

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”) notifies the Federal Communications Commission (“Commission” or “FCC”) of the *pro forma* transfer of control of international Section 214 authorizations held by licensees in which Verizon holds an interest as part of a planned internal corporate restructuring involving regulated indirect wholly owned subsidiaries of Verizon. As discussed in greater detail below, the restructuring eliminated or relocated several holding companies in the Verizon ownership chain, resulting in the transfer of control of certain FCC licenses and authorizations. 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 December 31, 2015.¹

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 non-common carrier radio licenses, earth station licenses, experimental authorizations, and submarine cable licenses. *See Wireless Telecommunications Bureau, Assignment of License Authorization Applications, Transfer of Control License Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Report Number 11032, File No. 0007029975 (Dec. 23, 2015); *Satellite Communications Services Information re: Actions Taken*, Public Notice, Report No. SES-01808, File Nos. SES-T/C-20151120-00858, SES-T/C-20151120-00862, and SES-T/C-20151120-00863 (Dec. 16, 2015); *Actions Taken Under Cable Landing License Act*, Public Notice, DA 15-1411, Report No. SCL-00171, File No. SCL-T/C-20151120-00030 (Dec. 11, 2015); File No. 0036-EX-TU-2015 (granted Dec. 3, 2015). 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. 0007100612. Finally, notification is being filed with the International Bureau for submarine cable licenses that are subject to the Commission’s *pro forma* notification procedures.

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Place of Formation:

Verizon is a Delaware corporation.

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 international Section 214 authorizations that Verizon holds an interest in as part of a planned internal corporate restructuring. The restructuring eliminated or relocated several holding companies in the Verizon ownership chain, resulting in the transfer of control of certain FCC licenses and authorizations from and to Verizon subsidiaries. Specifically, the following sequence of steps was completed on December 31, 2015:

- PCS Nucleus, L.P. was dissolved.
- JV PartnerCo, LLC merged into Verizon Americas Inc. ("Verizon Americas").
- Verizon Holdings LLC merged into Verizon Americas. As a result, Verizon Americas' 45 percent indirect ownership interest in Cellco Partnership became a 45 percent direct ownership interest.
- Verizon Americas Finance 2 Inc. merged into Verizon Americas Finance 1 Inc.
- MCI Communications Corporation transferred control of MCI International, Inc. ("MCIII") to Verizon Business Network Services Inc. ("NSI")

- NSI contributed its 2.6% ownership interest in MCI International Services, Inc. (“MCIIS”) to MCIII. As a result, MCIIS became a wholly owned subsidiary of MCIII.
- NSI transferred control of Terremark Worldwide Inc. through MCIII and MCIIS to MCI International Telecom Corp.

The transfers at issue are *pro forma* because the restructuring did not change the ultimate control of any license or licensee (Verizon’s ultimate interest in the licensee remains the same).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).

