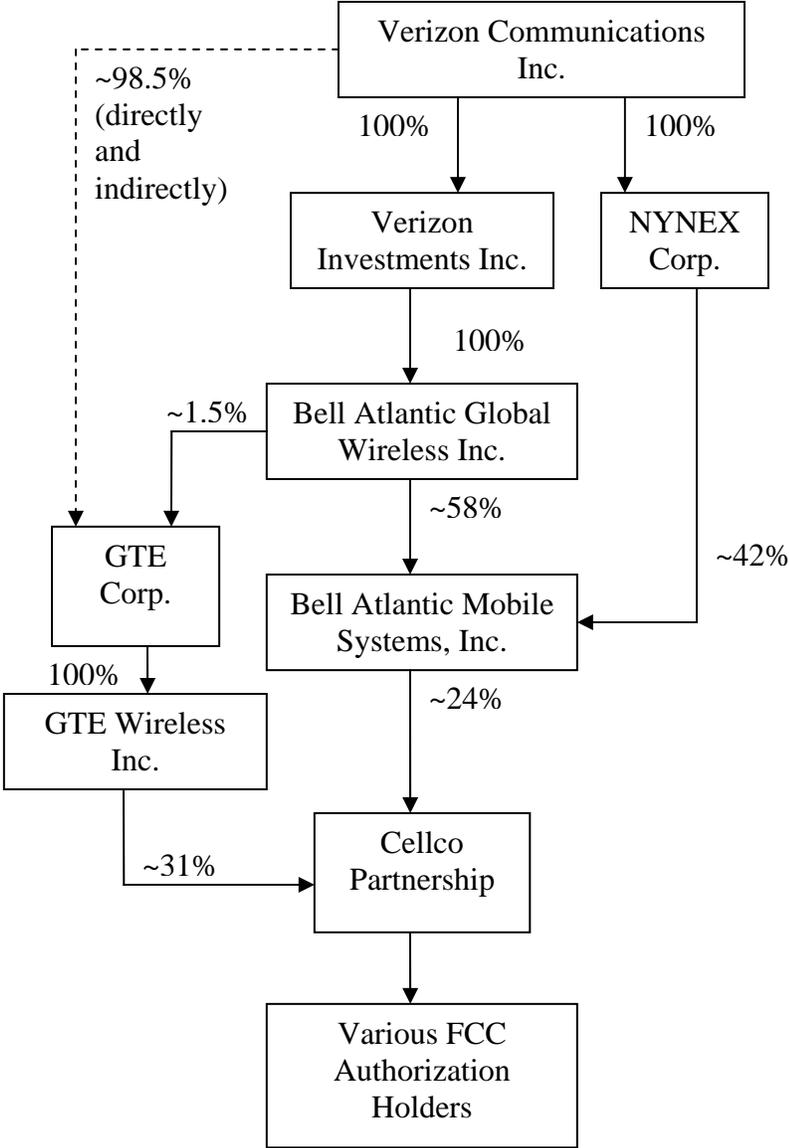
⁶ These charts do not include the ownership interests of Vodafone Group PLC (“Vodafone”) and the various subsidiaries through which Vodafone holds a 45 percent interest in Verizon Wireless. These interests are unaffected by the proposed transaction.

⁷ 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 (including . . . change in form of the business entity).”

