

In the Matter of)
)
MCI International, Inc.) File No. SCL-_____
)
Application for *Pro Forma* Transfer of Control)
of Cable Landing Licenses)
)

APPLICATION FOR *PRO FORMA* TRANSFER OF CONTROL OF CABLE LANDING LICENSES

File Number	Name of Cable	MCI International Ownership
SCL-LIC-19951013-00002	ANTILLAS 1	4.08%

1

SCL-LIC-19980309-00005	China-U.S. Cable Network	6.67%
SCL-LIC-19980429-00019	Americas-II	8.40%
SCL-LIC-19960329-00128	Bahamas II	7.48%
SCL-LIC-19920107-00005	TAINO-CARIB	11.16%
SCL-MOD-20040301-00011	TAT-14	13.24%
SCL-MOD-20040521-00016	PAN AMERICAN	10.98%
SCL-MOD-20040304-00012	COLUMBUS-III	18.04%

Description of Transaction and Public Interest Statement

The proposed restructuring contemplates the elimination or relocation of several holding companies in the Verizon ownership chain, resulting in the transfer of control of certain FCC licenses and authorizations from and to Verizon. Specifically, the following steps will take place virtually simultaneously on or after December 29, 2015:

- PCS Nucleus, L.P. will dissolve.
- JV PartnerCo, LLC will merge into Verizon Americas Inc. (“Verizon Americas”).
- Verizon Holdings LLC will merge into Verizon Americas. As a result, Verizon Americas’ 45 percent indirect ownership interest in Cellco Partnership will become a 45 percent *direct* ownership interest.
- Verizon Americas Finance 2 Inc. will merge into Verizon Americas Finance 1 Inc.
- MCI Communications Corporation will transfer control of MCI International, Inc. (“MCIII”) to Verizon Business Network Services Inc. (“NSI”)
- NSI will contribute its 2.6% ownership interest in MCI International Services, Inc. (“MCIIS”) to MCIII. As a result, MCIIS will become a wholly owned subsidiary of MCIII.
- NSI will transfer control of Terremark Worldwide Inc. through MCIII and MCIIS to MCI International Telecom Corp.

Attached hereto are charts showing the indirect ownership of the affected licensees before and after the proposed transactions.²

Because the proposed restructuring does not change the ultimate control of any license or licensee (all will remain controlled by Verizon), it is *pro forma* in nature.³ 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.”⁴ In fact, *pro forma* transfers of control for submarine cable licenses granted after the effective date of the SCL Transfer Order require only a post-closing notification.⁵ Because the submarine cable licenses at issue in this application were granted prior to the SCL Transfer Order, however, Verizon submits them to the FCC for review and approval in advance of the restructuring. Thus, Verizon requests that the Commission expeditiously grant this application.

Below is the information required pursuant to Section 1.767 of the Commission’s rules.

Transferor/Transferee Information in Response to Section 1.767(a)(1)-(3):

Correspondence concerning this application should be sent to:

Katharine R. Saunders

² The lists of file numbers referenced in the instant prior approval applications are intended to be complete and include all licenses under the control of Verizon that require prior approval for their transfer. However, Verizon requests that Commission approval of the *pro forma* transfer applications include any licenses requiring prior *pro forma* transfer approval that may have been inadvertently omitted.

³ *In re Fed. 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) (“*FCBA Forbearance Order*”) (“corporate reorganization which involves no substantial change in the beneficial ownership of the corporation” is *pro forma* in nature); *cf.* 47 C.F.R. § 63.24(d).

⁴ *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.”); SCL Transfer Order, 13 FCC Rcd at 22199 ¶ 61 (citing 47 C.F.R. § 63.24).

⁵ 47 C.F.R. § 1.767(g)(7).

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with a copy to:

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Place of Formation: Verizon and MCI International are Delaware corporations.

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

Section 1.767(a)(8)(i):

Section 63.18(h). Verizon, with its primary address at 1095 Avenue of the Americas, New York, NY 10036, is a publicly traded company with no person or entity known to own ten percent or more of the company's outstanding stock. Verizon has no interlocking directorates with a foreign carrier.

Section 63.18(o). Verizon certifies that no party to this notification 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):

Verizon is affiliated with the following foreign carriers:

Name of the affiliated foreign carrier:	Countries in which carrier is authorized to provide telecommunications services to the public:
Verizon Albania ShPk	Albania
Verizon Argentina S.R.L.	Argentina
Verizon Australia Pty Limited	Australia

Name of the affiliated foreign carrier:	Countries in which carrier is authorized to provide telecommunications services to the public:
Verizon Austria GmbH	Austria
NV Verizon Belgium Luxembourg S.A.	Belgium, Luxembourg
Verizon Telecomunicações do Brasil Ltda	Brazil
Verizon Bulgaria EOOD	Bulgaria
Verizon Canada Ltd.	Canada
Verizon Chile S.A.	Chile
Verizon Colombia S.A.	Colombia
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 Hong Kong Limited	Hong Kong
Verizon Hungary Telecommunications LLC	Hungary
Verizon 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 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):

The Verizon foreign affiliates identified above provide service to the countries listed.

Section 1.767(a)(8)(iv):

All of the above-listed countries are WTO member countries.

Section 1.767(a)(9):

Verizon's licensees affected here certify that they 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

The Applicants certify that the transfer of control is *pro forma* and does not result in a change in the actual controlling party of the relevant license interests.⁶

This application is eligible for streamlined processing. The *pro forma* transfer of control application creates no new foreign carrier affiliations for Verizon. The Commission has previously reviewed Verizon's foreign carrier affiliates. The Commission has not found that any of Verizon's foreign carrier affiliates possess market power.⁷ 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.

