

## ATTACHMENT 1

### NOTIFICATION OF *PRO FORMA* TRANSACTIONS

Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 64.24(f) of the Commission's rules,<sup>1</sup> Verizon Communications Inc. ("Verizon") notifies the Commission of an internal restructuring involving certain indirect subsidiaries of Verizon that occurred on December 31, 2018.<sup>2</sup> The restructuring eliminated or relocated multiple companies in the Verizon ownership chain, which resulted in the *pro forma* assignment or transfer of control of various FCC licensees and licenses, including certain international Section 214 authorizations.

#### **Answer to Question 10 (Section 63.18(c)-(d))**

All communications in connection with this notification should be directed to the following:

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Verizon, a Delaware corporation, does not hold any international Section 214 authorizations but does directly or indirectly control subsidiaries that hold such authorizations to provide international switched resale services and global or limited global facilities-based and resale services. The international Section 214 authorizations that were impacted by the internal restructuring are listed in Attachment 2.

#### **Answer to Question 11 (Section 63.18(h))**

Verizon is a publicly traded and widely held company, and no person or entity holds a direct or indirect 10 percent or greater ownership interest in Verizon. Verizon's address is One Verizon Way, Basking Ridge, New Jersey 07920. Verizon's principal business is the provision of communications services.

#### **Answer to Question 13**

Verizon effectuated an internal restructuring involving certain indirect subsidiaries of Verizon on December 31, 2018. The restructuring eliminated or relocated multiple companies in

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<sup>1</sup> 47 U.S.C. § 214; 47 C.F.R. § 64.24(f).

<sup>2</sup> Prior to the closing of the transaction, Verizon applied for and received consent to the *pro forma* transfer of control of a non-common carrier radio license impacted by the transaction. See ULS File No. 0008447079. Notifications also are being filed concurrently with the Wireless Telecommunications Bureau with regard to the common carrier radio licenses impacted by the transaction.

the Verizon ownership chain, which resulted in the *pro forma* assignment or transfer of control of various FCC licenses, authorizations, and spectrum leases within Verizon. Verizon, both before and after the restructuring, indirectly controlled such licenses, authorizations, and spectrum leases. Specifically, the following *pro forma* transactions took place on December 31, 2018:

1. The following wholly-owned direct or indirect subsidiaries of Cellco Partnership (“Cellco”) were eliminated by merger or through the distribution of ownership interests to Cellco, and their FCC licenses and leases were assigned on a *pro forma* basis to Cellco:

- Dallas MTA, L.P.
- Illinois SMSA Limited Partnership
- Lafayette Cellular Telephone Company
- New Par
- San Antonio MTA, L.P.
- Verizon Wireless Personal Communications LP
- Verizon Wireless Tennessee Partnership

Certain entities listed above held direct ownership interests in other FCC licensees. Those ownership interests also were assigned to Cellco, resulting in the *pro forma* transfer of control of the following entities:

- GTE Mobilnet of South Texas Limited Partnership
- GTE Mobilnet of Texas RSA #17 Limited Partnership
- Illinois RSA 6 and 7 Limited Partnership
- Muskegon Cellular Partnership
- Springfield Cellular Telephone Company

In addition, the ownership interests in Verizon Wireless Texas, LLC (“Verizon Texas”) were assigned from Verizon Wireless Personal Communications LP to Verizon Wireless (VAW) LLC (“VAW”), resulting in the *pro forma* transfer of control of Verizon Texas.

2. The following wholly-owned direct or indirect subsidiaries of Alltel Corporation (“Alltel”) were eliminated by merger, and their FCC licenses and leases were assigned on a *pro forma* basis to Alltel:

- Alltel Communications, LLC
- Alltel Communications of Mississippi RSA #2, Inc.
- Alltel Communications of Nebraska LLC
- Alltel Communications Southwest Holdings, Inc.
- Alltel Communications Wireless, Inc.
- Alltel Communications Wireless of Louisiana, Inc.
- WWC Texas RSA LLC

Certain entities listed above held direct ownership interests in other FCC licensees. Those ownership interests also were assigned to Alltel, resulting in the *pro forma* transfer of control of the following entities:<sup>3</sup>

