

**Before the  
Federal Communications Commission  
Washington, DC 20554**

|  |   |                    |
|--|---|--------------------|
| In the Matter of                                     | ) |                    |
|  | ) |                    |
| MFS CableCo U.S., Inc.                               | ) | File No. SCL-_____ |
|  | ) |                    |
| Notification of <i>Pro Forma</i> Transfer of Control | ) |                    |
| of Cable Landing License                             | ) |                    |
|  | ) |                    |

To: Chief, International Bureau

**NOTIFICATION OF *PRO FORMA* TRANSFER OF CONTROL  
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, Verizon Communications Inc. ("Verizon") through its regulated subsidiaries hereby notifies the Federal Communications Commission ("Commission" or "FCC") of the *pro forma* transfer of control of MFS Cableco U.S., Inc.'s ("MFS CableCo") ownership interests in the CB-1 System, File No. SCL-LIC-20080603-00011, and the Gemini Bermuda System, File No. SCL-LIC-20070925-00017, as part of a planned internal corporate restructuring involving indirect wholly owned subsidiaries of Verizon. MFS CableCo owns U.S. landing stations and 100% of the U.S. segments of these cables.<sup>1</sup>

***Description of Transaction and Public Interest Statement***

The restructuring involved the elimination or relocation of several holding companies in the Verizon ownership chain, resulting in the transfer of control of certain FCC licenses and

---

<sup>1</sup> MFS CableCo held a license for the Gemini Cable System, File Nos. SCL-MOD-19961025-00532 and SCL-MOD-19961206-00616, but this system was retired in 2004.

authorizations from and to Verizon. Specifically, the following sequence of steps was completed on December 31, 2015:

- PCS Nucleus, L.P. was dissolved.
- JV PartnerCo, LLC merged into Verizon Americas Inc. (“Verizon Americas”).
- Verizon Holdings LLC merged into Verizon Americas. As a result, Verizon Americas’ 45 percent indirect ownership interest in Cellco Partnership became a 45 percent *direct* ownership interest.
- Verizon Americas Finance 2 Inc. merged into Verizon Americas Finance 1 Inc.
- MCI Communications Corporation transferred control of MCI International, Inc. (“MCIII”) to Verizon Business Network Services Inc. (“NSI”)
- NSI contributed its 2.6% ownership interest in MCI International Services, Inc. (“MCIIS”) to MCIII. As a result, MCIIS became a wholly owned subsidiary of MCIII.
- NSI transferred 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 transactions.<sup>2</sup>

Because the restructuring did not change the ultimate control of any license or licensee (Verizon’s ultimate interest in the licensee remains the same), it is *pro forma* in nature.<sup>3</sup> The Commission has stated that, in situations “where no substantial change of control will result from

---

<sup>2</sup> The lists of file numbers referenced in the instant notification is 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 acceptance of the *pro forma* transfer notification include any authorizations that may have been inadvertently omitted.

<sup>3</sup> *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).

the transfer or assignment, grant of the application is deemed presumptively in the public interest.”<sup>4</sup>

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 notification should be sent to:

Katharine R. Saunders  
VERIZON  
1320 N. Courthouse Rd.  
Ninth Floor  
Arlington, VA 22201  
Telephone: (703) 351-3097  
Email: [katharine.saunders@verizon.com](mailto:katharine.saunders@verizon.com)

with a copy to:

Nancy J. Victory  
Wiley Rein LLP  
1776 K Street, NW  
Washington, DC 20006  
Telephone: (202) 719-7344  
Email: [nvictory@wileyrein.com](mailto:nvictory@wileyrein.com)

Place of Formation: Verizon and MFS CableCo 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

---

<sup>4</sup> *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).

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:

| <b>Name of the affiliated foreign carrier:</b>             | <b>Countries in which carrier is authorized to provide telecommunications services to the public:</b> |
|--|---|
| Verizon Albania ShPk                                       | Albania   |
| 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 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   |

| <b>Name of the affiliated foreign carrier:</b> | <b>Countries in which carrier is authorized to provide telecommunications services to the public:</b> |
|--|---|
| 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. The Commission has not found that any of Verizon's foreign carrier affiliates possess market power.<sup>5</sup> 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):***

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.

