

ATTACHMENT 1
To FCC Form 214 Transfer of Control
For International Section 214 Authorizations

INFORMATION PROVIDED PURSUANT TO SECTION 63.24(e)

Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.18 and 63.24 of the Commission's rules,¹ Northwest Missouri Cellular Limited Partnership d/b/a NorthwestCell ("NWMC" or "Applicant") and its partners seek consent for the transfer of control of the international Section 214 authority held by NWMC ("Application"). As explained herein, the transfer of control will result from the conversion of some of the Limited Partnership interest held by Alltel Corporation ("Alltel") into a General Partnership interest without the addition of any new partners. In support of the Application, the Applicant provides the following information pursuant to Section 63.24(e) of the Commission's rules, specifically the information requested in Sections 63.18(a)-(d) and (h)-(p):

Section 63.18(a)

See items 6 and 7 in the Application.

Section 63.18(b)

NWMC is a limited partnership organized under the laws of the state of Delaware.

Section 63.18(c) (Answer to Question 10)

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

For NWMC and all partners other than Alltel:

Gregory W. Whiteaker
Herman & Whiteaker, LLC
6720B Rockledge Drive, Suite 150
Bethesda, MD 20817
Phone: 202.600.7274
greg@hermanwhiteaker.com

For Alltel Corporation:

Sarah Trosch
Verizon Communications Inc.
1300 I Street, N.W., Suite 500E
Washington, DC 20005
Phone: 202.515.2453
Sarah.trosch@verizon.com

Section 63.18(d) (Answer to Question 10)

NWMC holds an international Section 214 Authorization to provide global or limited global facilities-based and resale service under File No. ITC-214-20010427-00255.

¹ 47 U.S.C. § 214; 47 C.F.R. §§ 63.18 and 63.24.

Section 63.18(h) (Answer to Question 11)

The names, addresses, citizenship and principal businesses of all persons and entities (all partners) that directly or indirectly own at least ten percent of the equity in the Applicant are listed below. There are no interlocking directorates.

Missouri Stateline Communications, Inc.
104 Crook Street
P.O. Box 368
Coin, IA 51636

Principal Business: Communications service provider
Citizenship: Iowa corporation that is a wholly owned subsidiary of IAMO Telephone Company ("IAMO")
Percentage Held: 20.65% direct ownership as partner
FRN: 0003722477

IAMO Telephone Company
104 Crook Street
P.O. Box 368
Coin, IA 51636

Principal Business: Communications service provider
Citizenship: Iowa corporation that is widely held. No owner of IAMO holds an indirect 10% or greater interest in IAMO or the Applicant.
Percentage Held: 20.65% indirect ownership through Missouri Stateline Communications, Inc.
FRN: 0003722477

Rock Port Telephone Company
107 Opp Street
P.O. Box 147
Rock Port, MO 64482

Principal Business: Communications service provider
Citizenship: Missouri telephone cooperative owned by its member subscribers. No member subscriber holds a 10% or greater interest in Rock Port Telephone Company or indirectly in the Applicant.
Percentage Held: 20.66% direct ownership as partner
FRN: 0004362505

Grand River Communications, Inc.
1001 Kentucky Street
Princeton, MO 64673

Principal Business: Communications service provider
Citizenship: Missouri corporation that is wholly owned by Grand River Mutual Telephone Corporation ("GRM").
Percentage Held: 20.65% direct ownership as partner
FRN: 0003737392

Grand River Mutual Telephone Corporation
1001 Kentucky Street
Princeton, MO 64673

Principal Business: Communications service provider

Citizenship: Missouri telephone cooperative owned by its member subscribers. No member subscriber holds a 10% or greater interest in GRM or indirectly in the Applicant.

Percentage Held: 20.65% indirect ownership through Grand River Communications, Inc.

FRN: 0003737392

Alltel Corporation
One Verizon Way
Basking Ridge, NJ 07920

Principal Business: Communications service provider

Citizenship: Delaware corporation that is wholly owned by AirTouch Cellular Inc.

Percentage Held: 38.05% direct ownership as partner

FRN: 0002942159

Airtouch Cellular Inc.
15505 Sand Canyon Avenue
Irvine, CA 92618

Principal Business: Communications service provider

Citizenship: California corporation that is wholly owned by Verizon Americas LLC

Percentage Held: 38.05% indirect ownership through Alltel Corporation

FRN: 0006146468

Verizon Americas LLC
One Verizon Way
Basking Ridge, NJ 07920

Principal Business: Communications technology company

Citizenship: Limited liability company organized in Delaware, and wholly owned by Verizon Communications Inc.

Percentage Held: 38.05% indirect ownership through Airtouch Cellular Inc. and Alltel Communications

FRN: 0029611852

Verizon Communications Inc. ("Verizon")
1095 Avenue of the Americas
New York, NY 10036

Principal Business: Holding company

Citizenship: Delaware corporation that is widely held, with no 10% or greater stakeholders

Percentage Held: 38.05% indirect ownership through Verizon Americas LLC, Airtouch Cellular Inc., and Alltel Communications

FRN: 0003257094

Section 63.24(e) (Answer to Question 13)

Description of the Transaction

Prior to September 17, 2020, each of NWMC's four partners held both General Partnership and Limited Partnership interests. Effective as of September 17, 2020, the partners amended the partnership agreement to convert the General Partnership interest held by Alltel Corporation ("Alltel") in NWMC to a Limited Partnership interest, which resulted in an increase to Alltel's existing Limited Partnership interest. NWMC notified the Commission of this *pro forma* transfer of control. See File No. IB2020002717.

