

ATTACHMENT 1

**PRO FORMA TRANSFER OF CONTROL OF
NORTHWEST MISSOURI LIMITED PARTNERSHIP**

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 notify the Federal Communications Commission (“Commission”) of a *pro forma* transfer of control of the international Section 214 authority held by NWMC, resulting from the conversion of partnership interests held by Alltel Corporation (“Alltel”) in NWMC from General Partnership Interests to Limited Partnership Interests, as explained herein.

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

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

For NWMC and all partners other than Alltel:
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For Alltel Corporation:
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NWMC holds Section 214 Authorization File No. ITC-214-20010427-00255.

Answer to Question 11 (Section 63.18(h))

The following entities hold the below identified partnership interests in NWMC:

Partner	G.P. Interest	L.P. Interest	Total (Rounded)
Missouri Stateline Communications, Inc. 104 Crook Street Coin, IA 51636	20.43949%	0.20645%	20.65%
Rock Port Telephone Company 214 S. Main Street Rock Port, MO 64482	20.45155%	0.20657%	20.66%

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

Grand River Communications, Inc. 1001 Kentucky Street Princeton, MO 64673	20.43949%	0.20645%	20.65%
Alltel Corporation One Verizon Way Basking Ridge, NJ 07920	0.00%	38.05%	38.05%

Missouri Stateline Communications, Inc., is an Iowa corporation that is wholly owned by IAMO Telephone Company (“IAMO”). IAMO is an Iowa corporation that is widely held. No owner of IAMO holds an indirect 10% or greater interest in IAMO or the Applicant.

Grand River Communications, Inc. is a Missouri corporation that is wholly owned by Grand River Mutual Telephone Corporation (“GRM”). GRM is a Missouri telephone cooperative owned by its member subscribers. No member subscriber holds a 10% or greater interest in GRM or indirectly in the Applicant.

Rockport Telephone Company (“Rockport”) is a Missouri telephone cooperative owned by its member subscribers. No member subscriber holds a 10% or greater interest in Rock Port or indirectly in the Applicant.

Alltel Corporation is a Delaware corporation which is wholly owned by AirTouch Cellular Inc. Airtouch Cellular Inc. is wholly owned by Verizon Americas LLC, which is a wholly-owned direct subsidiary of Verizon Communications Inc. (“Verizon”).

Answer to Question 13

NWMC is a limited partnership organized under the laws of the state of Delaware. Prior to the transaction that is the subject of this application, 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 to a Limited Partnership Interest, which resulted in an increase of Alltel’s existing Limited Partnership Interest. The below charts identify the partners and their respective partnership interests prior to, 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	23.38947%	14.66053%	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	0.00%	38.05%	38.05%

The conversion of Alltel’s partnership interest did not result in any change in the equity ownership of NWMC, or in any substantial change in the control of NWMC. The change did not result in any partner acquiring 50% or more of the voting power or control of the partnership or in the admission of any new partner whose qualifications the Commission has not reviewed. The three existing partners that continue to hold General Partnership Interests each continue to appoint one member of the General Partners’ Committee, in which the management and control of NWMC resides. Accordingly, the conversion of Alltel’s General Partnership Interest to a Limited Partnership Interest only resulted in a *pro forma* transfer of control of NWMC. Accordingly, grant of this application is in the public interest.