

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of	)	
	)	
Verizon Communications Inc., Transferee, and MCI, Inc., Transferor	)	File No. _____
	)	
Application for Authority to Transfer Control of Cable Landing Licenses	)	
	)	
	)	
	)	

**APPLICATION**

**I. INTRODUCTION**

Pursuant to the Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (1994), Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767 (1999), and Executive Order No. 10530, Verizon Communications Inc. ("Verizon") and MCI, Inc. ("MCI") hereby request approval for the transfer of control of the cable landing licenses held by MCI to Verizon. These cable landing licenses are listed in Attachment A hereto. Verizon and MCI (collectively "Applicants") are concurrently filing applications with the Federal Communications Commission ("FCC" or "Commission") for authority to transfer MCI's blanket domestic Section 214 authorizations, its international Section 214 authorizations, and various satellite earth station and radio station licenses to Verizon.

**II. DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST STATEMENT**

Verizon and MCI have entered into a transaction that will result in MCI becoming a wholly-owned subsidiary of Verizon. Under the terms of the agreement, a wholly-owned

subsidiary of Verizon will merge with and into MCI. MCI will be the surviving corporation, thereby becoming a wholly-owned subsidiary of Verizon. MCI shareholders will receive 0.4062 shares of Verizon common stock and \$1.50 for each MCI share owned. Shareholders also will receive a special dividend payment of \$4.50 per share.

Following consummation of the transaction, MCI will continue to own the stock of its subsidiaries and MCI and its subsidiaries will continue to hold all of the FCC authorizations that they held prior to the transaction. As such, the transaction does not involve any assignment of MCI's licenses and authorizations, or any change in the licensees that hold such licenses and authorizations, and those companies will continue to provide service to the public. Similarly, the transaction will not result in any assignment of Verizon's existing licenses and authorizations, or any change in the licensees that hold such licenses and authorizations. Those companies also will continue to provide service to the public.

As part of the transaction, the Applicants seek to transfer control of the cable landing licenses described herein from MCI to Verizon. A description of the public interest benefits of the transaction is attached as Exhibit 1 to the "Application for Consent to Transfer of Control" seeking FCC consent to the transfer of control of certain domestic Section 214 authorizations held by MCI and its subsidiaries to Verizon. That application is available online through the FCC's Electronic Comment Filing System ("ECFS") at <http://www.fcc.gov/cgb/ecfs/> under the proceeding WC Docket No. 05-75. The exhibit is incorporated herein by reference, as permitted under FCC rules.<sup>1</sup>

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<sup>1</sup> See, e.g., 47 C.F.R. §§ 1.923(b), 1.10009(c)(2), 25.130(c) (2003).

**III. INFORMATION REQUIRED UNDER SECTION 1.767 OF THE COMMISSION'S RULES**

In accordance with Section 1.767 of the Commission's Rules, 47 C.F.R. §1.767,

Applicants submit the following information:

**(1) Name, Address and Telephone Number of Each Applicant**

Transferor: MCI, Inc.  
22001 Loudoun County Parkway  
Ashburn, Virginia 20147  
USA  
(703) 886-5600

Transferee: Verizon Communications Inc.  
1095 Avenue of the Americas  
New York, NY 10036  
(212) 395-2121

**(2) State of Organization**

Transferor: MCI, Inc. is organized under the laws of the state of Delaware.

Transferee: Verizon Communications Inc. is organized under the laws of the state of Delaware.

**(3) Contact Persons for This Application**

Questions or inquiries concerning this Application may be directed to:

Anastasia Kelly, Executive VP and General Counsel  
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Dennis W. Guard, Jr.  
MCI, Inc.  
1133 19th Street NW  
Washington, D.C. 20036  
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and

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**(4)-(7) Not Applicable.**

**(8) Affiliations and Other Certifications Required by Sections 63.18(h)-(k) and (o) of the Commission's Rules, 47 C.F.R. §§ 63.18(h)-(k), (o).**

Verizon is affiliated, as that term is defined by Section 63.09 of the Commission's Rules, with the following foreign carriers: Verizon Dominicana, C. por A. ("Verizon Dominicana");<sup>2</sup> Compañía Anónima Nacional Teléfonos de Venezuela ("CANTV"); Gibtelecom Limited ("Gibtelecom");<sup>3</sup> GTE Far East (Services) Limited ("GTEFE");

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<sup>2</sup> Verizon Dominicana was formerly known as CODETEL, C. POR A.

<sup>3</sup> Gibtelecom was formerly known as Gibraltar NYNEX Communications Ltd. Gibraltar Telecommunications International Limited ("Gibtel"), formerly a subsidiary of Gibraltar

Verizon Global Solutions U.K. Ltd (“GS-UK”); Verizon Global Solutions Netherlands B.V. (“GS-Netherlands”); Verizon Global Solutions Belgium B.V.B.A (“GS-Belgium”); Verizon Global Solutions Germany GmbH (“GS-Germany”); Verizon Global Solutions France SAS (“GS-France”); Verizon Global Solutions Holdings V Ltd. (“GS-Japan”); Verizon Global Solutions Switzerland GmbH (“GS-Switzerland”); Verizon Global Solutions Italy S.r.l. (“GS-Italy”); Verizon Global Solutions Spain S.r.l. (“GS-Spain”); Verizon Global Solutions Singapore Pte. Ltd. (“GS-Singapore”); Verizon Global Solutions Ireland Limited (“GS-Ireland”).

Section 63.18(h) – Ownership and Interlocking Directorates

Verizon is a publicly traded U.S. corporation. No person or entity directly or indirectly owns ten percent or more of the equity of Verizon.

Janet M. Garrity, an Assistant Treasurer of Verizon Communications Inc., also is Treasurer of GS-Japan. In addition, the following officers and/or directors of one or more of Verizon’s subsidiaries holding international Section 214 authorizations (the “Verizon 214 Licensees”),<sup>4</sup> are part of interlocking directorates as defined by Section 63.09(g) of the Commission’s Rules.

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NYNEX Communications Ltd., has been merged into Gibtelecom.