Alltel Communications of Arkansas RSA #12 Cellular Limited Partnership  
Alltel Communications of LaCrosse Limited Partnership  
Alltel Communications of North Carolina Limited Partnership  
Charleston-North Charleston MSA Limited Partnership  
Jackson Cellular Telephone Co., Inc.  
Missouri RSA 2 Limited Partnership  
Missouri RSA 4 Limited Partnership  
Omaha Cellular Telephone Company  
Pascagoula Cellular Partnership  
Petersburg Cellular Partnership  
Pittsfield Cellular Telephone Company  
Texas RSA #11B Limited Partnership  
Tyler/Longview/Marshall MSA Limited Partnership  
Wisconsin RSA No. 8 Limited Partnership  
Wisconsin RSA #1 Limited Partnership  
Wisconsin RSA #2 Partnership  
Wisconsin RSA #6 Partnership LLP

3. In connection with the partial redemption of Verizon Americas Inc.'s ("VAI") ownership interest in Cellco, Cellco caused VAW to distribute 100 percent of the stock of AirTouch Cellular Inc. ("AirTouch") to Cellco, which immediately thereafter distributed the stock to VAI, resulting in the *pro forma* transfer of control of AirTouch. This, in turn, also resulted in the *pro forma* transfer of control of the following FCC licensees in which AirTouch holds a direct ownership interest:

Alltel Corporation  
Los Angeles SMSA Limited Partnership  
Modoc RSA Limited Partnership  
Rural Cellular Corporation  
Sacramento Valley Limited Partnership

Attachment 3 includes charts showing the ownership of the affected FCC licensees before and after the *pro forma* transactions described above.<sup>4</sup>

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<sup>3</sup> Certain subsidiaries of Alltel that were eliminated as a result of the reorganization held general partnership interests in other FCC licensees. Post-closing, these ownership interests are held by Alltel. However, Verizon is not submitting *pro forma* filings for such entities because they are controlled and managed by unaffiliated third parties (i.e., not Verizon).

<sup>4</sup> The licensees and authorizations referenced in these notifications are intended to be complete and include all licensees and authorizations affected by the internal reorganization. Verizon, however, requests that FCC acceptance of the *pro forma* transfer or assignment notifications include any licensees and authorizations that may have been inadvertently omitted.

Because internal restructuring did not change the ultimate control of any license, licensee, or lessee – Verizon will continue to control all of these licenses post-closing – the transactions described above were *pro forma* in nature.<sup>5</sup> The FCC 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.”<sup>6</sup>

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<sup>5</sup> *Communications Bar Ass’ns 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) (concluding that a “corporate reorganization which involves no substantial change in the beneficial ownership of the corporation” is *pro forma* in nature).

<sup>6</sup> *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

### INTERNATIONAL SECTION 214 AUTHORIZATIONS AFFECTED BY THE *PRO FORMA* TRANSACTIONS

The following international Section 214 authorizations were assigned on a *pro forma* basis:

Assignor	Assignee	Section 214 Authorization
San Antonio MTA, L.P.	Cellco Partnership	ITC-214-20101005-00392
Verizon Wireless Personal Communications LP	Cellco Partnership	ITC-214-20101005-00391 ITC-214-19961118-00579 ITC-214-19961004-00492
Alltel Communications, LLC	Alltel Corporation	ITC-214-20010427-00254 ITC-214-19990224-00111 ITC-214-19960404-00138 ITC-214-19970219-00097 ITC-214-20050819-00333 ITC-214-20050819-00334

The following international Section 214 authorizations were subject to a *pro forma* transfer of control:<sup>7</sup>

Licensee	Section 214 Authorization
GTE Mobilnet of South Texas Limited Partnership	ITC-214-19931105-00203
GTE Mobilnet of Texas RSA #17 Limited Partnership	ITC-214-19940210-00064
AirTouch Cellular Inc.	ITC-214-19940210-00065
Rural Cellular Corporation	ITC-214-19980401-00220 ITC-214-19940224-00114
Sacramento Valley Limited Partnership	ITC-214-20010507-00290