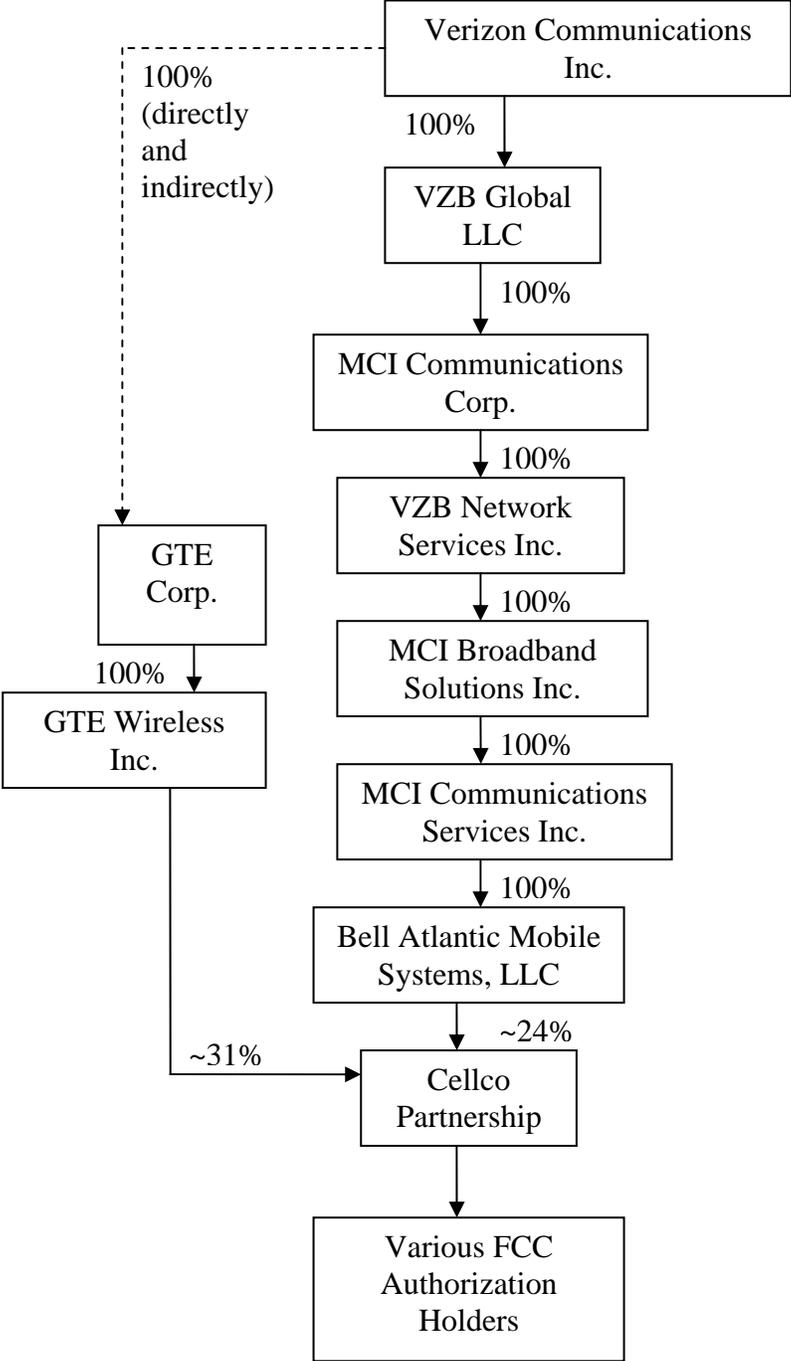
⁸ 1998 *Biennial Review – Review of International Common Carrier Regulations*, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999).

ATTACHMENT 2

Pre-Restructuring Ownership of Cellco Partnership



Post-Restructuring Ownership of Cellco Partnership



ATTACHMENT 3
Section 214 Authorization Holders Affected by Internal Reorganization

AUTHORIZATION HOLDERS
Alltel Communications, LLC
California RSA No. 4 Limited 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 Santa Barbara Limited Partnership
GTE Mobilnet of South Texas Limited Partnership
GTE Mobilnet of Terre Haute Limited Partnership
GTE Mobilnet of Texas RSA #17 Limited Partnership
Illinois RSA 1 Limited Partnership
Illinois Valley Cellular RSA 2-II Partnership
Indiana RSA #1 Limited Partnership
Iowa RSA 5 Limited Partnership
Iowa RSA No. 4 Limited Partnership
Kentucky RSA No. 1 Partnership
Midwest Wireless Communications, L.L.C.
Midwest Wireless Iowa L.L.C.
Midwest Wireless Wisconsin L.L.C.
New Mexico RSA 6-1 Partnership
New Mexico RSA No. 5 Limited Partnership
Northwest Missouri Cellular Limited Partnership
Rockford MSA Limited Partnership
Rural Cellular Corporation
Sacramento Valley Limited Partnership
San Antonio MTA, L.P.
Southern Indiana RSA Limited Partnership
Tuscaloosa Cellular Partnership
Upstate Cellular Network
Verizon Wireless Personal Communications LP
Virginia RSA 5 Limited Partnership
Western Wireless, LLC
Cellco Partnership