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Filing Type Proposed

File Number 0004333206

Filer Name

Cellco Partnership

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Cellular Cross Interest

FCC Regulated Businesses of this Filer: 218

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FCC Regulated Business: [AirTouch Cellular](#)

FCC Regulated Business: [Allentown SMSA Limited Partnership](#)

FCC Regulated Business: [ALLTEL Cellular Associates of Arkansas Limited Partnership](#)

Disclosable Interest Holders of this Filer: 28

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Disclosable Interest Holder: [Bell Atlantic Global Wireless, Inc.](#)

There are no FCC Regulated Businesses held by this Disclosable Interest Holder

Disclosable Interest Holder: [Bell Atlantic Mobile Systems, Inc.](#)

There are no FCC Regulated Businesses held by this Disclosable Interest Holder

Disclosable Interest Holder: [GTE Corporation](#)

There are no FCC Regulated Businesses held by this Disclosable Interest Holder

Attachments: 2

Attachment: [Indirect Ownership, Indirect Ownership, 07/22/2010](#)

Attachment: [Other, Proposed Ownership, 07/22/2010](#)

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Washington, DC 20554

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ATTACHMENT

OWNERSHIP OF CELLCO PARTNERSHIP

Cellco Partnership d/b/a Verizon Wireless (“Verizon Wireless”) is a national wireless telecommunications venture formed by the combination of certain wireless telecommunications assets previously owned by Verizon Communications Inc. (formerly known as Bell Atlantic Corporation)(“Verizon”), GTE Corporation and Vodafone Group Plc (formerly known as Vodafone AirTouch Plc)(“Vodafone”).¹ Verizon Wireless is ultimately owned, indirectly, by Verizon (55%) and Vodafone (45%), each through a series of intermediate companies reported herein.² Control of Verizon Wireless is vested in a Board of Representatives. The Board has nine representatives, five designated by Verizon and four by Vodafone. Verizon holds majority control of the Board, and thus has sole affirmative control of Verizon Wireless.

I. VERIZON COMMUNICATIONS INC.

Verizon, the indirect and controlling parent of Verizon Wireless, owns 100% each of Verizon Investments Inc. and NYNEX Corporation, and 91.7777% of GTE Corporation. Verizon Investments Inc. owns 100% of Bell Atlantic Global Wireless, Inc., which owns 1.3727% of GTE Corporation and 57.5755% of Bell Atlantic Mobile Systems, Inc. NYNEX Corporation owns 6.8496% of GTE Corporation. GTE Corporation owns 100% of GTE Wireless Incorporated. The following indirect subsidiaries of Verizon hold direct ownership interests in Verizon Wireless in the amounts indicated: GTE Wireless Incorporated (30.8385%) and Bell Atlantic Mobile Systems, Inc. (24.1615%).

¹ Verizon and Vodafone are widely-held, publicly-traded corporations that are primarily engaged in the provision of telecommunications services to the public. Unless noted otherwise, all entities listed herein are organized under the laws of the United States. No foreign corporation listed herein holds any direct ownership interests in any common carrier radio licenses.

² All FCC-regulated businesses in which Verizon, Vodafone and Verizon Wireless hold disclosable interests are reported on their respective schedules in this form. In addition to the FCC-regulated businesses reported separately in this form for Verizon and Vodafone, Verizon and Vodafone hold proportional 55% and 45% indirect ownership interests, respectively, in each of the ownership interests Verizon Wireless holds in its reported FCC-regulated businesses. Moreover, each intermediate owner reported in this form holds an indirect ownership interest in each of Verizon Wireless’s FCC-regulated businesses, in direct proportion to their percentage of ownership in Verizon Wireless.

