

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 an internal corporate restructuring involving indirect wholly owned subsidiaries of Verizon. As discussed below, the restructuring converted two holding companies in the Verizon ownership chain from corporations to LLCs, resulting in the transfer of control of certain international Section 214 authorizations. Specifically, GTE Corporation and GTE Wireless Inc. were converted to limited liability companies. Attached hereto as Attachment 3 are charts showing the indirect ownership of the affected licensees before and after the transaction; the ownership charts are identical except for the LLC designations of the two entities. 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 was completed on June 29, 2016.¹

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.

Contact Information:

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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 and experimental authorizations. See *Wireless Telecommunications Bureau, Assignment of License Authorization Applications, Transfer of Control of Licensee 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 11416, File Nos. 0007247360, 0007247386 (May 25, 2016); File No. 0013-EX-TU-2016 (granted May 11, 2016). 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. 0007349849.

with a copy to:

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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 indirect interest in as part of an internal corporate restructuring. The restructuring converted two holding companies in the Verizon ownership chain from corporations to LLCs, resulting in the transfer of control of certain international Section 214 authorizations. Specifically, GTE Corporation and GTE Wireless Inc. were converted to limited liability companies. Attached hereto as Attachment 3 are charts showing the indirect ownership of the affected licensees before and after the transaction; the ownership charts are identical except for the LLC designations of the two entities. The transaction was completed on June 29, 2016.

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

² 47 C.F.R. § 63.24(d); *see also 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).

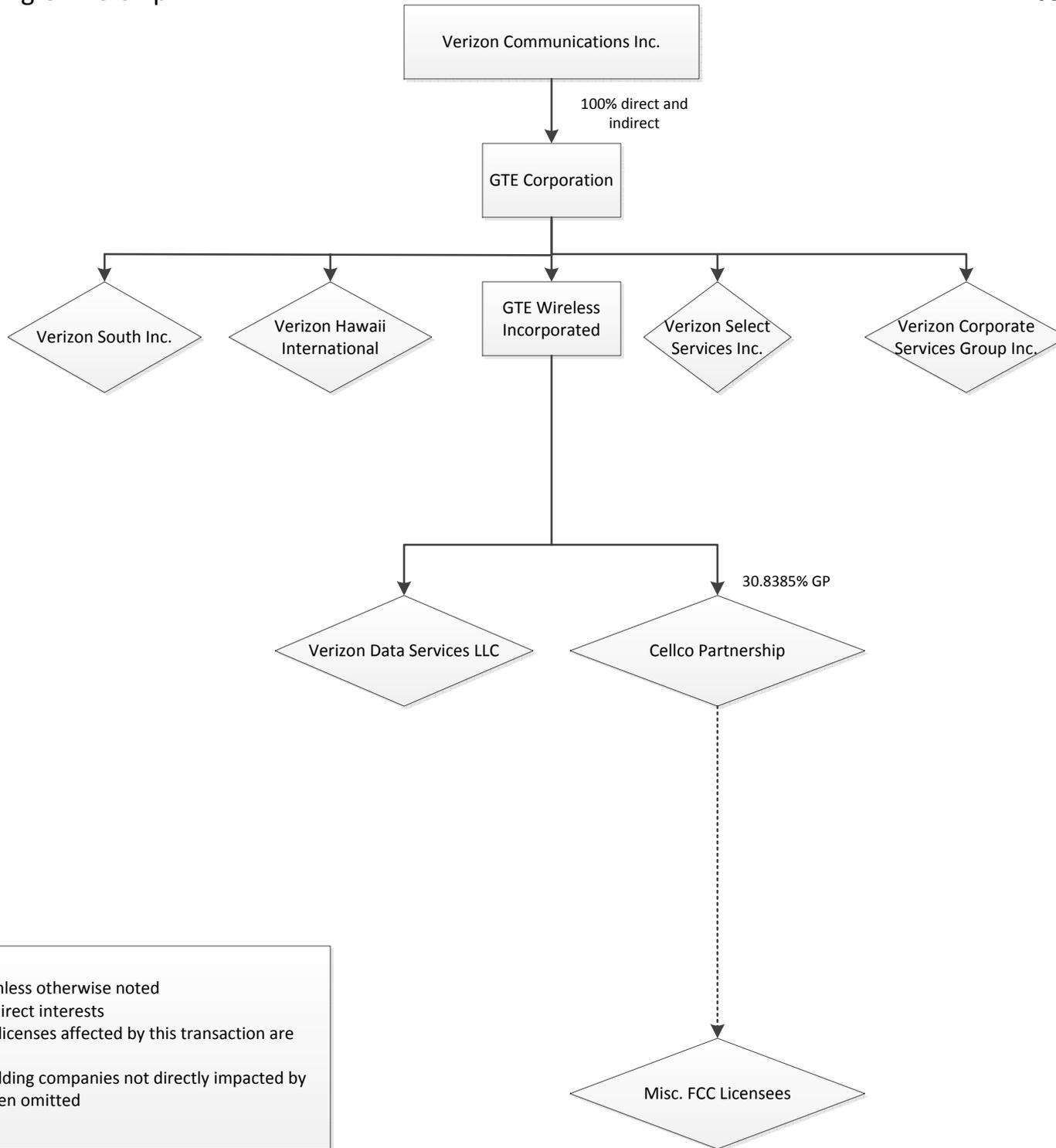
The Commission has previously stated that “[r]egulatory review of [*pro forma*] transactions yields no significant public interest benefits, but may delay or hinder transactions that could provide substantial financial, operational, or administrative benefits for carriers.”³