<sup>4</sup> The Verizon 214 Licensees are Bell Atlantic Communications, Inc. d/b/a Verizon Long Distance (“VLD”) (FRN 0004-3425-98), NYNEX Long Distance Company d/b/a Verizon Enterprise Solutions (“VES”) (FRN 0004-3425-80), Verizon Global Solutions Inc. (“VGSI”) (FRN 0004-3729-75), Verizon Hawaii International Inc. (“VHI”) (FRN 0004-3744-43), GTE Pacifica Incorporated d/b/a Verizon Pacifica (“Verizon Pacifica”) (FRN 0004-3399-33), Verizon Select Services Inc. (“VSSI”) (FRN 0004-9973-75), GTE Wireless Incorporated (“GTE Wireless”) (FRN 0003-5796-95), Verizon Airfone Inc. (formerly GTE Airfone Incorporated) (“Verizon Airfone”) (FRN 0005-0485-82), GTE Railfone LLC (“GTE Railfone”) (FRN 0006-3693-42), CODETEL International Communications Incorporated (“CIC”) (FRN 0006-3694-41), and Verizon New England, Inc. (d/b/a Verizon Maine) (“Verizon Maine”) (FRN 0003-6289-

- (1) Ms. Garrity also is an Assistant Treasurer of Verizon Maine, Treasurer of Verizon Pacifica and Verizon Airfone, and Treasurer and Vice President of GTE Wireless;
- (2) Manuel Bonilla is a director and Vice President – International of CIC and Vice President – Diversified Operations and International Services of Verizon Dominicana;
- (3) Patricia de Barros-Kari is an alternate director and Assistant Secretary of GS-Ireland, a director and Assistant Secretary of GS-Japan, Secretary of GS-UK, and Assistant Secretary of VHI;
- (4) John N. Doherty is a director CIC, Verizon Airfone, CANTV, and Verizon Dominicana, as well as Chairman of the Board of CIC;
- (5) Peter K. Geiger is a director of GTEFE, GS-Ireland, GS-Japan, GS-Italy, GS-Netherlands, GS-Singapore, GS-Spain, GS-UK, and VHI, as well as Manager and Assistant Treasurer of GS-Ireland, Assistant Treasurer, Vice President, and Deputy Chairman of GS-Japan, Managing Director of GS-Germany, and Controller, Assistant Treasurer, Chief Financial Officer, and Vice President of VHI;
- (6) Benigno González is a director of CIC and Vice President – Marketing and Product Management of Verizon Dominicana;
- (7) Hector B. Houssay is a director of CIC and a director and Vice President – Finance of Verizon Dominicana;
- (8) John J. Lack is a director of CIC, CANTV, and Verizon Dominicana, and is Vice President of Verizon Pacifica;

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71). VSSI and VGSI merged on March 1, 2005. Verizon will file a notification regarding this *pro forma* transfer of control of VGSI's international Section 214 authorizations within 30 days of the consummation of the transaction, as provided by Section 63.24 of the Commission's Rules. 47 C.F.R. § 63.24. In addition, the Commission has granted approval for the transfer of control of Verizon Pacifica and its Section 214 licenses to Pacific Telecom, Inc. *See Bell Atlantic New Zealand Holdings, Inc., Transferor and Pacific Telecom Inc., Transferee Applications for Consent to Transfer Control of a Submarine Cable Landing License, International and Domestic Section 214 Authorizations, a Cellular Radiotelephone License, Common Carrier and Non-Common Carrier Satellite Earth Station Licenses, and a Petition for Declaratory Ruling Pursuant to Section 310(b)(4) of the Communications Act*, Order and Authorization, 18 FCC Rcd 23140 (2003). Verizon also holds interests in the following entities which hold international Section 214 authorizations: CANTV, PRT Larga Distancia, Inc., and Cellco Partnership d/b/a Verizon Wireless.

- (9) Londa C. Perrett is Assistant Secretary of VLD, CIC, Verizon Pacifica, VES, VHI, VSSI, Verizon Dominicana, and GS-Japan;
- (10) Daniel C. Petri is a director of CANTV, a director and President of Verizon Pacifica, and a director and Chairman of the Board of Verizon Dominicana;
- (11) John D. Pricken is a director of VHI, GS-UK, GTEFE, GS-Japan, GS-Spain and GS-Singapore, as well as Managing Director of GS-Germany, and Chairman and President of VHI and GS-Japan.

Section 63.18(i) – Affiliations With Foreign Carriers

Verizon certifies that it is not a foreign carrier. Verizon is affiliated, as that term is defined in Section 63.09 of the Commission’s Rules, 47 C.F.R. § 63.09, with a number of foreign carriers. The foreign affiliations, including the types of services offered and the nature of the relationship with Verizon, are listed below.

- (a) Verizon Dominicana: Verizon indirectly owns 100 percent of Verizon Dominicana, which provides domestic and international telecommunications services in the Dominican Republic. Verizon Dominicana also owns cable landing stations in the Dominican Republic.
- (b) CANTV: Verizon indirectly owns 28.5 percent of CANTV, which provides domestic and international telecommunications services in Venezuela. CANTV also owns cable landing stations in Venezuela.
- (c) Verizon Global Solutions Operating Affiliates: In deploying its global network, Verizon has created a number of foreign operating entities outside the United States that hold operating licenses, interconnect with foreign carriers, and operate telecommunications systems and networks. The entities that presently hold operating licenses or operate telecommunications systems and networks are as follows:
  - (1) GTEFE: Verizon indirectly owns 100 percent of GTEFE, a Hong Kong corporation doing business in Japan and Hong Kong. GTEFE is one of over 300 entities that holds a Type I license in Japan. In addition, GTEFE holds a Public Non-Exclusive Telecommunications Service License to provide International Value-Added Network Services in Hong Kong.
  - (2) GS-UK: Verizon indirectly owns 100 percent of GS-UK, which was formed to provide domestic and international transport and connectivity in the United Kingdom. GS-UK holds SPL (self-

provision), TSL (private line), ISVR (international simple voice resale) and PTO without Code Powers (public telecommunications operator) licenses in the United Kingdom.

