

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

In the Matter of)
)
MFS Globenet, Inc.,)
Licensee) File No. SCL-_____)
(FRN: 0007074818))
)
and)
)
Verizon Communications Inc.,)
Transferor and Transferee)
(FRN: 0003257094))
)
Notification of *Pro Forma* Transfer of Control of)
Cable Landing Licenses)

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”), on behalf of its wholly-owned indirect subsidiary MFS Globenet, Inc. (“MFS Globenet”), notifies the Federal Communications Commission (“Commission” or “FCC”) of the *pro forma* transfer of control of MFS Globenet’s interests in the CB-1 Cable System (File No. SCL-LIC-20080603-00011), the Gemini Bermuda System (File No. SCL-LIC-20070925-00017), and the Southern Cross Cable Network (SCL-LIC-19971014-00009, SCL-MOD-20020430-00045), in connection with an internal

restructuring.¹ Verizon, through its wholly-owned subsidiaries, owns the U.S. landing stations and 100 percent of the U.S. segments of the CB-1 Cable System and Gemini Bermuda System. With regard to the Southern Cross Cable Network, MFS Globenet owns the U.S. cable landing stations in Morro Bay, California and Nedonna Beach, Oregon, 100 percent of the U.S. segment of the cable network, and 10.01 percent indirect ownership in the non-U.S. segments of the cable network.

Description of Transaction and Public Interest Statement

Verizon effectuated an internal restructuring involving certain direct and indirect subsidiaries of Verizon on June 30, 2020. The restructuring included 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 resulted in the *pro forma* assignment or transfer of control of various FCC licenses and authorizations within Verizon. Verizon, both before and after the restructuring, indirectly controlled such licenses and authorizations. Specifically, the following *pro forma* transactions took place on or about June 30, 2020:

1. The following intermediate holding companies were merged into their respective immediate parent companies, which ultimately merged into MCI International, Inc. (which, as noted below, has 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 was merged into its immediate parent company, Verizon Business Global LLC.

¹ These cable systems qualify for the Commission's post-closing notification procedures. See *Review of Commission Consideration of Applications Under Cable Landing License Act*, Memorandum Opinion and Order, 16 FCC Rcd 22167, 22199, ¶ 61 (2001) ("SCL Order"); *Actions Taken Under Cable Landing License Act*, Public Notice, DA No. 02-1570, File No. SCL-MOD-20020430-00045, (July 3, 2002) (adding the *pro forma* condition in 47 C.F.R. § 1.767(g)(7) to the Southern Cross Cable Network).

3. Verizon Americas Finance 1 Inc. and GTE Wireless of the Midwest Incorporated were merged into Verizon Americas Inc. (which, as noted below, has converted into a limited liability company).
4. The following subsidiaries were 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 changed its name to BAMS Communications LLC (“BAMS Communications”). BAMS Communications formed a new wholly-owned subsidiary named Bell Atlantic Mobile Systems LLC (“New BAMS”), then contributed its assets to New BAMS. Those assets include: (1) its FCC licenses, authorizations, and leases; and (2) any partnership interests held in other Verizon licensees, including its approximate 23.64 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 2.²

Because the internal restructuring did not change the ultimate control of any license or licensee – Verizon continues to control all of the licensees post-closing – the transactions described above are *pro forma* in nature.³ The Commission has stated that, in situations “where

² 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.

³ *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).

no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest.”⁴

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:

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Verizon and MFS Globenet are corporations organized under the laws of Delaware.

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). MFS Globenet is a wholly-owned indirect subsidiary of Verizon through a series of intermediate companies, which are identified in Exhibit 1. 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.

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.”).

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

Section 63.18(o). Verizon 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 MFS Globenet, 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
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

Name of the affiliated carrier:	Countries in which carrier is authorized to provide telecommunications services to the public:
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 Verizon nor MFS Globenet, through this notification, 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:

MFS Globenet certifies that it will accept and abide by the routine conditions specified at Section 1.767(g) of the Commission’s rules.

Pro Forma Certification

Verizon certifies that the transfer of control of MFS Globenet was *pro forma* and, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party of its submarine cable interests (which continues to be controlled by Verizon).