---

<sup>5</sup> 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).

***Pro Forma Certification***

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

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 notification, are made in good faith, and based on reasonable investigation and belief, are true, complete, and correct.

Respectfully submitted,

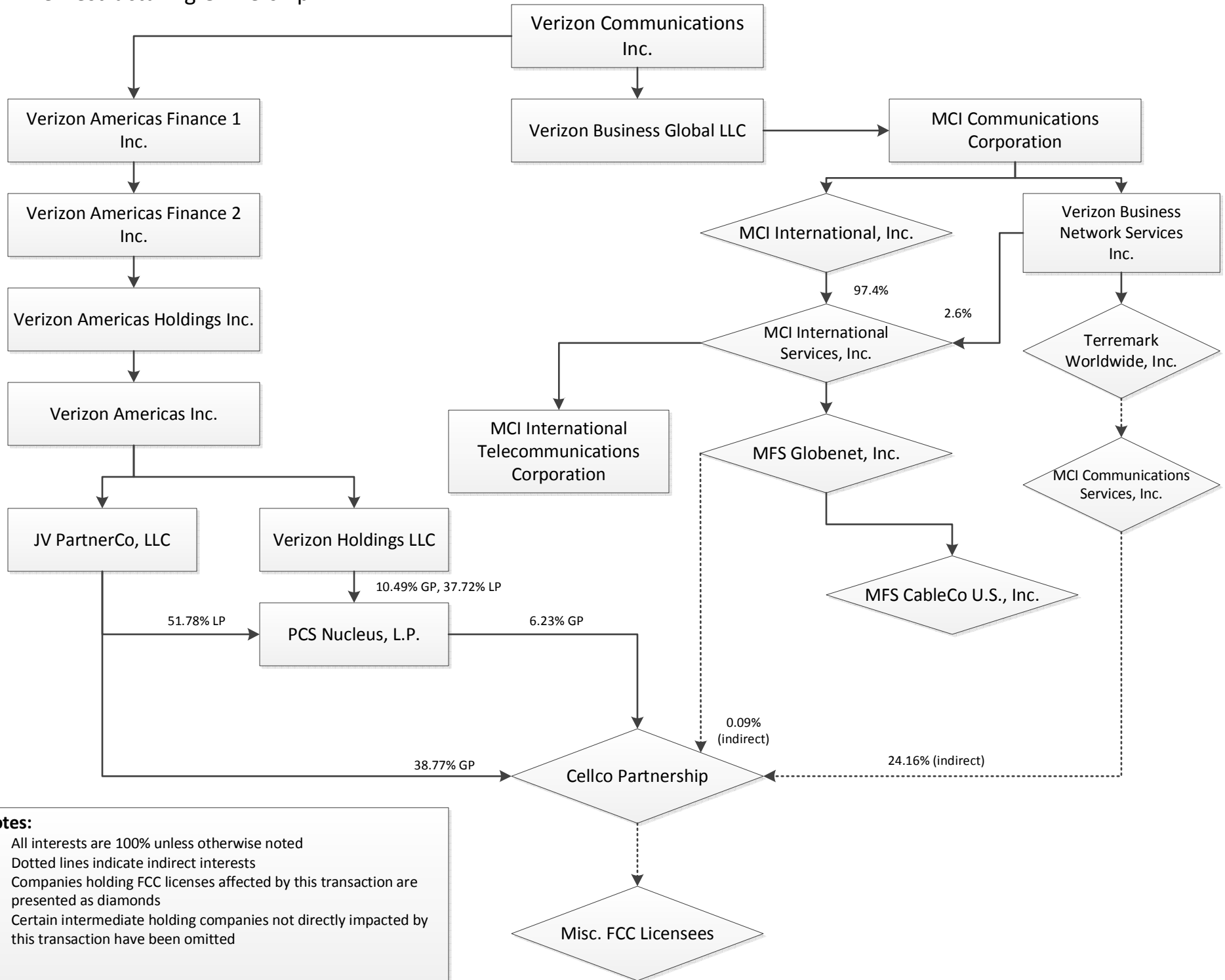
/s/ William H. Johnson

William H. Johnson  
Vice President and Associate General Counsel  
VERIZON  
1320 N Courthouse Rd.  
Ninth Floor  
Arlington, VA 22201