- (3) GS-Netherlands: Verizon indirectly owns 100 percent of GS-Netherlands, which was formed to provide domestic and international transport and connectivity in the Netherlands. GS-Netherlands holds a Public Network license in the Kingdom of the Netherlands.
- (4) GS-Belgium: Verizon indirectly owns 100 percent of GS-Belgium, which was formed to provide domestic and international transport and connectivity in Belgium. GS-Belgium holds a Public Network license in Belgium.
- (5) GS-Germany: Verizon indirectly owns 100 percent of GS-Germany, which was formed to provide domestic and international transport and connectivity in the Federal Republic of Germany. GS-Germany holds a Type 3 Network license in Germany.
- (6) GS-France: Verizon indirectly owns 100 percent of GS-France, which was formed to provide domestic and international transport and connectivity in France. GS-France holds a Public Network license in France.
- (7) GS-Japan: Verizon indirectly owns 100 percent of GS-Japan, a Bermuda corporation with a branch office doing business in Japan as Verizon Global Solutions Japan. GS-Japan is one of over 8,000 entities that holds a Special Type II license in Japan.
- (8) GS-Switzerland: Verizon indirectly owns 100 percent of GS-Switzerland, which was formed to provide domestic and international transport and connectivity in Switzerland. GS-Switzerland is registered as a provider of telecommunications services in Switzerland.
- (9) GS-Italy: Verizon indirectly owns 100 percent of GS-Italy, which was formed to provide domestic and international transport and connectivity in Italy. GS-Italy is registered as a provider of telecommunications services in Italy.
- (10) GS-Spain: Verizon indirectly owns 100 percent of GS-Spain, which was formed to provide domestic and international transport and connectivity in Spain. GS-Spain holds a C-type general authorization to provide telecommunications services in Spain.

- (11) GS-Singapore: Verizon indirectly owns 100 percent of GS-Singapore, which was formed to provide domestic and international transport and connectivity in Singapore. GS-Singapore holds a Services-Based Operator (Individual) License in Singapore.
- (12) GS-Ireland: Verizon indirectly owns 100 percent of GS-Ireland, a company formed under the laws of the Republic of Ireland. GS-Ireland was created to be a reseller of network capacity held and operated by GS-UK, GS-Germany, GS-Belgium, GS-Netherlands, GS-France, GS-Japan, GS-Switzerland, GS-Italy, GS-Spain, GS-Singapore and other licensed operating companies established by VGSI.
- (d) Gibtelecom: Verizon indirectly owns 50 percent of Gibtelecom, which is authorized to provide domestic wireline communications and international telecommunications services between Gibraltar and Spain.

All of Verizon's foreign affiliates provide basic telecommunications services, and all of the affiliates lack market power in their home markets, except for Verizon Dominicana, CANTV, and Gibtelecom.

After consummation of the proposed transaction, Verizon will also be affiliated with Avantel, SA, a provider of intra-city and international transport telecommunications services in Mexico. MCI holds a 44.5% voting interest in Avantel. Verizon will also be affiliated with the following MCI subsidiaries, which operate as foreign carriers as defined by Section 63.09(d) of the Commission's Rules.<sup>5</sup> All of these foreign subsidiaries provide basic telecommunications services, and all of these foreign subsidiaries lack market power in their home markets.

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<sup>5</sup> Unless otherwise indicated, MCI holds a 100% direct or indirect ownership interest in each subsidiary.

<b><u>Country</u></b>	<b><u>Foreign Carrier</u></b>
Argentina	MCI International (Argentina) S.A. UUNET Argentina, SRL
Australia	MCI WorldCom Australia Pty Limited
Austria	MCI WorldCom Telecommunication Services Austria Gessellschaft m.b.H UUNET (Austria) GmbH
Belgium	MCI Belgium Luxembourg S.A.
Botswana	UUNET Botswana <sup>6</sup>
Canada	WorldCom Canada Limited
Chile	MCI International de Chile S.A. UUNET International (Chile) Ltda
Colombia	MCI Colombia, S.A.
Czech Republic	MCI WorldCom Telecommunications (Czech Republic), s.r.o. UUNET Czech, s.r.o.
Denmark	WorldCom Telecommunications A/S
Finland	UUNET Finland Oy
France	MCI France S.A.
Germany	MCI Deutschland GmbH
Greece	UUNET Hellas EPE
Hong Kong	MCI WorldCom Asia Pacific Limited
Hungary	UUNET Hungary KFT
Ireland	MCI WorldCom (Ireland) Limited
Italy	MCI Italia S.p.A.
Japan	MCI WorldCom Japan, Limited MCI WorldCom Communications Japan Ltd. MCI International (Japan) Co., Ltd. UUNET Japan, Ltd.
Kenya	UUNET Kenya Limited <sup>7</sup>
Korea	MCI WorldCom Korea, Ltd
Luxembourg	MCI Belgium Luxembourg S.A.
Namibia	UUNET Namibia (Pty) Limited
Netherlands	MCI Netherlands B.V.

<sup>6</sup> MCI holds an 80% ownership interest in UUNET Botswana.

<sup>7</sup> MCI holds a 60% ownership interest in UUNET Kenya Limited.

<u>Country</u>	<u>Foreign Carrier</u>
New Zealand	WorldCom New Zealand Limited
Norway	MCI WorldCom AS (Norway) UUNET Norway AS
Panama	MCI International Panama, S.A. UUNET International Panama S.A.
Peru	MCI WorldCom Peru, SRL
Poland	UUNET Polska S.P. Z.o.o.
Portugal	UUNET Portugal, Sociedade Unipessoal, Lda
Russia	MCI (CIS) LLC
Singapore	MCI WorldCom Asia Pte. Limited UUNET Singapore Pte Ltd
South Africa	UUNET South Africa (Pty) Ltd
Spain	MCI WorldCom (Spain), S.A. Sociedad Espanola de Servicios de Internet UUNET S.L. (Spain)
Sweden	MCI WorldCom Aktiebolag UUNET Sweden AB
Switzerland	MCI WorldCom A.G. <sup>8</sup> UUNET Schweiz GmbH
Taiwan, ROC	MCI WorldCom Taiwan Co. Ltd.
United Kingdom	MCI WorldCom Limited
Venezuela	MCI de Venezuela, S.A.
Zambia	UUNET Zambia Limited <sup>9</sup>

*Section 63.18(j) – Service to Destination Markets of Foreign Carriers Controlled by Transferee*

Verizon certifies that it is not a foreign carrier but that it holds controlling interests in certain foreign carriers in destination countries. Verizon will also continue to provide service in foreign markets via the foreign carriers affiliated with MCI and its subsidiaries. Therefore, following consummation of the transaction, Verizon will control

<sup>8</sup> MCI holds a 97% ownership interest in MCI WorldCom A.G.

<sup>9</sup> MCI holds a 60% ownership interest in UUNET Zambia Limited.

foreign carriers in the following destination markets.

