

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)
)
MCI International, Inc., Assignor)
(FRN: 0004999355)) File No. SCL-_____)
)
and)
)
MCI International, LLC, Assignee)
(FRN: 0029611795))
)
Application for *Pro Forma* Assignment of Cable)
Landing Licenses)

To: Chief, International Bureau

**APPLICATION FOR *PRO FORMA* ASSIGNMENT OF
CABLE LANDING LICENSES**

Pursuant to an Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39, and Section 1.767 of the Commission’s rules, 47 C.F.R. § 1.767, MCI International, Inc. (“MCII”) requests Federal Communications Commission (“Commission” or “FCC”) consent to the *pro forma* assignment of its interests in several submarine cable licenses in connection with an internal restructuring involving certain direct and indirect subsidiaries of Verizon Communications Inc. (“Verizon”). The restructuring is scheduled to occur on or about June 30, 2020 and will include the conversion of MCII from a corporation to a limited liability company. Accordingly, MCII seeks authority for the *pro forma*

assignment of its interests in the following submarine cable licenses to MCI International, LLC (“MCII LLC”):¹

Original and Current File Numbers	Name of Cable	Approximate MCII Ownership Interest
SCL-LIC-19951013-00002	Antillas I	4.08%
SCL-LIC-19980429-00019, SCL-MOD-20110928-00028	Americas II	8.40%
SCL-LIC-19960329-00128, SCL-MOD-19980303-00004	Bahamas II	7.48%
SCL-LIC-19990303-00004, SCL-MOD-20040301-00011	TAT-14	13.24%
SCL-LIC-19980527-00007, SCL-MOD-20040304-00012	Columbus III	18.04%
SCL-LIC-19920107-00005 ²	Taino-Carib	11.16%
SCL-LIC-19970421-00002, SCL-MOD-20040521-00016	Pan American	10.98%

Description of Transaction and Public Interest Statement

The proposed internal restructuring is scheduled to occur on or about June 30, 2020. The restructuring includes 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 will result in the *pro forma* assignment or transfer of control of various FCC licenses and authorizations within Verizon. Verizon, both before and after the restructuring, will indirectly control such licenses and authorizations. Specifically, the following *pro forma* transactions are scheduled to take place on or about June 30, 2020:

¹ MCII also holds an interest in the Trans-Pacific Express cable system, which qualifies for the Commission’s post-closing notification procedures. *See Review of Commission Consideration of Applications Under Cable Landing License Act*, Memorandum Opinion and Order, 13 FCC Rcd. 22167, 22199, ¶ 61 (2001) (“*SCL Order*”). MCII LLC will file a post-closing notification for the *pro forma* assignment of this submarine cable license in compliance with Section 1.767(g)(7) of the Commission’s rules, 47 C.F.R. § 1.767(g)(7).

² An application to renew the cable landing license for the Taino-Carib Cable System is currently pending. *See* File No. SCL-LIC-20180702-00019.

1. The following intermediate holding companies will be merged into their respective immediate parent companies, which ultimately will merge into MCI International, Inc. (which, as noted below, will be 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 will be merged into its immediate parent company, Verizon Business Global LLC.
3. Verizon Americas Finance 1 Inc. and GTE Wireless of the Midwest Incorporated will be merged into Verizon Americas Inc. (which, as noted below, will be converted into a limited liability company).
4. The following subsidiaries will be 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 will change its name to BAMS Communications LLC (“BAMS Communications”). BAMS Communications will form a new wholly-owned subsidiary named Bell Atlantic Mobile Systems LLC (“New BAMS”), then contribute its assets to New BAMS. Those assets will include: (1) its FCC licenses, authorizations, and spectrum leases; and (2) any partnership interests held in other Verizon licensees, including its approximate 26.6 percent general partnership interest in Cellco Partnership.

