

**NOTIFICATION OF PRO FORMA TRANSACTION**

Illinois Valley Cellular RSA 2-II Partnership (“IVC RSA 2-II”) hereby notifies the Commission of the *pro forma* transfer of minority partnership interests in IVC RSA 2-II, which holds an international Section 214 authorization to provide global resale services (File No. ITC-214-20010507-00292).<sup>1</sup> The transfer did not result in a substantial change in control of IVC RSA 2-II; therefore the transfer was *pro forma* in nature.

**ANSWER TO QUESTION 10**

**Contact Information**

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

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Marseilles, IL 61341  
815-795-3200

*with a copy to:*

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**ANSWER TO QUESTION 11**

**Direct and Indirect Ownership of Transferee**

Pursuant to Section 63.18(h) of the Commission’s rules, the following entities hold a direct or indirect ten percent or greater equity interest in IVC RSA 2-II. As further described in response to Question 13 below, Marseilles Cellular, Inc. (“Marseilles”) continues to have *de facto* control over IVC RSA 2-II.

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<sup>1</sup> IVC RSA 2-II concurrently is filing a Form 603 *pro forma* notification in connection with its common carrier wireless licenses.

Marseilles, a corporation organized under the laws of Illinois, directly holds a 77 percent general partnership interest in IVC RSA 2-II. Its main office is located at 220 North Menard Street, Metamora, Illinois 61549. The principal business is the provision of telecommunications services.

Tonica Cellular, Inc. (“Tonica”), a corporation organized under the laws of Illinois, directly holds a 23 percent general partnership interest in IVC RSA 2-II. Its main office is located at 208 Allen Street, Tonica, Illinois 61370. The principal business is the provision of telecommunications services.

Tonica Telephone Company, a corporation organized under the laws of Illinois, owns 100 percent of Tonica Cellular, Inc., which holds a 23 percent direct ownership interest in IVC RSA 2-II. Its main office is located at 208 Allen Street, Tonica, Illinois 61370. The principal business is the provision of telecommunications services.

MTCO Corporation, a corporation organized under the laws of Illinois, owns 100 percent of Marseilles Cellular, Inc., which holds a 77 percent direct ownership interest in IVC RSA 2-II. Its main office is located at 220 North Menard Street, Metamora, Illinois 61549. The principal business is the provision of telecommunications services.

Rauh Enterprises, L.P., a limited partnership organized under the laws of Illinois, owns 36.53 percent of MTCO Corporation, which holds 100 percent of Marseilles Cellular, Inc., which holds a 77 percent direct ownership interest in IVC RSA 2-II. Thus, Rauh Enterprises, L.P. holds a 28.13 percent indirect interest in IVC RSA 2-II. Its main office is located at 220 North Menard Street, Metamora, Illinois 61549. The principal business is the provision of telecommunications services.

The GR/SR Irrevocable Trust, a trust organized under the laws of Illinois, owns 93.69% of Rauh Enterprises, L.P., which owns 36.53 percent of MTCO Corporation, which holds 100 percent of Marseilles Cellular, Inc., which holds a 77 percent direct ownership interest in Filer. Thus, the GR/SR Irrevocable Trust holds a 26.35 percent indirect interest in File IVC RSA 2-II. The contact address for the GR/SR Irrevocable Trust is PO Box 135, Metamora, Illinois 61548. The principal business is estate planning.

Ann Dickerson, a United States citizen, is the Trustee of the GR/SR Irrevocable Trust, which owns 93.69% of Rauh Enterprises, L.P., which owns 36.53 percent of MTCO Corporation, which holds 100 percent of Marseilles Cellular, Inc., which holds a 77 percent direct ownership interest in IVC RSA 2-II.

No other entity or individual directly or indirectly holds a 10 percent or greater equity interest in IVC RSA 2-II.

## ANSWER TO QUESTION 13

### Description of the Transaction

Prior to December 31, 2018, IVC RSA 2-II had three general partners: (1) Tonica Cellular, Inc. (“Tonica”) held a 9.67 percent interest; (2) Marseilles Cellular, Inc. (“Marseilles”) held a 32.34 percent interest; and (3) Alltel held a 57.99 percent interest.<sup>2</sup>

On December 31, 2018, Alltel withdrew from the IVC RSA 2-II partnership. Proportionate ownership interests held by Marseilles and Tonica, increased *pro rata* to reflect the withdrawal. As a result, Marseilles’ interest increased from 32.34 percent to 77 percent; and Tonica’s interest increased from 9.67 percent to 23 percent.

IVC RSA 2-II was prior to the transfer and continues to be managed by Marseilles, which serves as the Operational Partner and Network Partner of the partnership. In these roles, Marseilles continues to control the daily operations of and carry out the day-to-day policy decisions for IVC RSA 2-II, control the financial obligations associated with operating IVC RSA 2-II, control personnel decisions, control the use of IVC RSA 2-II’s facilities and equipment, and receive monies and profits from the operation of the facilities.<sup>3</sup> This demonstrates that Marseilles thus has *de facto* control over IVC RSA 2-II.

Although the transfer of Verizon’s ownership interests in this case resulted in an increase in the remaining partners’ interests (including Marseilles increase to 77 percent), the transfer is *pro forma* because, as described above, Marseilles had and continues to have ultimate control of IVC RSA 2-II.

IVC RSA 2-II is a longstanding FCC licensee, operating state of the art digital wireless networks in eight counties running from the Indiana State line to south of Chicago, to near Peoria, Illinois and then on towards the Iowa state line. It has concentrated on building towers that serve the needs of the local communities and the rural farming community. IVC RSA 2-II holds several licenses in good standing and provides commercial mobile wireless service in furtherance of the public interest. The transfer also did not change or impact the operations of IVC RSA 2-II, including its customers.

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<sup>2</sup> Alltel is a wholly-owned subsidiary of Cellco Partnership d/b/a Verizon Wireless (“Verizon Wireless”). Robert E. Boone, Jr. (“Boone”) serves as Voting Trustee for Alltel’s voting rights in IVC RSA 2-II under a Voting Trust Agreement between Boone and Alltel. On February 5, 2009, the Commission was notified of the *pro forma* transfer of Alltel’s voting rights in IVC RSA 2-II to the trustee, in connection with the acquisition of ALLTEL Corporation by Verizon Wireless. See ULS File No. 0003728249.

<sup>3</sup> See *Intermountain Microwave*, 24 Rad. Reg. (P&F) 983 (1963), *Application of Ellis Thompson Corp.*, 9 FCC Rcd 7138 (1994).