<b><u>Country</u></b>	<b><u>Foreign Carrier(s) Controlled by Verizon</u></b>	<b><u>Foreign Carrier(s) Controlled by MCI</u></b>
Argentina		MCI International (Argentina) S.A. UUNET Argentina, SRL
Australia		MCI WorldCom Australia Pty Limited
Austria		MCI WorldCom Telecommunication Services Austria Gesellschaft m.b.H UUNET (Austria) GmbH
Belgium	Verizon Global Solutions Belgium B.V.B.A.	MCI Belgium Luxembourg S.A.
Botswana		UUNET Botswana <sup>10</sup>
Canada		WorldCom Canada Limited
Chile		MCI International de Chile S.A. UUNET International (Chile) Ltda
Colombia		MCI Colombia, S.A.
Czech Republic		MCI WorldCom Telecommunications (Czech Republic), s.r.o. UUNET Czech, s.r.o.
Denmark		WorldCom Telecommunications A/S
Dominican Republic	Verizon Dominicana, C. por A.	
Finland		MCI WorldCom Finland Oy
France	Verizon Global Solutions France SAS	MCI France S.A.
Germany	Verizon Global Solutions Germany GmbH	MCI Deutschland GmbH
Gibraltar	Gibtelecom Limited	
Greece		UUNET Hellas EPE
Hong Kong	GTE Far East (Services) Limited	MCI WorldCom Asia Pacific Limited
Hungary		UUNET Hungary KFT
Ireland	Verizon Global Solutions Ireland Limited	MCI WorldCom (Ireland) Limited
Italy	Verizon Global Solutions Italy S.r.l.	MCI Italia S.p.A.

<sup>10</sup> MCI holds an 80% ownership interest in UUNET Botswana.

<b>Country</b>	<b>Foreign Carrier(s) Controlled by Verizon</b>	<b>Foreign Carrier(s) Controlled by MCI</b>
Japan	GTE Far East (Services) Limited Verizon Global Solutions Holdings V Ltd.	MCI WorldCom Japan Limited MCI WorldCom Communications Japan Ltd. MCI International (Japan) Co., Ltd. UUNET Japan, Ltd.
Kenya		UUNET Kenya Limited <sup>11</sup>
Korea		MCI WorldCom Korea Limited
Luxembourg		MCI Belgium Luxembourg S.A.
Netherlands	Verizon Global Solutions Netherlands B.V.	MCI Netherlands B.V.
New Zealand		WorldCom New Zealand Limited
Norway		MCI WorldCom AS (Norway) UUNET Norway AS
Panama		MCI International Panama, S.A. UUNET International Panama S.A.
Peru		MCI WorldCom Peru SRL
Poland		UUNET Polska S.P. Z.o.o
Portugal		UUNET Portugal, Sociedade Unipessoal, Lda
Russia		MCI (CIS) LLC
Singapore	Verizon Global Solutions Singapore Pte. Ltd.	MCI WorldCom Asia Pte. Limited UUNET Singapore Pte Ltd
South Africa		UUNET South Africa (Pty) Ltd
Spain	Verizon Global Solutions Spain S.r.l.	MCI WorldCom (Spain), S.A. Sociedad Espanola de Servicios de Internet UUNET S.I. (Spain)
Sweden		WorldCom Aktiebolag UUNET Sweden AB
Switzerland	Verizon Global Solutions Switzerland GmbH	MCI WorldCom A.G. <sup>12</sup> UUNET Schweiz GmbH
Taiwan, ROC		MCI WorldCom Taiwan Co. Ltd.
United Kingdom	Verizon Global Solutions U.K. Ltd	MCI WorldCom Limited
Venezuela		MCI de Venezuela, S.A.

<sup>11</sup> MCI holds a 60% ownership interest in UUNET Kenya Limited.

<sup>12</sup> MCI holds a 97% ownership interest in MCI WorldCom A.G.

<u>Country</u>	<u>Foreign Carrier(s) Controlled by Verizon</u>	<u>Foreign Carrier(s) Controlled by MCI</u>
Zambia		UUNET Zambia Limited <sup>13</sup>

Section 63.18(k) – WTO Membership

All of the countries listed in the response to Section 63.18(j) are WTO Member countries, except Taiwan and Russia.<sup>14</sup> MCI's affiliates in Taiwan and Russia neither control bottleneck facilities nor have a fifty percent or greater market share in the Taiwanese and Russian international transport or local access markets, and therefore lack market power in Taiwan and Russia, respectively.

Section 63.18(o) – Anti-Drug Abuse Certification

Verizon certifies pursuant to sections 1.2001 through 1.2003 of the Commission's Rules that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

**(9) Routine Conditions Specified in Section 1.767(g) of the Commission's Rules, 47 C.F.R. § 1.767(g).**

Verizon certifies that it accepts and will abide by the routine conditions specified in Section 1.767(g) of the Commission's Rules, 47 C.F.R. § 1.767(g).

**(10) Not Applicable.**

<sup>13</sup> MCI holds a 60% ownership interest in UUNET Zambia Limited.

<sup>14</sup> See List of WTO Member Countries at <[http://www.wto.int/english/thewto\\_e/whatis\\_e/tif\\_e/org6\\_e.htm](http://www.wto.int/english/thewto_e/whatis_e/tif_e/org6_e.htm)>. The U.S. Department of State has concluded that the 1994 Marrakesh Agreement Establishing the World Trade Organization applies to Gibraltar. See *Application of GTE CORPORATION, Transferor, and BELL ATLANTIC CORPORATION, Transferee; For Consent to Transfer Control of Domestic and International Sections 214 and 310 Authorizations and Application to Transfer Control of a Submarine Cable Landing License*, Memorandum, Opinion and Order, 15 FCC Rcd 14032, 14218-219 (2000) (“*Merger Order*”).

**(11) Information Required of Transfer of Control Applicants.**

A listing of the cable landing licenses held by MCI and the original file numbers of these licenses is attached hereto as Attachment A.

As part of the proposed transaction, MCI is transferring to Verizon its voting interests in the cable systems set forth in Attachment B.

**IV. CONCLUSION**

For the reasons presented herein, Applicants submit that the public interest, convenience and necessity would be served by a grant of this application for transfer of control of the referenced cable landing licenses, and respectfully request that this application be granted.

Respectfully submitted,

Verizon Communications Inc.

MCI, Inc.