The partners now seek consent to return ownership of NWMC to its pre-2020 ownership, wherein Alltel will hold both General Partner and Limited Partnership interests in NWMC. Alltel gave up control of NWMC in the 2020 transfer, and through the current transaction Alltel now seeks to regain its General Partnership control. The charts below identify the partners and their respective partnership interests today and following the conversion.

Prior to Conversion:

Partner	G.P. Interest	L.P. Interest	Total (Rounded)
Missouri Stateline Communications, Inc.	20.43949%	0.20645%	20.65%
Rock Port Telephone Company	20.45155%	0.20657%	20.66%
Grand River Communications, Inc.	20.43949%	0.20645%	20.65%
Alltel Corporation	0.00%	38.05%	38.05%

Post Conversion:

Partner	G.P. Interest	L.P. Interest	Total (Rounded)
Missouri Stateline Communications, Inc.	20.43949%	0.20645%	20.65%
Rock Port Telephone Company	20.45155%	0.20657%	20.66%
Grand River Communications, Inc.	20.43949%	0.20645%	20.65%
Alltel Corporation	23.38947%	14.66053%	38.05%

Section 63.18(i) (Answer to Question 14)

NWMC is not a foreign carrier. None of NWMC's partners or their 10 percent or greater owners, including Verizon, is a foreign carrier. Verizon is currently affiliated with the foreign carriers in the markets listed below (the "Foreign Carrier Affiliates"). Verizon and, thus, NWMC are affiliated with the Foreign Carrier Affiliates. All of the countries listed below are World Trade Organization member countries:

Name of the affiliated carrier:	Countries in which carrier is authorized to provide telecommunications services to the public:
Verizon Argentina S.R.L.	Argentina
Verizon Australia Pty Limited	Australia
Verizon Austria GmbH	Austria
NV Verizon Belgium Luxembourg S.A.	Belgium, Luxembourg
Verizon Telecomunicações do Brazil Ltda	Brazil
Verizon Bulgaria EOOD	Bulgaria
Verizon Canada Ltd.	Canada
Verizon Chile S.A.	Chile
Verizon Colombia S.A.	Colombia
Verizon Costa Rica S.R.L.	Costa Rica
Verizon Croatia Ltd.	Croatia
Verizon Czech s.r.o.	Czech Republic
Verizon Denmark A/S	Denmark
Verizon Finland Oy	Finland
Verizon France SAS	France
Verizon Deutschland GmbH	Germany
Verizon Hellas Telecommunications Single Member LLC	Greece
Verizon Communications Guatemala Limitada	Guatemala
Verizon Hong Kong Limited	Hong Kong
Verizon Hungary Telecommunications LLC	Hungary
Verizon Communications India Private Limited	India
Verizon Ireland Limited	Ireland
Verizon Italia S.p.A.	Italy
Verizon Japan Ltd	Japan
Verizon Korea Limited	Korea
Verizon Servicios Empresariales Mexico, S de R.L. de C.V.	Mexico
Verizon Nederland BV	Netherlands
Verizon New Zealand Limited	New Zealand
Verizon Norway AS	Norway
Verizon Panama S.A.	Panama
Verizon Peru SRL	Peru
Verizon Polska Sp. Z.o.o	Poland
Verizon Portugal Sociedade Unipessoal, LDA	Portugal
Verizon Romania SRL	Romania
Verizon Rus LLC	Russia
Verizon Communications Singapore Pte. Ltd.	Singapore
Verizon Communications Slovakia s.r.o	Slovakia

Name of the affiliated carrier:	Countries in which carrier is authorized to provide telecommunications services to the public:
Verizon Communications South Africa (Pty) Limited	South Africa
Verizon Spain S.L.	Spain
Verizon Sweden AB	Sweden
Verizon Switzerland AG	Switzerland
Verizon Taiwan Co. Limited	Taiwan (Chinese Taipei)
Verizon UK Limited	United Kingdom
Verizon Venezuela, S.A.	Venezuela

Section 63.18(j) (Answer to Question 15)

See the carriers and countries listed in the “Answer to Question 14” above.

Section 63.18(k) and (m) (Answers to Questions 16 and 18)

Verizon and, thus, NWMC post-closing qualify for non-dominant classification under Section 63.10 of the Commission’s rules for all routes between the United States and the countries listed above. None of the Foreign Carrier Affiliates is a monopoly provider of communications services, and each lacks 50 percent market share in the international transport and the local access markets in the destination markets where it provides services. The Commission has not found that any of Verizon’s Foreign Carrier Affiliates possess market power. Verizon and NWMC post-closing are therefore presumptively classified as non-dominant on all U.S.-international routes.

Section 63.18(l)

Reserved.

Section 63.18(n) and (o)

See responses to Questions 21 and 25 in the Application.

Section 63.18(p)

Request for Streamlined Processing

The Applicant respectfully requests streamlined treatment of the transfer of control pursuant to Sections 63.18(p) and 63.12 of the Commission’s rules. The Applicant qualifies for streamlined treatment under Section 63.12(c) because the Applicant qualifies for a presumption of non-dominance under Section 63.10 of the Commission’s rules for the reasons set forth in response to Questions 16-18 above.