

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

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”) hereby notifies the Commission of the *pro forma* transfer of a minority non-controlling interest in the international Section 214 authorizations held by Cellco Partnership d/b/a Verizon Wireless (“Verizon Wireless”) and its subsidiaries. Prior to this transaction, Verizon held a 55 percent controlling partnership interest in Verizon Wireless. At closing, Verizon acquired the remaining, non-controlling 45 percent partnership interest that was previously held by Vodafone Group Plc (“Vodafone”). Verizon thus now owns 100 percent of Verizon Wireless. The transaction did not change the ultimate ownership or control of the international Section 214 authorizations at issue and was, therefore, *pro forma* in nature. This transaction closed on February 21, 2014.¹

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

Because ultimate ownership of these international Section 214 authorizations will not change as a result of this transaction, Verizon has been designated as both the transferor and the transferee for the instant *pro forma* transfer notification.

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¹ Prior to the closing of the transaction, Verizon applied for and received consent to the *pro forma* transfer of private wireless radio licenses and an experimental license. Notification is concurrently being filed with the Wireless Telecommunications Bureau with regard to the common carrier radio licenses impacted by the transaction. See ULS File No. 0006134799.

International Section 214 Authority:

The Transferee, Verizon, does not hold any international Section 214 authorizations. A list of entities holding Section 214 authorizations that are the subject of this *pro forma* transfer notification is provided in Attachment 2.

Answer to Question 11 - Section 63.18(h):

Verizon 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:

Verizon hereby notifies the Commission of the *pro forma* transfer of a minority non-controlling interest in the international Section 214 authorizations held by Verizon Wireless and its subsidiaries. Prior to this transaction, Verizon held a 55 percent controlling partnership interest in Verizon Wireless. At closing, Verizon acquired the remaining, non-controlling 45 percent partnership interest that was previously held by Vodafone. Verizon thus now owns 100 percent of Verizon Wireless. The transaction closed on February 21, 2014.

The transfers at issue are *pro forma* because Verizon already held a controlling interest in Verizon Wireless and its subsidiaries, and continues to control the international Section 214 authorizations held by Verizon Wireless and its subsidiaries.² 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.”³

² 47 C.F.R. § 63.24(d).

³ 1998 Biennial Review – Review of International Common Carrier Regulations, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999).

ATTACHMENT 2
Section 214 Authorization Holders Affected by the Transaction⁴

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

⁴ This list of Section 214 authorization holders is intended to be complete and include all Section 214 authorization holders under the control of Verizon Wireless as of the date of consummation. However, Verizon requests that Commission acceptance of the *pro forma* transfer notifications include any authorizations that may have been inadvertently omitted.

AUTHORIZATION HOLDERS
Verizon Wireless Personal Communications LP
Virginia RSA 5 Limited Partnership
Cellco Partnership