/s/ Michael E. Glover

/s/ Richard S. Whitt

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Dated: March 11, 2005

## ATTACHMENT A

### Submarine Cable Landing Licenses Held by MCI, Inc.<sup>†</sup>

<u>Cable System</u>	<u>Licensed Entities</u>	<u>FCC ID Number</u>
PAN AMERICAN	MCI, Inc.	SCL-LIC-19970421-00002
Japan-US	MCI, Inc.	SCL-LIC-19981117-00025
Americas II	MCI, Inc.	SCL-LIC-19980429-00019
Guam-Philippines	MCI, Inc.	SCL-LIC-19980511-00017
MAYA-1	MCI, Inc.	SCL-LIC-19990325-00006
TAT-14	MCI, Inc.	SCL-LIC-19990303-00004

<sup>†</sup> MCI's licenses in the Japan-US, MAYA-1 and TAT-14 cable systems were previously held by WorldCom, Inc., and MCI WorldCom, Inc.

**ATTACHMENT B**

**MCI Ownership Interests in Cable Systems Being Transferred to Verizon**

<u>Cable System</u>	<u>Voting Rights</u>	<u>Segment</u>	<u>Capacity Whole STM-1 Equivalent</u>
PAN AMERICAN	11.843%	St. Thomas-Aruba	0.11
		St. Thomas-Venezuela	0.44
		St. Thomas-Colombia	0.51
		St. Thomas-Panama	0.24
		St. Thomas-Ecuador	0.13
		St. Thomas-Peru	0.24
		St. Thomas-Chile	0.44
Japan-US	12.676%	All Points	377.00
Americas II	10.230%	Florida-St. Croix	34.32
		St. Croix-Brazil	13.51
		St. Croix-Puerto Rico	20.81
Guam-Philippines	2.108%	Guam-Philippines	1.21
MAYA-1	7.856%	All Points	7.19
TAT-14	13.237%	All Points	557.00

## CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing document was served this date upon the following:

Marlene Dortch  
Secretary  
Federal Communications Commission  
445 12 St., S.W.  
Washington, DC 20554  
(via the FCC's International Bureau Filing System)

David Krech  
International Bureau  
Federal Communications Commission  
445 12 St., S.W.  
Washington, DC 20554  
(via electronic mail to David.Krech@fcc.gov)

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U.S. Department of Commerce  
14<sup>th</sup> St. and Constitution Ave., N.W.  
Washington, D.C. 20230  
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Defense Information Systems Agency  
Code RGC  
701 S. Courthouse Road  
Arlington, VA 22204  
(via first class U.S. mail, postage prepaid)

/s/ Ruth E. Holder  
Ruth E. Holder

Dated: March 11, 2005

CABLE LANDING LICENSE APPLICATION  
FOR OFFICIAL USE ONLY

APPLICANT INFORMATION

**Enter a description of this application to identify it on the main menu:**

Application to transfer control of submarine cable landing licenses of MCI, Inc. from MCI to Verizon.

1. Applicant

<b>Name:</b>	MCI, Inc.	<b>Phone Number:</b>	202-736-6148
<b>DBA Name:</b>		<b>Fax Number:</b>	202-736-6359
<b>Street:</b>	1133 Nineteenth Street, NW	<b>E-Mail:</b>	dennis.guard@mci.com
<b>City:</b>	Washington	<b>State:</b>	DC
<b>Country:</b>	USA	<b>Zipcode:</b>	20036 -
<b>Attention:</b>	Mr Dennis W Guard Jr		

2. Contact

<b>Name:</b>	Gil M. Strobel	<b>Phone Number:</b>	202-777-7700
<b>Company:</b>	Lawler, Metzger, Milkman & Keeney, LLC	<b>Fax Number:</b>	202-777-7763
<b>Street:</b>	2001 K Street NW, Suite 802	<b>E-Mail:</b>	gstrobel@lmmk.com
<b>City:</b>	Washington	<b>State:</b>	DC
<b>Country:</b>	USA	<b>Zipcode:</b>	20006 -
<b>Contact Title:</b>	Attorney	<b>Relationship:</b>	Legal Counsel

3. Place of Incorporation of Applicant Delaware

4. Other Company(ies) and Place(s) of Incorporation

5. Destination Country(ies)

6. Caption (description of authority requested, e.g., Application for a License to Land and Operate a Fiber Optic Submarine Cable System between the United States, Country A and Country B.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application for transfer of control of submarine cable landing licenses of MCI, Inc. from MCI to Verizon Communications Inc.

7. Is a fee submitted with this application?  
 If Yes, complete and attach FCC Form 159. **If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).**  
 Governmental Entity    Noncommercial educational licensee  
 Other (please explain):

8. Will the cable system be operated on a common carrier basis?    Yes    No  
If yes, provide the File Number N/A                      of the associated Section 214 application for the construction and operation of new facilities.

9. In Attachment 1, provide the information and certifications required by 47 C.F.R. Section 1.767(a).

**CERTIFICATIONS**

10. By checking Yes, the undersigned certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.       Yes    No

<b>11. Typed Name of Person Signing</b> Richard S. Whitt	<b>12. Title of Person Signing</b> Vice President of Federal Law and Policy
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WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT  
(U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION  
(U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

13. 1: Narrative	2:	3:
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**THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104–13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.**

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of	)	
	)	
Verizon Communications Inc., Transferee, and MCI, Inc., Transferor, on behalf of itself and its subsidiary MCI Communications Corporation	)	File No. _____
	)	
Application for Authority to Transfer Control of Cable Landing Licenses	)	
	)	
	)	

**APPLICATION**

**I. INTRODUCTION**

Pursuant to the Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39 (1994), Section 1.767 of the Commission’s Rules, 47 C.F.R. § 1.767 (1999), and Executive Order No. 10530, Verizon Communications Inc. (“Verizon”) and MCI, Inc. (“MCI”), on behalf of itself and its subsidiary MCI Communications Corporation, hereby request approval for the transfer of control of the cable landing licenses held by MCI Communications Corporation to Verizon. These cable landing licenses are listed in Attachment A hereto. Verizon and MCI (collectively “Applicants”) are concurrently filing applications with the Federal Communications Commission (“FCC” or “Commission”) for authority to transfer MCI’s blanket domestic Section 214 authorizations, its international Section 214 authorizations, and various satellite earth station and radio station licenses to Verizon.

## **II. DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST STATEMENT**

Verizon and MCI have entered into a transaction that will result in MCI becoming a wholly-owned subsidiary of Verizon. Under the terms of the agreement, a wholly-owned subsidiary of Verizon will merge with and into MCI. MCI will be the surviving corporation, thereby becoming a wholly-owned subsidiary of Verizon. MCI shareholders will receive 0.4062 shares of Verizon common stock and \$1.50 for each MCI share owned. Shareholders also will receive a special dividend payment of \$4.50 per share.