II. VODAFONE GROUP PLC

Vodafone Group Plc owns 99.99% of Vodafone European Investments and 100% of Vodafone Nominees Limited. Vodafone European Investments owns 100% of Vodafone International Operations Limited, a U.K. corporation. Vodafone International Operations Limited owns 100% of Vodafone International Holdings Limited and Vodafone Worldwide Holdings Limited, both U.K. corporations. Vodafone International Holdings Limited and Vodafone Worldwide Holdings Limited own, respectively, 73.12% and 26.88% of Vodafone Intermediate Enterprises Limited, a U.K. corporation. Vodafone Intermediate Enterprises Limited owns 100% of Vodafone Limited, a U.K. corporation. Vodafone Limited and Vodafone Nominees Limited own 99.99% and one share,³ respectively, of Vodafone 2. (Unlimited), also a U.K. corporation. Vodafone 2. (Unlimited) owns 100% of Vodafone Holdings Luxembourg Limited, a U.K. corporation, which owns 94.12% of Vodafone Jersey Dollar Holdings Limited, a Jersey (U.K.) Corporation (the other 5.88% being held by Vodafone 2). Vodafone Jersey Dollar Holdings Limited owns 63.46% of Vodafone International 1 S.a.r.l., a Luxembourg corporation (the other 36.54% being held by Vodafone Finance UK Ltd), which owns 100% of both Vodafone Luxembourg S.a.r.l. (“Lux 1”), and Vodafone Americas 4. Lux 1 owns 89.65% of Vodafone 4 BV (the other 10.35% is owned by Vodafone International 1 S.a.r.l.). Vodafone 4 BV and Vodafone Americas 4 own 91.89% and 8.11% respectively of Vodafone 4 Limited. (“Lux 4”), a Luxembourg corporation. Lux 4 owns 100% of Vodafone Americas Holdings Inc., a Delaware corporation. Vodafone Americas Holdings Inc. owns 100% of Vodafone Americas Inc., which in turn owns 100% of JV PartnerCo, LLC and Vodafone Holdings LLC. Vodafone Americas Inc. and Vodafone Holdings LLC own and 51.79% and 48.21%, respectively, of PCS Nucleus, L.P. The following indirect subsidiaries of Vodafone hold direct ownership interests in Verizon Wireless in the amounts indicated: JV PartnerCo, LLC (38.77%) and PCS Nucleus, L.P. (6.23%).

³ Vodafone Nominees Limited’s ownership interest in Vodafone 2. (Unlimited) is one share out of 7,425, 191, 220. Vodafone Nominees Limited’s ownership interest in Verizon Wireless is reported as 0.01% in the foregoing form as this is the smallest value that can be data-entered in the FCC’s filing systems.

FOREIGN OWNERSHIP

Verizon Wireless is a partnership ultimately owned indirectly by Verizon Communications, Inc. (“Verizon”) and Vodafone Group Plc (“Vodafone”). Verizon, a Delaware Corporation, owns 55% of the partnership; Vodafone, a company organized under the laws of the United Kingdom, owns 45%. Control of the partnership is vested in a Board of Representatives, controlled by Verizon. Thus, Verizon is the majority owner and possesses sole affirmative control of Verizon Wireless.

In conjunction with the creation of the partnership, Verizon and Vodafone sought Commission approval, pursuant to Section 310(b)(4) of the Communications Act, 47 U.S.C. § 310(b)(4), for Vodafone to indirectly hold up to 65.1 percent of Verizon Wireless. The Commission granted the parties’ request, determining that “the public interest would be served by allowing the proposed indirect foreign ownership,” consistent with the Commission’s *Foreign Participation Order. In re Applications of Vodafone AirTouch Plc and Bell Atlantic Corporation, For Consent to Transfer of Control or Assignment of Licenses and Authorizations, Memorandum Opinion and Order*, DA 00-721, ¶¶ 17, 19 (rel. March 30, 2000) (citing 12 FCC Rcd. 23891, 23941 (1997)). The Commission stated further that its ruling “allows [Verizon Wireless] to be indirectly owned by Vodafone in an amount up to 65.1 percent” and that Verizon Wireless “would need additional Commission authority under section 310 (b)(4) before Vodafone could increase its investment above authorized levels . . . [or] before any other foreign entity or entities [other than ownership from the U.S. and U.K.] acquire, in the aggregate, a greater-than-25 percent indirect interest in [Verizon Wireless].” *Id.* ¶ 19, n. 34. Prior to the Commission’s grant of Vodafone’s indirect ownership interest in Verizon Wireless, Vodafone itself received authorization to hold up to a 100 percent indirect ownership interest in U.S. common carrier radio licensees. *See In re. AirTouch Communications, Inc., Transferor, and Vodafone Group, Plc., Transferee, For Consent to the Transfer of Control of Licenses and Authorizations, Memorandum Opinion and Order*, 14 FCC Rcd. 9430, ¶ 9 (Wireless Telecom. Bur. 1999); Public Notice, Report No. TEL-00174, DA 99-3033 (Int’l Bur. Rel. Dec. 30 1999). In addition, in conjunction with its participation in Auction 66, Verizon Wireless sought to extend this foreign ownership ruling to licenses in the Advanced Wireless Services. The Commission granted this request, determining that “the public interest would be served by granting [Verizon Wireless’] request.” *International Authorizations Granted; Section 214 Applications (47 C.F.R. § 63.18); Section 310(b)(4) Requests, Public Notice*, DA 06-2366 (rel. Nov. 24 2006).

Vodafone holds only a 45 percent indirect ownership interest in Verizon Wireless, well below the Commission-authorized level of 65.1 percent. Moreover, there are no foreign companies in the chain of ownership between Verizon and Verizon Wireless.