Attachment 1 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 provided in Attachment 2.³

Because the internal restructuring will not change the ultimate control of any license or licensee – Verizon will continue to control all of the licensees post-closing – the transactions

³ The licensees and licenses referenced in these filings are intended to be complete and include all licensees and licenses affected by the internal reorganization. Verizon, however, requests that FCC approval of the *pro forma* transfer or assignment applications include any licensees and licenses that may have been inadvertently omitted or are in pending status.

described above are *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 Indeed, *pro forma* assignments and transfers of control of submarine cable licenses granted after the effective date of the *SCL Order* require only a post-closing notification.⁶ Because the submarine cable licenses at issue in this application were granted prior to the *SCL Order*, however, MCII submits this application for review and approval in advance of the restructuring. MCI therefore requests that the Commission expeditiously grant this application.

The information required pursuant to Section 1.767 of the Commission’s rules is set forth below.

Assignor/Assignee Information in Response to Section 1.767(a)(1)-(3)

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

Katharine Saunders
Managing Associate General Counsel
Verizon Communications Inc.
1300 I Street, N.W., Suite 500E
Washington, D.C. 20005
Phone: 202.515.2462
katharine.saunders@verizon.com

Jennifer L. Kostyu
Wilkinson Barker Knauer, LLP
1800 M Street, N.W., Suite 800N
Washington, D.C. 20036
Phone: 202.783.4141
Fax: 202.783.5851
jkostyu@wbklaw.com

⁴ *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).

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.”).

⁶ 47 C.F.R. § 1.767(g)(7).

MCII is a corporation organized under the laws of Delaware, and will be converted to a limited liability company under Delaware law.

Assignee Information in Response to Section 1.767(a)(8)-(9):

Section 1.767(a)(8)(i) – information and certifications required in §§63.18(h) and (o) of the Commission’s rules:

Section 63.18(h). Post-closing, MCII LLC will continue to be a wholly-owned subsidiary of Verizon through a series of intermediate companies, which are identified in Attachment 1. MCII LLC, Verizon, and the intermediate companies are all Delaware corporations or limited liability companies. The address for the Verizon entities is One Verizon Way, Basking Ridge, NJ 07920. 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 principal business is the provision of communications services.

Verizon and MCII do not have any interlocking directorates with a foreign carrier.

Section 63.18(o). MCII certifies that no party to this application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

Section 1.767(a)(8)(ii) – foreign carrier affiliates:

Verizon, and thus MCII, are affiliated with the following foreign carriers:

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 Limited	Croatia

Name of the affiliated carrier:	Countries in which carrier is authorized to provide telecommunications services to the public:
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 Limited	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
Verizon 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 1.767(a)(8)(iii) – destination markets:

The Verizon foreign affiliates identified above provide service to the countries listed above. Neither MCII nor Verizon, through this application, is seeking to land or operate a new submarine cable that connects the United States to a foreign country.

Section 1.767(a)(8)(iv) – WTO status and market power:

All of the above-listed countries are WTO member countries. The Commission has not found that any of Verizon’s foreign carrier affiliates possess market power. These foreign carriers lack 50 percent market share in the international transport and the local access markets in the destination markets where they provide services. None of these foreign carriers is listed on the Commission’s List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets.

Section 1.767(a)(9) – certification regarding routine conditions:

MCII LLC will accept and will abide by the routine conditions specified at Section 1.767(g) of the Commission’s rules.

Pro Forma Certification and Eligibility for Streamlined Processing

MCII certifies that the assignment of its interests in the submarine cable licenses listed above is *pro forma* and, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party of the relevant interests (which continue to be controlled by Verizon).

MCII certifies that it is not, and MCII LLC will not be, a foreign carrier. This *pro forma* assignment application creates no new foreign carrier affiliations for Verizon. None of the foreign carrier affiliates listed above possess market power, and each lacks 50 percent market share in the international transport and the local access markets in the destination markets where they provide services. None of these foreign carriers is listed on the Commission’s List of Foreign Telecommunications Carriers that Are Presumed to Possess Market Power in Foreign Telecommunications Markets.

The undersigned certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, are made in good faith, and based on reasonable investigation and belief, are true, complete, and correct.