Following consummation of the transaction, MCI will continue to own the stock of its subsidiaries and MCI and its subsidiaries will continue to hold all of the FCC authorizations that they held prior to the transaction. As such, the transaction does not involve any assignment of MCI's licenses and authorizations, or any change in the licensees that hold such licenses and authorizations, and those companies will continue to provide service to the public. Similarly, the transaction will not result in any assignment of Verizon's existing licenses and authorizations, or any change in the licensees that hold such licenses and authorizations. Those companies also will continue to provide service to the public.

As part of the transaction, the Applicants seek to transfer control of the cable landing licenses described herein from MCI to Verizon. A description of the public interest benefits of the transaction is attached as Exhibit 1 to the "Application for Consent to Transfer of Control" seeking FCC consent to the transfer of control of certain domestic Section 214 authorizations held by MCI and its subsidiaries to Verizon. That application is available online through the FCC's Electronic Comment Filing System ("ECFS") at <http://www.fcc.gov/cgb/ecfs/> under the

proceeding WC Docket No. 05-75. The exhibit is incorporated herein by reference, as permitted under FCC rules.<sup>1</sup>

**III. INFORMATION REQUIRED UNDER SECTION 1.767 OF THE COMMISSION'S RULES**

In accordance with Section 1.767 of the Commission's Rules, 47 C.F.R. §1.767,

Applicants submit the following information:

**(1) Name, Address and Telephone Number of Each Applicant**

Transferor/Licensee: MCI, Inc./MCI Communications Corporation  
22001 Loudoun County Parkway  
Ashburn, Virginia 20147  
USA  
(703) 886-5600

Transferee: Verizon Communications Inc.  
1095 Avenue of the Americas  
New York, NY 10036  
(212) 395-2121

**(2) State of Organization**

Transferor/Licensee: MCI, Inc. and MCI Communications Corporation are organized under the laws of the state of Delaware.

Transferee: Verizon Communications Inc. is organized under the laws of the state of Delaware.

**(3) Contact Persons for This Application**

Questions or inquiries concerning this Application may be directed to:

Anastasia Kelly, Executive VP and General Counsel  
Richard S. Whitt  
Dennis W. Guard, Jr.  
MCI, Inc.  
1133 19th Street NW  
Washington, D.C. 20036

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<sup>1</sup> See, e.g., 47 C.F.R. §§ 1.923(b), 1.10009(c)(2), 25.130(c) (2003).

(202) 736-6148 (Tel.)  
(202) 736-6359 (Fax)  
Dennis.Guard@MCI.com

With a copy to:

Gil M. Strobel  
Lawler, Metzger, Milkman & Keeney, LLC  
2001 K Street NW, Suite 802  
Washington, DC 20006  
(202) 777-7700 (Tel.)  
gstrobel@lmmk.com

and

Michael E. Glover, Senior Vice President and Deputy  
General Counsel  
Suzanne Carmel  
VERIZON  
1300 I St., NW, Ste. 400  
Washington, DC 20005  
(202) 515-2537 (Tel.)  
(202) 336-7922 (Fax)  
scarmel@verizon.com

With a copy to:

Nancy J. Victory  
Wiley Rein & Fielding LLP  
1776 K Street NW  
Washington, DC 20006  
(202) 719-7000 (Tel.)  
(202) 719-7049 (Fax)  
nvictory@wrf.com

**(4)-(7) Not Applicable.**

**(8) Affiliations and Other Certifications Required by Sections 63.18(h)-(k) and (o) of the Commission's Rules, 47 C.F.R. §§ 63.18(h)-(k), (o).**

Verizon is affiliated, as that term is defined by Section 63.09 of the Commission's Rules, with the following foreign carriers: Verizon Dominicana, C. por A. ("Verizon

Dominicana”);<sup>2</sup> Compañía Anónima Nacional Teléfonos de Venezuela (“CANTV”); Gibtelecom Limited (“Gibtelecom”);<sup>3</sup> GTE Far East (Services) Limited (“GTEFE”); Verizon Global Solutions U.K. Ltd (“GS-UK”); Verizon Global Solutions Netherlands B.V. (“GS-Netherlands”); Verizon Global Solutions Belgium B.V.B.A (“GS-Belgium”); Verizon Global Solutions Germany GmbH (“GS-Germany”); Verizon Global Solutions France SAS (“GS-France”); Verizon Global Solutions Holdings V Ltd. (“GS-Japan”); Verizon Global Solutions Switzerland GmbH (“GS-Switzerland”); Verizon Global Solutions Italy S.r.l. (“GS-Italy”); Verizon Global Solutions Spain S.r.l. (“GS-Spain”); Verizon Global Solutions Singapore Pte. Ltd. (“GS-Singapore”); Verizon Global Solutions Ireland Limited (“GS-Ireland”).

Section 63.18(h) – Ownership and Interlocking Directorates

Verizon is a publicly traded U.S. corporation. No person or entity directly or indirectly owns ten percent or more of the equity of Verizon.

Janet M. Garrity, an Assistant Treasurer of Verizon Communications Inc., also is Treasurer of GS-Japan. In addition, the following officers and/or directors of one or more of Verizon’s subsidiaries holding international Section 214 authorizations (the “Verizon 214 Licensees”),<sup>4</sup> are part of interlocking directorates as defined by Section 63.09(g) of the Commission’s Rules.

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<sup>2</sup> Verizon Dominicana was formerly known as CODETEL, C. POR A.

<sup>3</sup> Gibtelecom was formerly known as Gibraltar NYNEX Communications Ltd. Gibraltar Telecommunications International Limited (“Gibtel”), formerly a subsidiary of Gibraltar NYNEX Communications Ltd., has been merged into Gibtelecom.

