

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,¹ Verizon Communications Inc. ("Verizon") notifies the Commission of an internal restructuring involving certain direct and indirect subsidiaries of Verizon that occurred on June 30, 2020.² The restructuring included the elimination of multiple companies in the Verizon ownership chain, as well as the conversion of certain companies from corporations to limited liability companies. These non-substantive internal ownership changes resulted in the *pro forma* assignment or transfer of control of various FCC licenses and authorizations within Verizon. Verizon, both before and after the restructuring, indirectly controlled such licenses and 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.

¹ 47 U.S.C. § 214; 47 C.F.R. § 64.24(f).

² Prior to closing, Verizon applied for and received consent to the *pro forma* assignment or transfer of control of non-common carrier radio licenses and experimental authorizations affected by the reorganization.

Answer to Question 13

Verizon effectuated an internal restructuring involving certain direct and indirect subsidiaries of Verizon on June 30, 2020. The restructuring included the elimination of multiple companies in the Verizon ownership chain, as well as the conversion of certain companies from corporations to limited liability companies. These non-substantive internal ownership changes resulted in the *pro forma* assignment or transfer of control of various FCC licenses and authorizations within Verizon. Verizon, both before and after the restructuring, indirectly controlled such licenses and authorizations. Specifically, the following *pro forma* transactions took place on or about June 30, 2020:

1. The following intermediate holding companies were merged into their respective immediate parent companies, which ultimately merged into MCI International, Inc. (which, as noted below, has converted into a limited liability company):

MCI Broadband Solutions, Inc.
Terremark Worldwide, Inc.
MCI International Telecommunications Corporation
MCI International Services, Inc.

2. MCI Communications Corporation was merged into its immediate parent company, Verizon Business Global LLC.
3. Verizon Americas Finance 1 Inc. and GTE Wireless of the Midwest Incorporated were merged into Verizon Americas Inc. (which, as noted below, has converted into a limited liability company).
4. The following subsidiaries were converted from corporations to limited liability companies:

Verizon Business Network Services Inc.
MCI International, Inc.
MCI Communications Services, Inc.
Verizon Americas Inc.

5. Bell Atlantic Mobile Systems LLC changed its name to BAMS Communications LLC (“BAMS Communications”). BAMS Communications formed a new wholly-owned subsidiary named Bell Atlantic Mobile Systems LLC (“New BAMS”), then contributed its assets to New BAMS. Those assets include: (1) its FCC licenses, authorizations, and leases; and (2) any partnership interests held in other Verizon licensees, including its approximate 23.64 percent general partnership interest in Cellco Partnership.

Attachment 3 includes charts showing the ownership of the affected FCC licensees before and after the *pro forma* transactions described above. A list of the affected licensee subsidiaries also is set forth below.³

Because the internal restructuring did not change the ultimate control of any licensee or authorization – Verizon continues to control all of these licensees and authorizations post-closing – the transactions described above were *pro forma* in nature.⁴ 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.”⁵

³ The licensees and authorizations referenced in these filings 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* notifications include any licensees and authorizations that may have been inadvertently omitted.

⁴ *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) (concluding that a “corporate reorganization which involves no substantial change in the beneficial ownership of the corporation” is *pro forma* in nature).

⁵ *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.”).

Licensees Affected by the Internal Restructuring

Wireless Licensees/Lessees
Airtouch Cellular Inc.
Bell Atlantic Mobile Systems LLC
Cellco Partnership
CommNet Cellular Inc.
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 Terre Haute Limited Partnership
GTE Wireless of the Midwest Inc.
Indiana RSA #1 Limited Partnership
Iowa RSA 5 Limited Partnership
Iowa RSA No. 4 Limited Partnership
MCI Communications Services, Inc.
New York RSA 2 Cellular Partnership
St. Lawrence Seaway RSA Limited Partnership
Terremark North America LLC
XO Communications Services, LLC

Experimental Authorization Holders
Cellco Partnership

International Section 214 Authorization Holders
Airtouch Cellular Inc.
Alltel Corporation
Bell Atlantic Mobile Systems LLC
Cellco Partnership
Fresno MSA, LP
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 Inc.
Indiana RSA #1 Limited Partnership
Iowa RSA 5 Limited Partnership
Iowa RSA No. 4 Limited Partnership

International Section 214 Authorization Holders
Kentucky RSA No. 1 Partnership
MCI Communications Corp.
MCI Communications Services, Inc.
MCI International Services, Inc.
New Mexico RSA 6-I Partnership
New Mexico RSA No. 5 Limited Partnership
Northwest Missouri Cellular Limited Partnership
Rural Cellular Corp.
Sacramento Valley Limited Partnership
Tuscaloosa Cellular Partnership
Verizon Business Network Services Inc.
Virginia RSA 5 Limited Partnership
XO Communications Services, LLC

Fixed Earth Station Authorization Holders
MCI Communications Services, Inc.