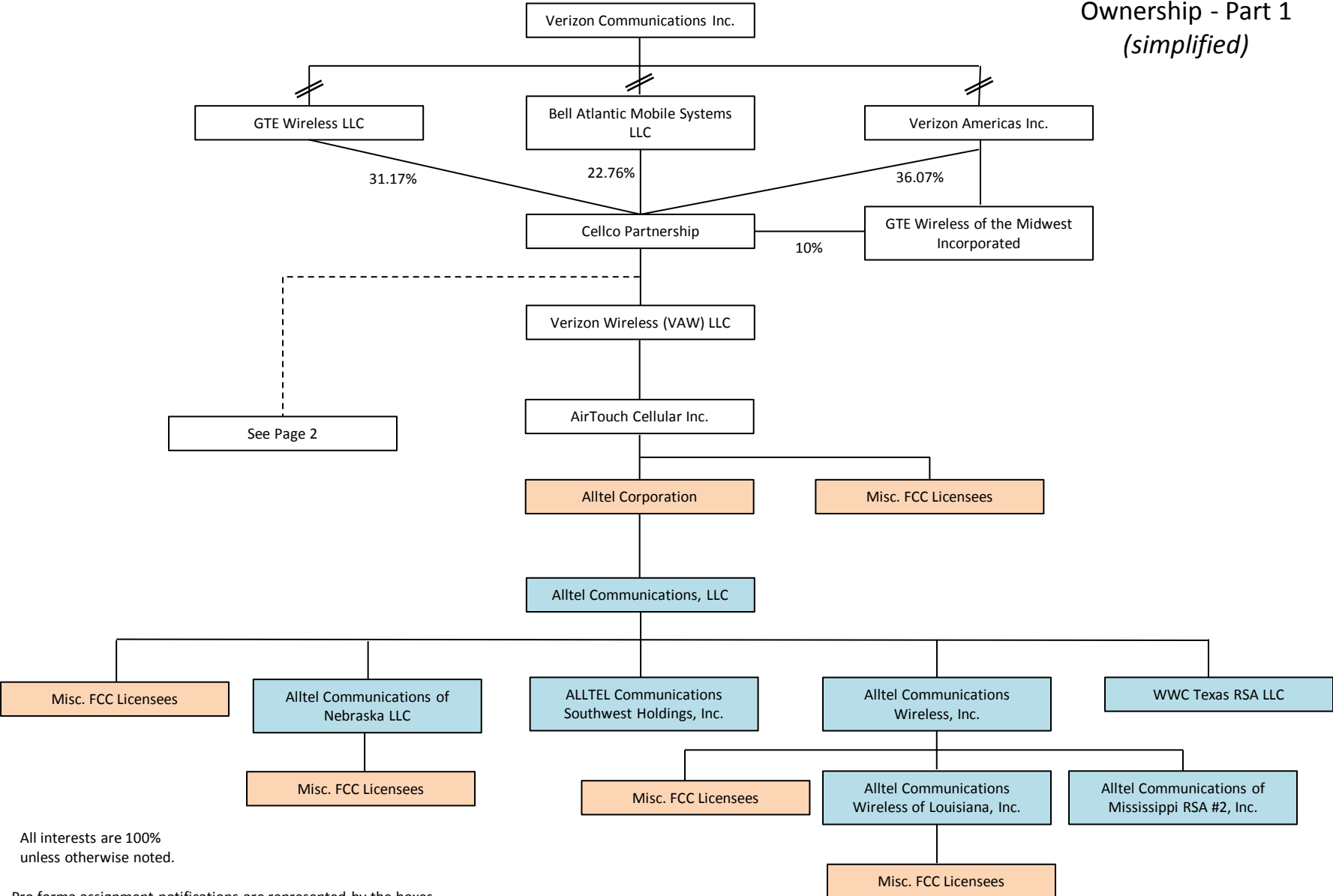
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<sup>7</sup> Because ultimate ownership of these international Section 214 authorizations will not change as a result of this transaction, Verizon has been designated as both the transferor and the transferee for the instant *pro forma* transfer notifications.