<sup>4</sup> The Verizon 214 Licensees are Bell Atlantic Communications, Inc. d/b/a Verizon Long Distance (“VLD”) (FRN 0004-3425-98), NYNEX Long Distance Company d/b/a Verizon

- (1) Ms. Garrity also is an Assistant Treasurer of Verizon Maine, Treasurer of Verizon Pacifica and Verizon Airfone, and Treasurer and Vice President of GTE Wireless;
- (2) Manuel Bonilla is a director and Vice President – International of CIC and Vice President – Diversified Operations and International Services of Verizon Dominicana;
- (3) Patricia de Barros-Kari is an alternate director and Assistant Secretary of GS-Ireland, a director and Assistant Secretary of GS-Japan, Secretary of GS-UK, and Assistant Secretary of VHI;
- (4) John N. Doherty is a director CIC, Verizon Airfone, CANTV, and Verizon Dominicana, as well as Chairman of the Board of CIC;
- (5) Peter K. Geiger is a director of GTEFE, GS-Ireland, GS-Japan, GS-Italy, GS-Netherlands, GS-Singapore, GS-Spain, GS-UK, and VHI, as well as Manager and Assistant Treasurer of GS-Ireland, Assistant Treasurer, Vice President, and Deputy Chairman of GS-Japan, Managing Director of GS-Germany, and Controller, Assistant Treasurer, Chief Financial Officer, and Vice President of VHI;

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Enterprise Solutions (“VES”) (FRN 0004-3425-80), Verizon Global Solutions Inc. (“VGSI”) (FRN 0004-3729-75), Verizon Hawaii International Inc. (“VHI”) (FRN 0004-3744-43), GTE Pacifica Incorporated d/b/a Verizon Pacifica (“Verizon Pacifica”) (FRN 0004-3399-33), Verizon Select Services Inc. (“VSSI”) (FRN 0004-9973-75), GTE Wireless Incorporated (“GTE Wireless”) (FRN 0003-5796-95), Verizon Airfone Inc. (formerly GTE Airfone Incorporated) (“Verizon Airfone”) (FRN 0005-0485-82), GTE Railfone LLC (“GTE Railfone”) (FRN 0006-3693-42), CODETEL International Communications Incorporated (“CIC”) (FRN 0006-3694-41), and Verizon New England, Inc. (d/b/a Verizon Maine) (“Verizon Maine”) (FRN 0003-6289-71). VSSI and VGSI merged on March 1, 2005. Verizon will file a notification regarding this *pro forma* transfer of control of VGSI’s international Section 214 authorizations within 30 days of the consummation of the transaction, as provided by Section 63.24 of the Commission’s Rules. 47 C.F.R. § 63.24. In addition, the Commission has granted approval for the transfer of control of Verizon Pacifica and its Section 214 licenses to Pacific Telecom, Inc. *See Bell Atlantic New Zealand Holdings, Inc., Transferor and Pacific Telecom Inc., Transferee Applications for Consent to Transfer Control of a Submarine Cable Landing License, International and Domestic Section 214 Authorizations, a Cellular Radiotelephone License, Common Carrier and Non-Common Carrier Satellite Earth Station Licenses, and a Petition for Declaratory Ruling Pursuant to Section 310(b)(4) of the Communications Act*, Order and Authorization, 18 FCC Rcd 23140 (2003). Verizon also holds interests in the following entities which hold international Section 214 authorizations: CANTV, PRT Larga Distancia, Inc., and Cellco Partnership d/b/a Verizon Wireless.

- (6) Benigno González is a director of CIC and Vice President – Marketing and Product Management of Verizon Dominicana;
- (7) Hector B. Houssay is a director of CIC and a director and Vice President – Finance of Verizon Dominicana;
- (8) John J. Lack is a director of CIC, CANTV, and Verizon Dominicana, and is Vice President of Verizon Pacifica;
- (9) Londa C. Perrett is Assistant Secretary of VLD, CIC, Verizon Pacifica, VES, VHI, VSSI, Verizon Dominicana, and GS-Japan;
- (10) Daniel C. Petri is a director of CANTV, a director and President of Verizon Pacifica, and a director and Chairman of the Board of Verizon Dominicana;
- (11) John D. Pricken is a director of VHI, GS-UK, GTEFE, GS-Japan, GS-Spain and GS-Singapore, as well as Managing Director of GS-Germany, and Chairman and President of VHI and GS-Japan.

Section 63.18(i) – Affiliations With Foreign Carriers

Verizon certifies that it is not a foreign carrier. Verizon is affiliated, as that term is defined in Section 63.09 of the Commission’s Rules, 47 C.F.R. § 63.09, with a number of foreign carriers. The foreign affiliations, including the types of services offered and the nature of the relationship with Verizon, are listed below.

- (a) Verizon Dominicana: Verizon indirectly owns 100 percent of Verizon Dominicana), which provides domestic and international telecommunications services in the Dominican Republic. Verizon Dominicana also owns cable landing stations in the Dominican Republic.
- (b) CANTV: Verizon indirectly owns 28.5 percent of CANTV), which provides domestic and international telecommunications services in Venezuela. CANTV also owns cable landing stations in Venezuela.
- (c) Verizon Global Solutions Operating Affiliates: In deploying its global network, Verizon has created a number of foreign operating entities outside the United States that hold operating licenses, interconnect with foreign carriers, and operate telecommunications systems and networks. The entities that presently hold operating licenses or operate telecommunications systems and networks are as follows:

- (1) GTEFE: Verizon indirectly owns 100 percent of GTEFE, a Hong Kong corporation doing business in Japan and Hong Kong. GTEFE is one of over 300 entities that holds a Type I license in Japan. In addition, GTEFE holds a Public Non-Exclusive Telecommunications Service License to provide International Value-Added Network Services in Hong Kong.
- (2) GS-UK: Verizon indirectly owns 100 percent of GS-UK, which was formed to provide domestic and international transport and connectivity in the United Kingdom. GS-UK holds SPL (self-provision), TSL (private line), ISVR (international simple voice resale) and PTO without Code Powers (public telecommunications operator) licenses in the United Kingdom.
- (3) GS-Netherlands: Verizon indirectly owns 100 percent of GS-Netherlands, which was formed to provide domestic and international transport and connectivity in the Netherlands. GS-Netherlands holds a Public Network license in the Kingdom of the Netherlands.
- (4) GS-Belgium: Verizon indirectly owns 100 percent of GS-Belgium, which was formed to provide domestic and international transport and connectivity in Belgium. GS-Belgium holds a Public Network license in Belgium.
- (5) GS-Germany: Verizon indirectly owns 100 percent of GS-Germany, which was formed to provide domestic and international transport and connectivity in the Federal Republic of Germany. GS-Germany holds a Type 3 Network license in Germany.
- (6) GS-France: Verizon indirectly owns 100 percent of GS-France, which was formed to provide domestic and international transport and connectivity in France. GS-France holds a Public Network license in France.
- (7) GS-Japan: Verizon indirectly owns 100 percent of GS-Japan, a Bermuda corporation with a branch office doing business in Japan as Verizon Global Solutions Japan. GS-Japan is one of over 8,000 entities that holds a Special Type II license in Japan.
- (8) GS-Switzerland: Verizon indirectly owns 100 percent of GS-Switzerland, which was formed to provide domestic and international transport and connectivity in Switzerland. GS-Switzerland is registered as a provider of telecommunications services in Switzerland.