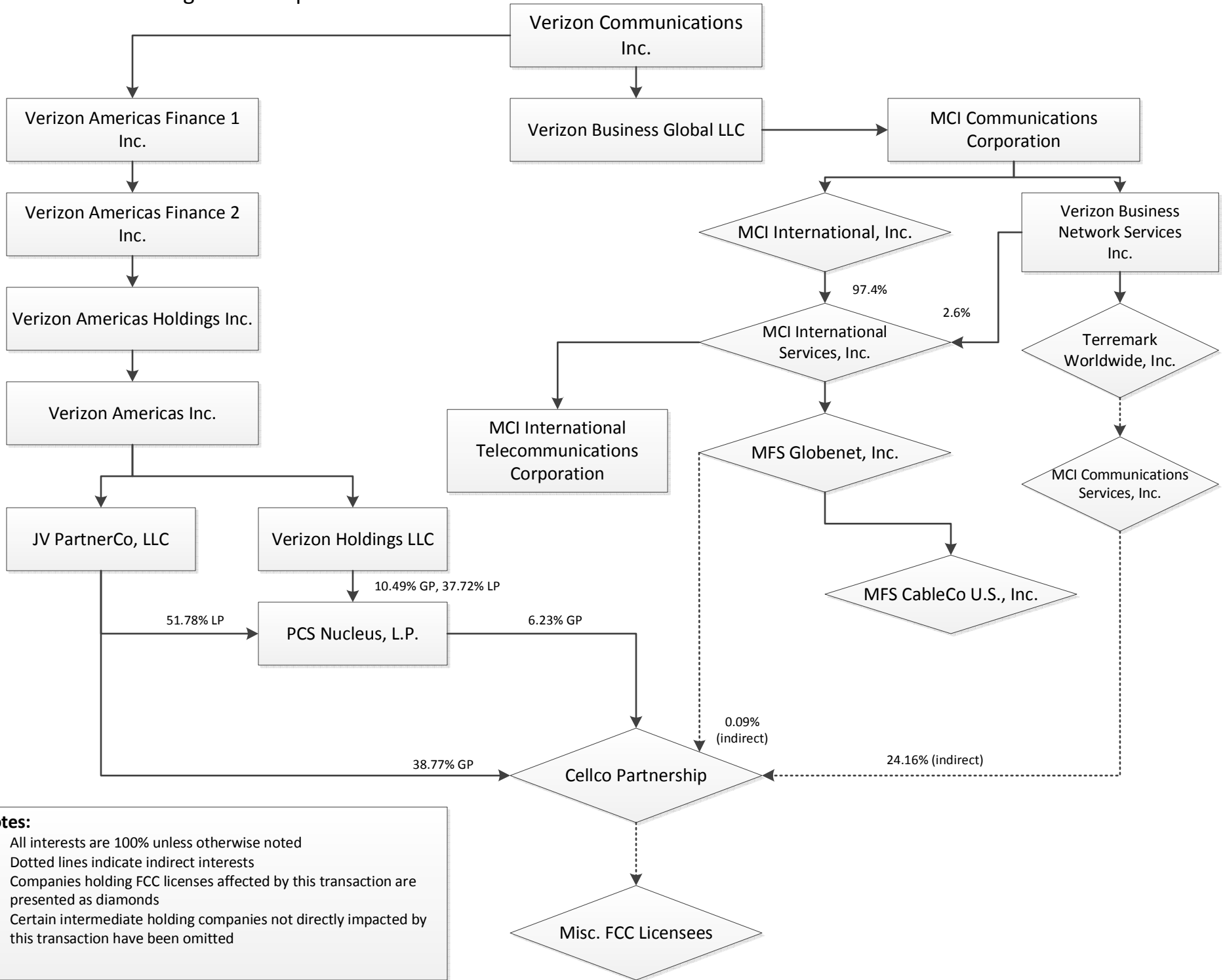
³ *1998 Biennial Review – Review of International Common Carrier Regulations*, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999).

ATTACHMENT 2
Section 214 Authorization Holders Affected by the Transaction⁴

AUTHORIZATION HOLDERS
Alltel Communications, LLC
California RSA No. 4 LP
Cellco Partnership
Fresno MSA LP
GTE Mobilnet of California LP
GTE Mobilnet of Fort Wayne LP
GTE Mobilnet of Indiana LP
GTE Mobilnet of Indiana RSA #3 LP
GTE Mobilnet of Indiana RSA #6 LP
GTE Mobilnet of Santa Barbara LP
GTE Mobilnet of South Texas LP
GTE Mobilnet of Terre Haute LP
GTE Mobilnet of Texas RSA #17 LP
Illinois RSA 1 LP
Indiana RSA #1 LP
Iowa RSA 5 LP
Iowa RSA No. 4 LP
Kentucky RSA No. 1 Partnership
MCI Communications Services Inc.
MCI International, Inc.
MCI International Services, Inc.
MFS GlobeNet, Inc.
New Mexico RSA 6-1 Partnership
Northwest Missouri Cellular Limited Partnership
New Mexico RSA No. 5 LP
Rockford MSA LP
Rural Cellular Corporation
Sacramento Valley LP
San Antonio MTA, L.P.
Southern Indiana RSA LP
Tuscaloosa Cellular Partnership
Upstate Cellular Network
Verizon Wireless Personal Communications LP
Virginia RSA 5 LP

⁴ This list of Section 214 authorization holders that are affected by the internal reorganization as of the date of consummation is intended to be complete. However, Verizon requests that Commission acceptance of the *pro forma* transfer notifications include any authorizations that may have been inadvertently omitted.