VSAT Authorization Holders
MCI Communications Services, Inc.

Submarine Cable Licensees
MCI Communications Corp.
MCI International Inc.
MFS Globenet, Inc.

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
Bell Atlantic Mobile Systems LLC (name changed to BAMS Communications LLC)	Bell Atlantic Mobile Systems LLC	ITC-214-19960509-00185
GTE Wireless of the Midwest Inc.	Verizon Americas LLC	ITC-214-19940223-00091 ITC-214-19940224-00081 ITC-214-19940224-00102
MCI Communications Corporation	Verizon Business Global LLC	ITC-214-19961003-00486
MCI Communications Services, Inc.	MCI Communications Services, LLC	ITC-214-19960329-00130
MCI International Services, Inc.	MCI International, LLC	ITC-214-19950530-00027 ITC-214-19971014-00621
Verizon Business Network Services Inc.	Verizon Business Network Services, LLC	ITC-214-19920119-00118

The following international Section 214 authorizations were subject to a *pro forma* transfer of control:⁶

Licensee	Section 214 Authorization
AirTouch Cellular Inc.	ITC-214-19940210-00065
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
Cellco Partnership	ITC-214-19960422-00159 ITC-214-19960924-00461 ITC-214-19961004-00492 ITC-214-19961008-00504

⁶ 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.

Licensee	Section 214 Authorization
	ITC-214-19961118-00579 ITC-214-20040826-00343 ITC-214-20001221-00736 ITC-214-20001221-00735 ITC-214-20001221-00734 ITC-214-20001221-00733 ITC-214-20001221-00732 ITC-214-20001221-00731 ITC-214-20001221-00730 ITC-214-20001221-00729 ITC-214-20010504-00279 ITC-214-19920813-00076 ITC-214-20101005-00391 ITC-214-20101005-00392 ITC-MOD-20070319-00191 ITC-MOD-20070828-00362
Fresno MSA, LP	ITC-214-19940223-00089
GTE Mobilnet of South Texas Limited Partnership	ITC-214-19931105-00203
GTE Mobilnet of Texas RSA #17 Limited Partnership	ITC-214-19940210-00064
GTE Mobilnet of Terre Haute Limited Partnership	ITC-214-19940210-00067
GTE Mobilnet of Indiana Limited Partnership	ITC-214-19931105-00204
GTE Mobilnet of Fort Wayne Limited Partnership	ITC-214-19940208-00039
GTE Mobilnet of Indiana RSA #3 Limited Partnership	ITC-214-19940208-00034
GTE Mobilnet of Indiana RSA #6 Limited Partnership	ITC-214-19940208-00041
GTE Mobilnet of California Limited Partnership	ITC-214-19940208-00040
Indiana RSA #1 Limited Partnership	ITC-214-19940210-00070
Iowa RSA 5 Limited Partnership	ITC-214-19940223-00094
Iowa RSA No. 4 Limited Partnership	ITC-214-19940224-00084
Kentucky RSA No. 1 Partnership	ITC-214-19940223-00088
New Mexico RSA 6-I Partnership	ITC-214-19940224-00103
New Mexico RSA No. 5 Limited Partnership	ITC-214-19940224-00101
Northwest Missouri Cellular Limited Partnership	ITC-214-20010427-00255
Rural Cellular Corporation	ITC-214-19980401-00220 ITC-214-19940224-00114
Sacramento Valley Limited Partnership	ITC-214-20010507-00290
Tuscaloosa Cellular Partnership	ITC-214-19940224-00095