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

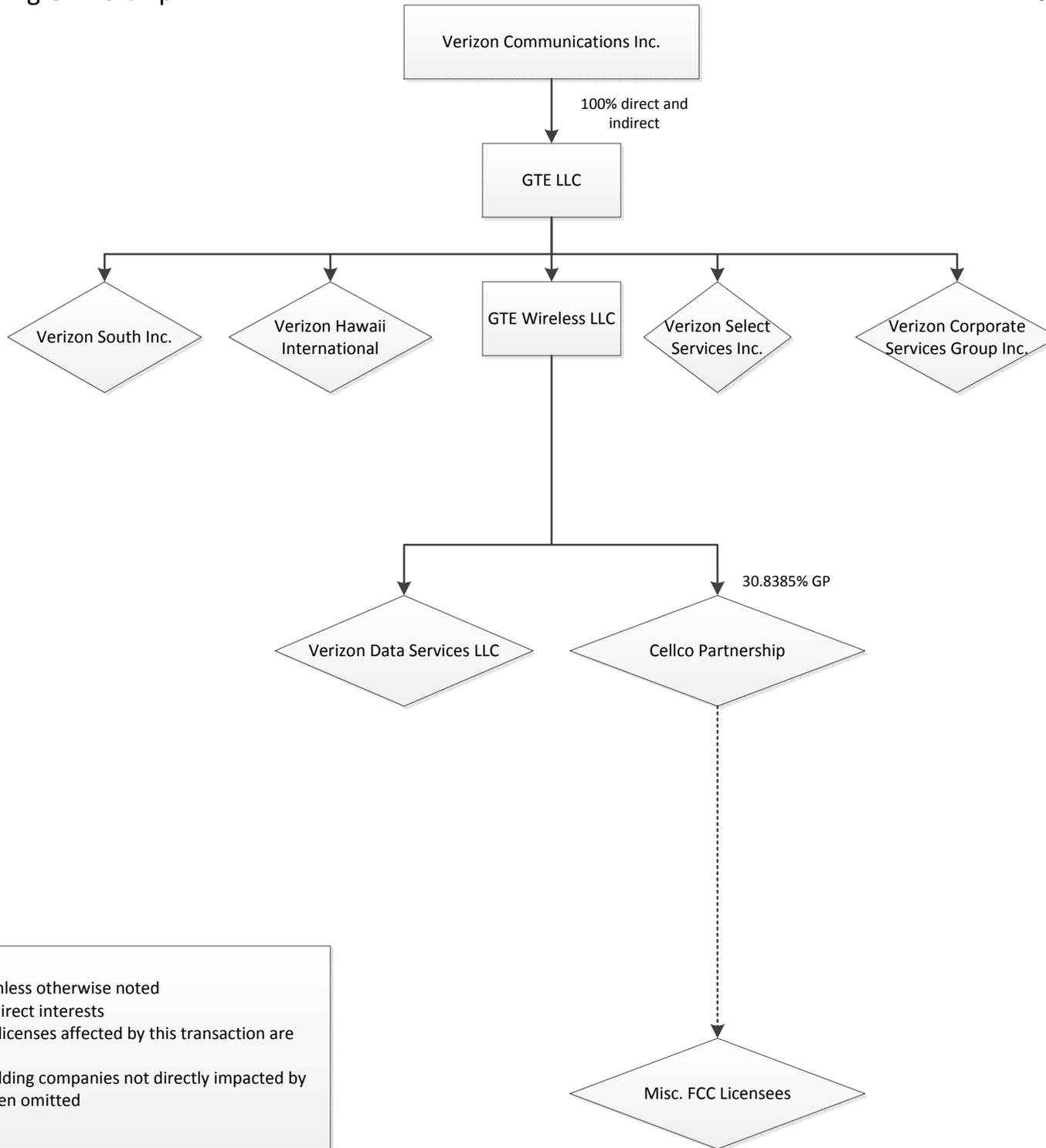
AUTHORIZATION HOLDERS
Airtouch Cellular
Alltel Communications, LLC
California RSA No. 4 LP
Cellco Partnership
Fresno MSA LP
GTE Mobilnet of California LP
GTE Mobilnet of Fort Wayne LP
GTE Mobilnet of Indiana LP
GTE Mobilnet of Indiana RSA #3 LP
GTE Mobilnet of Indiana RSA #6 LP
GTE Mobilnet of South Texas LP
GTE Mobilnet of Terre Haute LP
GTE Mobilnet of Texas RSA #17 LP
GTE Wireless of the Midwest Incorporated
Indiana RSA #1 LP
Iowa RSA 5 LP
Iowa RSA No. 4 LP
Kentucky RSA No. 1 Partnership
New Mexico RSA 6-1 Partnership
Northwest Missouri Cellular Limited Partnership
New Mexico RSA No. 5 LP
Rural Cellular Corporation
Sacramento Valley LP
San Antonio MTA, LP
Tuscaloosa Cellular Partnership
Upstate Cellular Network
Verizon Hawaii International Inc.
Verizon Select Services Inc.
Verizon South Inc.
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.



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



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