---

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

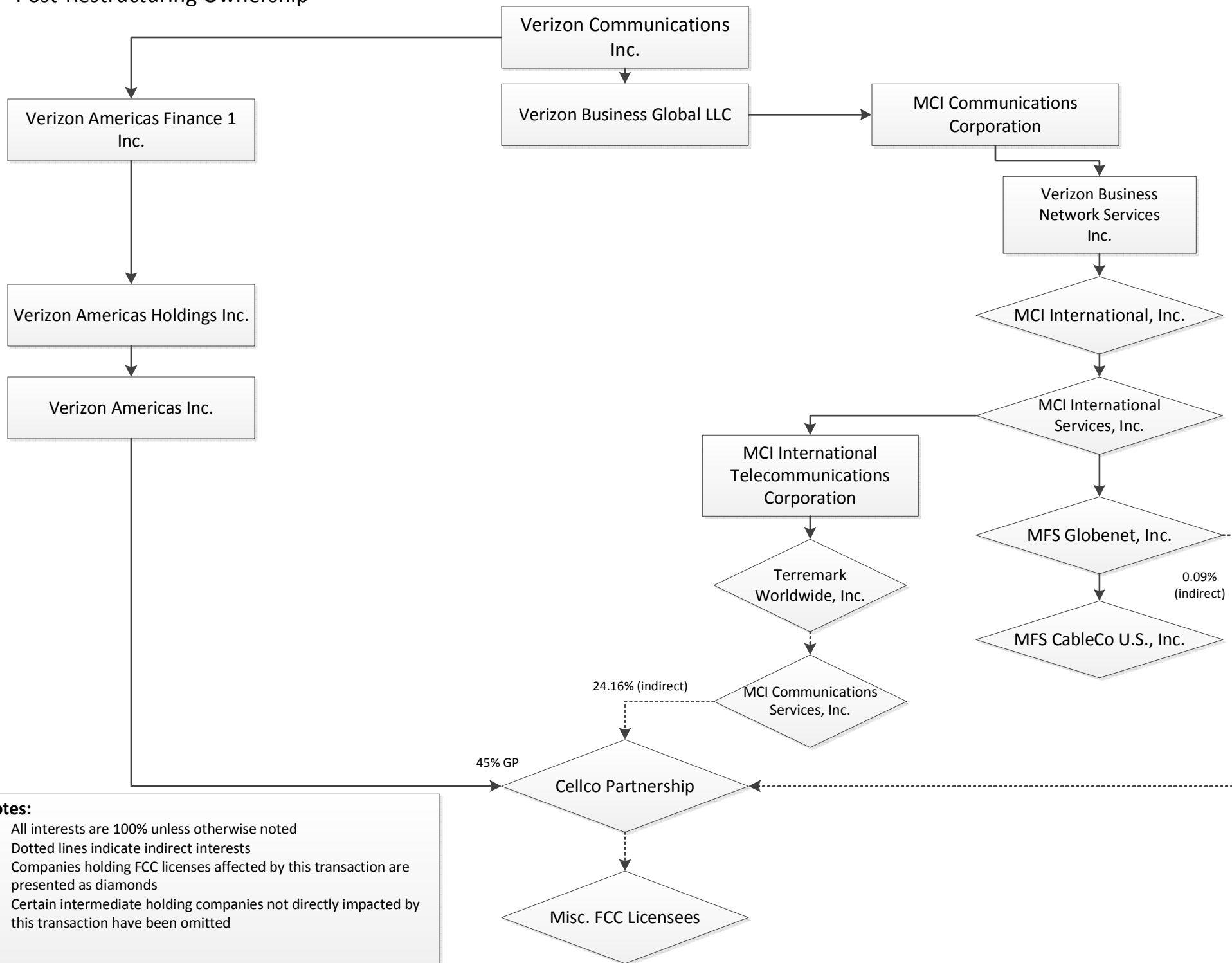
## Pre-Restructuring Ownership



### 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



### 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