⁶ See 47 C.F.R. §§ 1.767(g)(7), 63.24(f)(2)(ii).

⁷ See *Verizon Communications Inc. and MCI, Inc. Applications for Approval of Transfer of Control*, Memorandum Opinion and Order, 20 FCC Rcd 18433, ¶ 179 (2005); *Verizon Wireless and Atlantis Holdings LLC (Transfer of Control)*, Memorandum Opinion and Order and Declaratory Ruling, 23 FCC Rcd 17444 (2008); *Foreign Carrier Affiliation Notification*, Public Notice, Report No. FCN-00105, DA 09-1049 (May 14, 2009); *Foreign Carrier Affiliation Notification*, Public Notice, Report No. FCN-00106, DA 10-1065 (June 14, 2010); *Foreign Carrier Affiliation Notification*, Public Notice, Report No. FCN-00111, DA 12-1973 (Dec. 7, 2012).

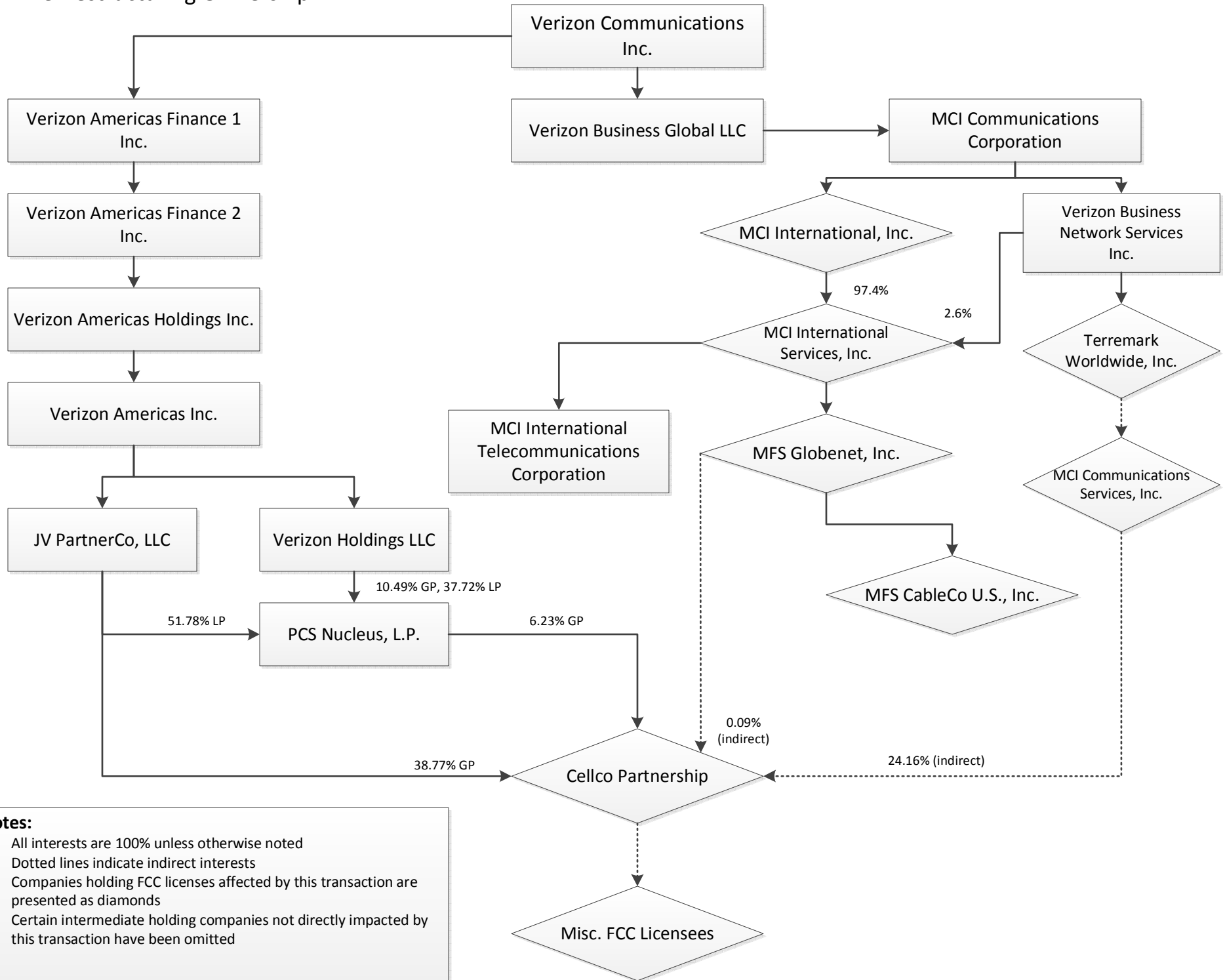
The undersigned certifies that all statements made in this notification and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, are made in good faith, and based on reasonable investigation and belief, are true, complete, and correct.

Respectfully submitted,

/s/ William H. Johnson_____

William H. Johnson
Vice President and Associate General Counsel
VERIZON
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Pre-Restructuring Ownership



Notes:

- All interests are 100% unless otherwise noted
- Dotted lines indicate indirect interests
- Companies holding FCC licenses affected by this transaction are presented as diamonds
- Certain intermediate holding companies not directly impacted by this transaction have been omitted

Post-Restructuring Ownership