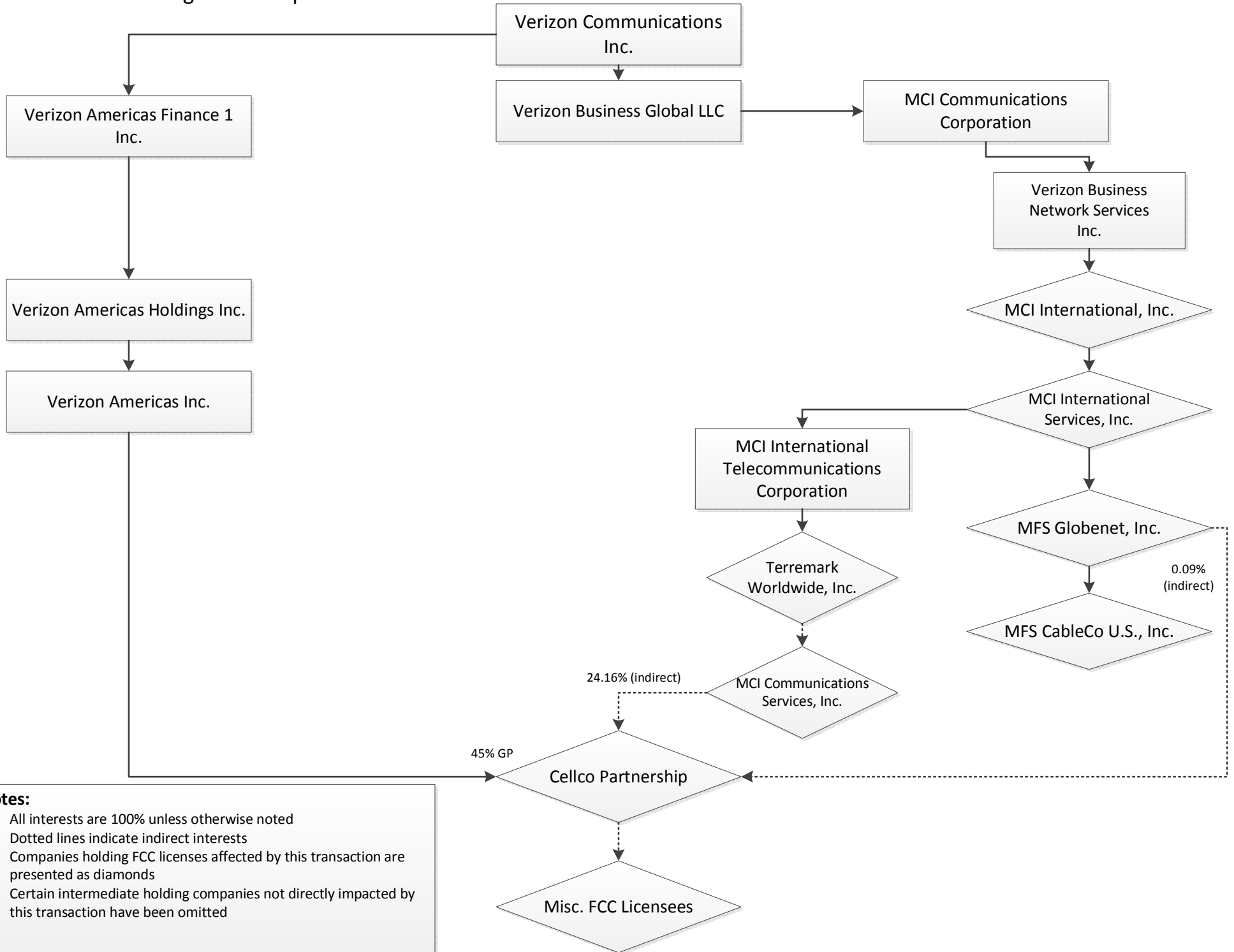
Pre-Restructuring Ownership



Notes:

- All interests are 100% unless otherwise noted
- Dotted lines indicate indirect interests
- Companies holding FCC licenses affected by this transaction are presented as diamonds
- Certain intermediate holding companies not directly impacted by this transaction have been omitted

Post-Restructuring Ownership



- Notes:**
- All interests are 100% unless otherwise noted
 - Dotted lines indicate indirect interests
 - Companies holding FCC licenses affected by this transaction are presented as diamonds
 - Certain intermediate holding companies not directly impacted by this transaction have been omitted