

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 eliminated or relocated several companies in the Verizon ownership chain, resulting in the transfer of control or assignment of certain FCC licenses, authorizations, and spectrum leases within Verizon. The steps of the transaction took place virtually simultaneously on September 30, 2017.¹

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 and experimental authorizations. See ULS File No. 0007903649, ELS File Nos. 0654-EX-CN-2017 & 0037-EX-TU-2017. 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. 0007966578.

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 eliminated or relocated several companies in the Verizon ownership chain, resulting in the transfer of control or assignment of certain FCC licenses, authorizations and spectrum leases within Verizon. The following steps took place virtually simultaneously on September 30, 2017:

Distribution and Contribution of GTE Wireless of the Midwest Incorporated

- GTE Wireless LLC distributed the stock of GTE Wireless of the Midwest Incorporated (“GTE Midwest”), through a series of Verizon-controlled entities, to Verizon.
- Verizon contributed the stock of GTE Midwest to Verizon Americas Finance 1 Inc. (“Verizon Finance”).
- Verizon Finance contributed the stock of GTE Midwest to Verizon Americas Inc. (“Verizon Americas”).

Liquidation of Cellular Inc. Network Corporation and Distribution of CommNet Cellular Inc.

- Cellular Inc. Network Corporation (“CINC”) liquidated into CommNet Cellular Inc.
- Cellco Partnership (“Cellco”) distributed the stock of CommNet Cellular Inc. (“CommNet”) to Verizon Americas in partial redemption of Verizon America’s interest in Cellco.

Contribution of Cellco Interest

- Verizon Americas contributed a 10% general partner interest in Cellco to GTE Midwest (Verizon Americas retained approximately a 36% general partner interest in Cellco).

Attached as Attachment 3 are charts showing the ownership of the affected FCC licensees before and after the transactions.

Because the restructuring did not change the ultimate control of any license or licensee (all remain controlled by Verizon), it was *pro forma* in nature.² The Commission has stated that, in situations “where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest.”³

² *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); cf. 47 C.F.R. § 63.24(d).

³ *Id.* at 6295, ¶ 2. See also *1998 Biennial Review – Review of International Common Carrier Regulations*, Report and Order, 14 FCC Rcd 4909, ¶ 42 (1999) (finding 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.”).

ATTACHMENT 2
Section 214 Authorization Holders Affected by the Transaction⁴

International Section 214 Authorization Holders Affected by the Restructuring
Airtouch Cellular
Alltel Communications, LLC
Cellco 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 South Texas Limited Partnership
GTE Mobilnet of Terre Haute Limited Partnership
GTE Mobilnet of Texas RSA #17 Limited Partnership
GTE Wireless of the Midwest Incorporated
Illinois Valley Cellular RSA 2-II Partnership
Indiana RSA #1 Limited Partnership
Iowa RSA No. 5 Limited Partnership
Iowa RSA No. 4 Limited Partnership
Kentucky RSA No. 1 Partnership
New Mexico RSA 6-1 Partnership
Northwest Missouri Cellular Limited Partnership
New Mexico RSA No. 5 Limited Partnership
Rural Cellular Corporation
Sacramento Valley Limited Partnership
San Antonio MTA, LP
Tuscaloosa Cellular Partnership
Verizon Wireless Personal Communications Limited Partnership
Virginia RSA 5 Limited Partnership

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.