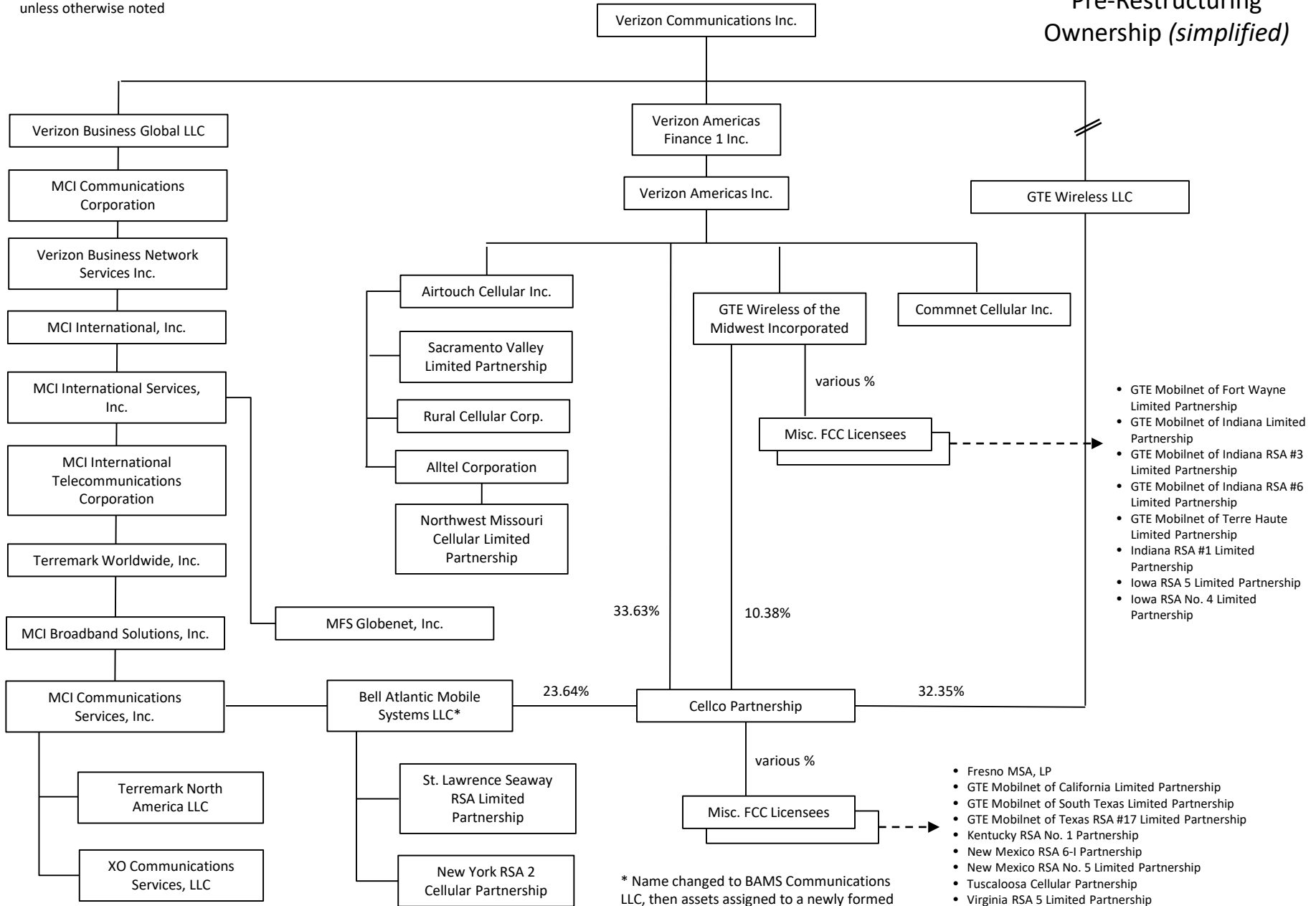
Licensee	Section 214 Authorization
Virginia RSA 5 Limited Partnership	ITC-214-19940202-00085
XO Communications Services, LLC	ITC-214-20001117-00674

ATTACHMENT 3

PRE- AND POST-CLOSING ORGANIZATIONAL CHARTS

All interests are 100% unless otherwise noted

Pre-Restructuring Ownership (simplified)



* Name changed to BAMS Communications LLC, then assets assigned to a newly formed wholly-owned subsidiary named Bell Atlantic Mobile Systems LLC

All interests are 100% unless otherwise noted

Post-Restructuring Ownership (simplified)