**ATTACHMENT 3**

**PRE- AND POST-CLOSING ORGANIZATIONAL CHARTS**

Pre-Restructuring  
Ownership - Part 1  
*(simplified)*

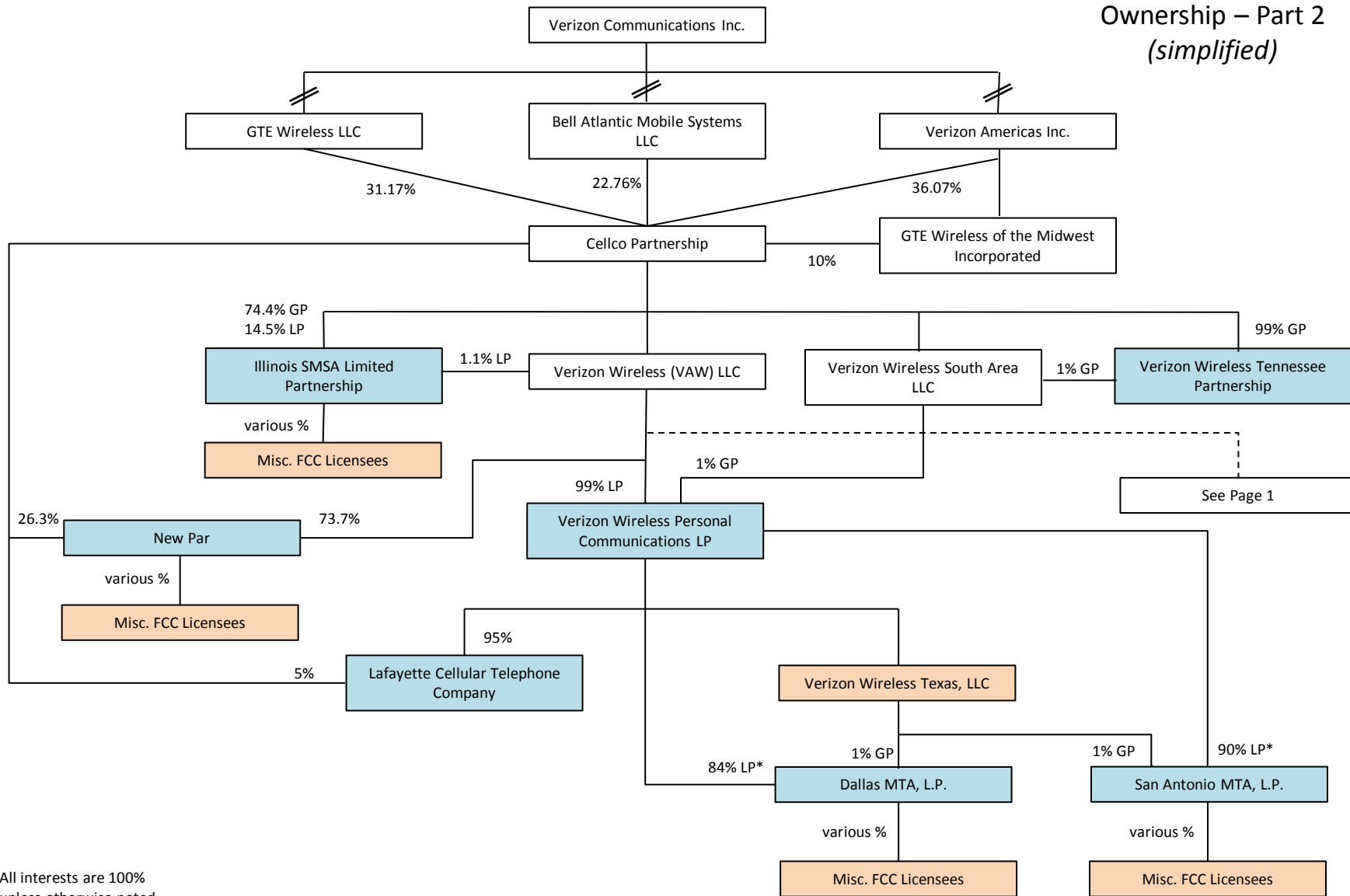


See Page 2

All interests are 100% unless otherwise noted.

Pro forma assignment notifications are represented by the boxes shaded in blue. Pro forma transfer of control notifications are represented by the boxes shaded in pink.