Respectfully submitted,

/s/ Gregory M. Romano

Gregory M. Romano
Vice President – Regulatory & Legal Affairs
Verizon Communications Inc.
1300 I Street, N.W., Suite 500 East
Washington, D.C. 20005
908-418-8933

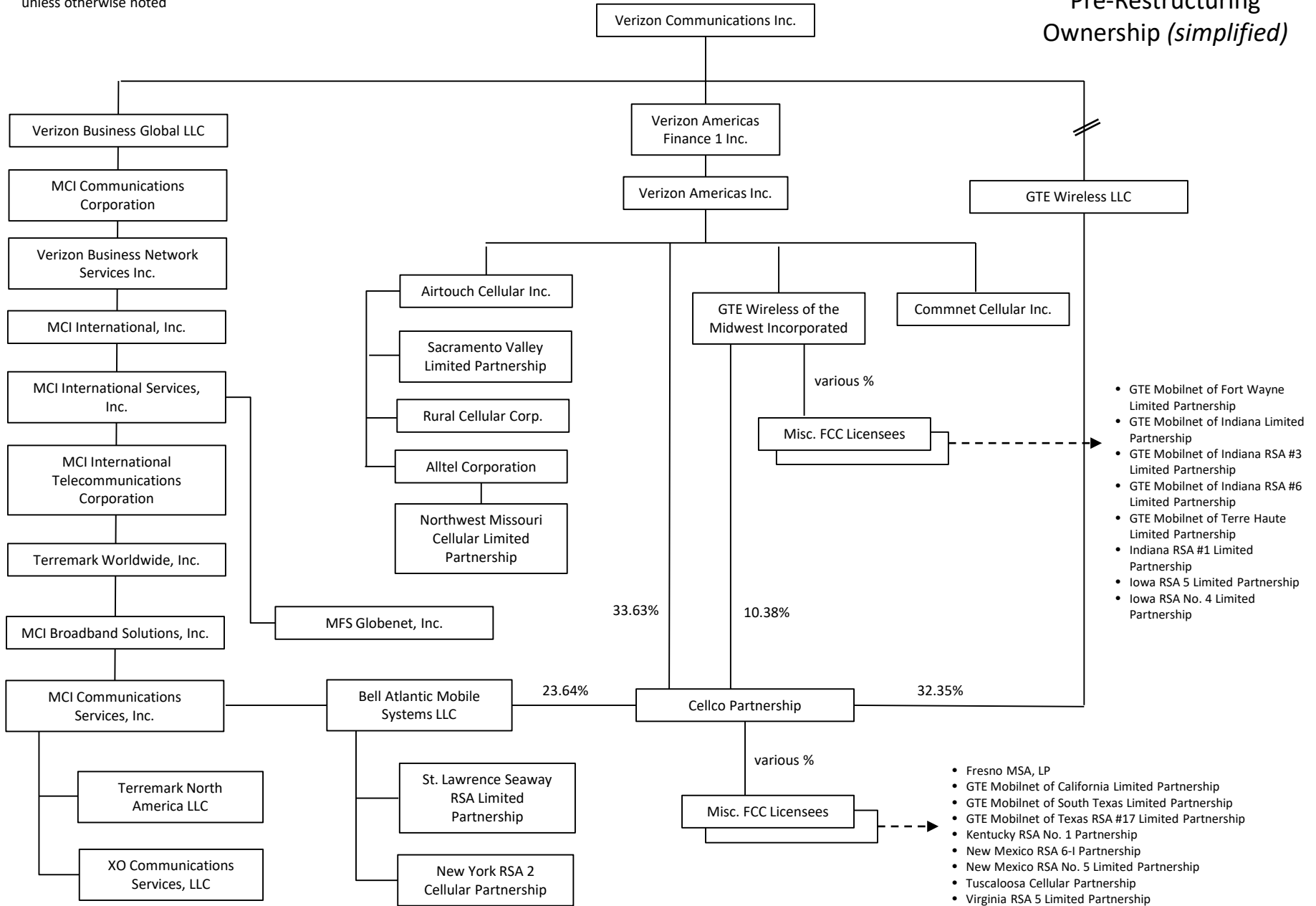
June 1, 2020

ATTACHMENT 1

Pre- and Post-Closing Organizational Charts

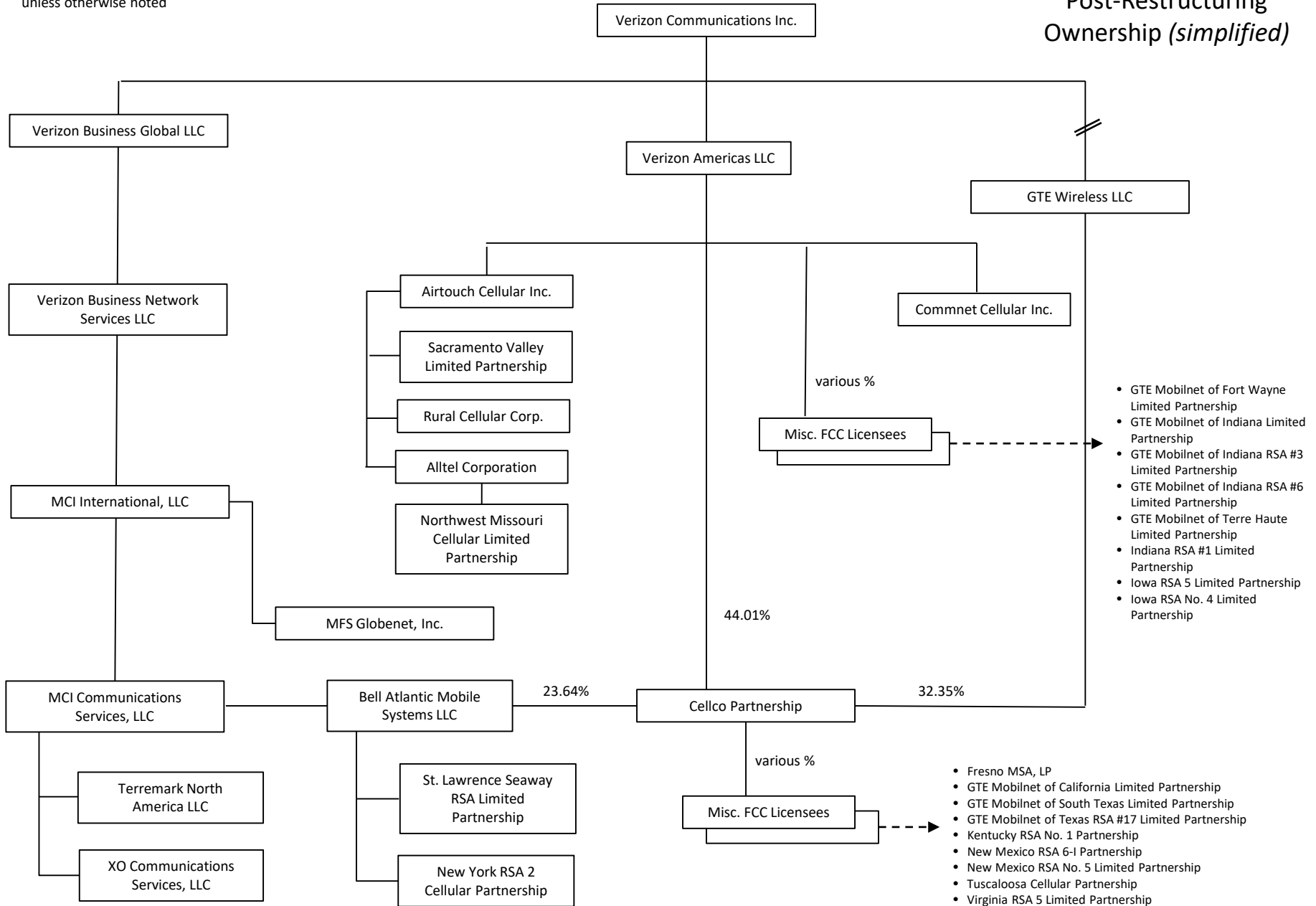
All interests are 100% unless otherwise noted

Pre-Restructuring Ownership (simplified)



All interests are 100% unless otherwise noted

Post-Restructuring Ownership (simplified)



ATTACHMENT 2

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

International Section 214 Authorization Holders
Iowa RSA 5 Limited Partnership
Iowa RSA No. 4 Limited Partnership
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.