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/ Gregory M. Romano

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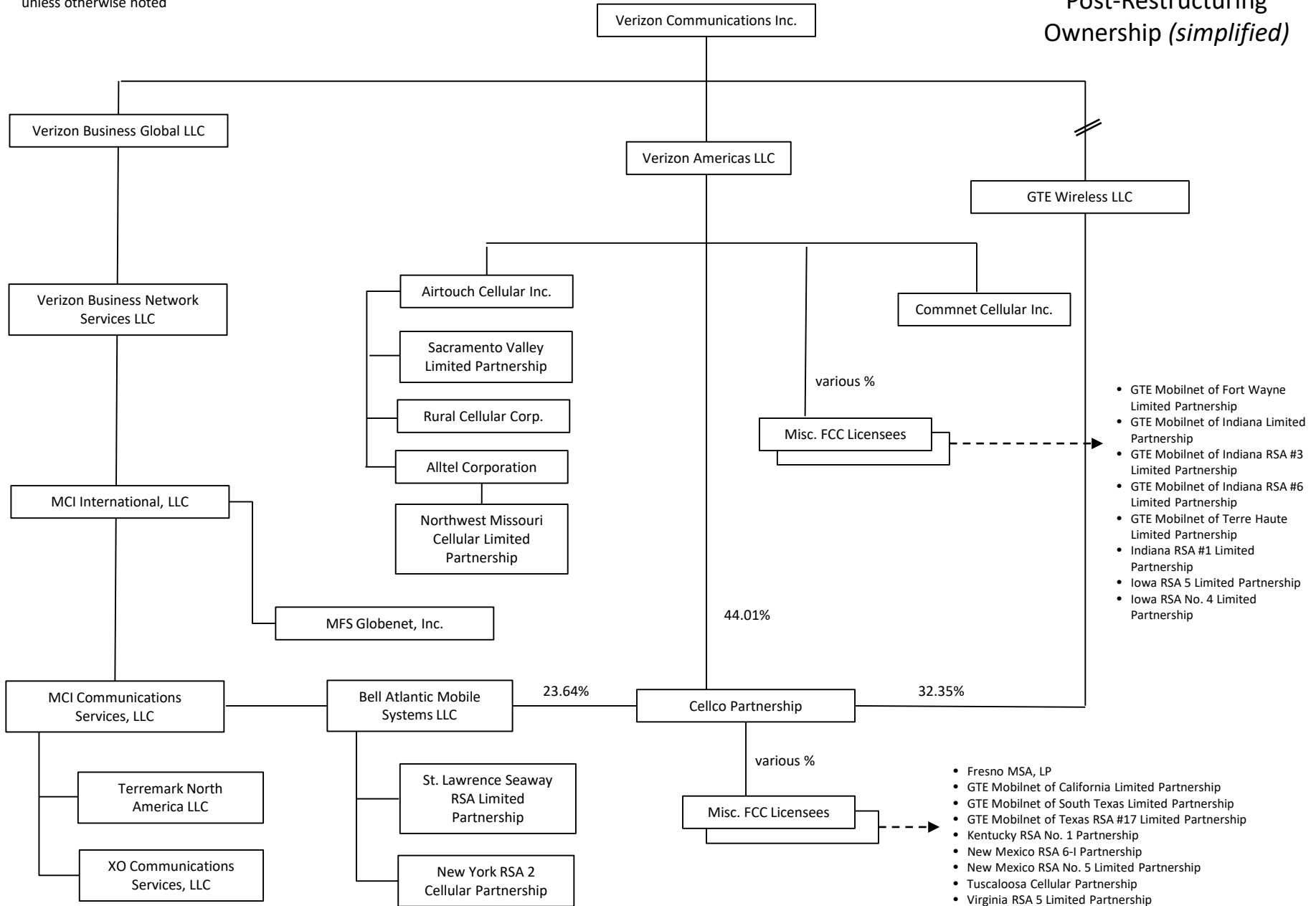
July 20, 2020

ATTACHMENT 1

Pre- and Post-Closing Organizational Charts

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.