## Pre-Restructuring Ownership – Part 2 *(simplified)*



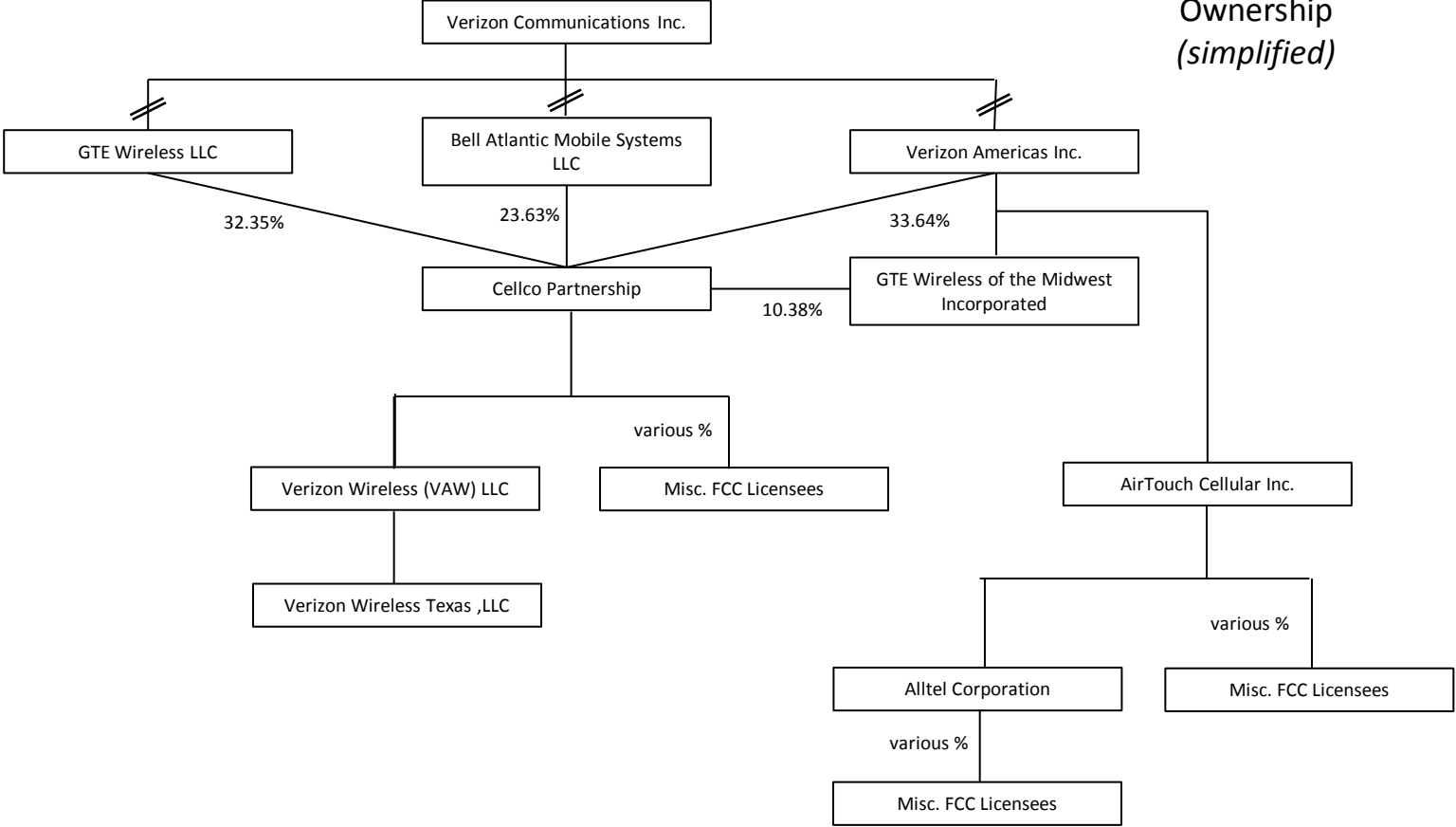
All interests are 100% unless otherwise noted

Pro forma assignment notifications are represented by the boxes shaded in blue. Pro forma transfer of control notifications are represented by the boxes shaded in pink.

\* Remaining LP interests held by Verizon Wireless (VAW) LLC



Post-Restructuring  
Ownership  
*(simplified)*



All interests are 100% unless otherwise noted