- (9) GS-Italy: Verizon indirectly owns 100 percent of GS-Italy, which was formed to provide domestic and international transport and connectivity in Italy. GS-Italy is registered as a provider of telecommunications services in Italy.
  - (10) GS-Spain: Verizon indirectly owns 100 percent of GS-Spain, which was formed to provide domestic and international transport and connectivity in Spain. GS-Spain holds a C-type general authorization to provide telecommunications services in Spain.
  - (11) GS-Singapore: Verizon indirectly owns 100 percent of GS-Singapore, which was formed to provide domestic and international transport and connectivity in Singapore. GS-Singapore holds a Services-Based Operator (Individual) License in Singapore.
  - (12) GS-Ireland: Verizon indirectly owns 100 percent of GS-Ireland, a company formed under the laws of the Republic of Ireland. GS-Ireland was created to be a reseller of network capacity held and operated by GS-UK, GS-Germany, GS-Belgium, GS-Netherlands, GS-France, GS-Japan, GS-Switzerland, GS-Italy, GS-Spain, GS-Singapore and other licensed operating companies established by VGSI.
- (d) Gibtelecom: Verizon indirectly owns 50 percent of Gibtelecom, which is authorized to provide domestic wireline communications and international telecommunications services in Gibraltar.

All of Verizon's foreign affiliates provide basic telecommunications services, and all of the affiliates lack market power in their home markets, except for Verizon Dominicana, CANTV, and Gibtelecom.

After consummation of the proposed transaction, Verizon will also be affiliated with Avantel, SA, a provider of intra-city and international transport telecommunications services in Mexico. MCI holds a 44.5% voting interest in Avantel. Verizon will also be affiliated with the following MCI subsidiaries, which operate as foreign carriers as

defined by Section 63.09(d) of the Commission's Rules.<sup>5</sup> All of these foreign subsidiaries provide basic telecommunications services, and all of these foreign subsidiaries lack market power in their home markets.

<u>Country</u>	<u>Foreign Carrier</u>
Argentina	MCI International (Argentina) S.A. UUNET Argentina, SRL
Australia	MCI WorldCom Australia Pty Limited
Austria	MCI WorldCom Telecommunication Services Austria Gessellschaft m.b.H UUNET (Austria) GmbH
Belgium	MCI Belgium Luxembourg S.A.
Botswana	UUNET Botswana <sup>6</sup>
Canada	WorldCom Canada Limited
Chile	MCI International de Chile S.A. UUNET International (Chile) Ltda
Colombia	MCI Colombia, S.A.
Czech Republic	MCI WorldCom Telecommunications (Czech Republic), s.r.o. UUNET Czech, s.r.o.
Denmark	WorldCom Telecommunications A/S
Finland	UUNET Finland Oy
France	MCI France S.A.
Germany	MCI Deutschland GmbH
Greece	UUNET Hellas EPE
Hong Kong	MCI WorldCom Asia Pacific Limited
Hungary	UUNET Hungary KFT
Ireland	MCI WorldCom (Ireland) Limited
Italy	MCI Italia S.p.A.

<sup>5</sup> Unless otherwise indicated, MCI holds a 100% direct or indirect ownership interest in each subsidiary.

<sup>6</sup> MCI holds an 80% ownership interest in UUNET Botswana.

<b><u>Country</u></b>	<b><u>Foreign Carrier</u></b>
Japan	MCI WorldCom Japan, Limited MCI WorldCom Communications Japan Ltd. MCI International (Japan) Co., Ltd. UUNET Japan, Ltd.
Kenya	UUNET Kenya Limited <sup>7</sup>
Korea	MCI WorldCom Korea, Ltd
Luxembourg	MCI Belgium Luxembourg S.A.
Namibia	UUNET Namibia (Pty) Limited
Netherlands	MCI Netherlands B.V.
New Zealand	WorldCom New Zealand Limited
Norway	MCI WorldCom AS (Norway) UUNET Norway AS
Panama	MCI International Panama, S.A. UUNET International Panama S.A.
Peru	MCI WorldCom Peru, SRL
Poland	UUNET Polska S.P. Z.o.o.
Portugal	UUNET Portugal, Sociedade Unipessoal, Lda
Russia	MCI (CIS) LLC
Singapore	MCI WorldCom Asia Pte. Limited UUNET Singapore Pte Ltd
South Africa	UUNET South Africa (Pty) Ltd
Spain	MCI WorldCom (Spain), S.A. Sociedad Espanola de Servicios de Internet UUNET S.L. (Spain)
Sweden	MCI WorldCom Aktiebolag UUNET Sweden AB
Switzerland	MCI WorldCom A.G. <sup>8</sup> UUNET Schweiz GmbH
Taiwan, ROC	MCI WorldCom Taiwan Co. Ltd.
United Kingdom	MCI WorldCom Limited
Venezuela	MCI de Venezuela, S.A.
Zambia	UUNET Zambia Limited <sup>9</sup>

<sup>7</sup> MCI holds a 60% ownership interest in UUNET Kenya Limited.

<sup>8</sup> MCI holds a 97% ownership interest in MCI WorldCom A.G.

<sup>9</sup> MCI holds a 60% ownership interest in UUNET Zambia Limited.

Section 63.18(j) – Service to Destination Markets of Foreign Carriers Controlled by Transferee

Verizon certifies that it is not a foreign carrier but that it holds controlling interests in certain foreign carriers in destination countries. Verizon will also continue to provide service in foreign markets via the foreign carriers affiliated with MCI and its subsidiaries. Therefore, following consummation of the transaction, Verizon will control foreign carriers in the following destination markets.

<u>Country</u>	<u>Foreign Carrier(s) Controlled by Verizon</u>	<u>Foreign Carrier(s) Controlled by MCI</u>
Argentina		MCI International (Argentina) S.A. UUNET Argentina, SRL
Australia		MCI WorldCom Australia Pty Limited
Austria		MCI WorldCom Telecommunication Services Austria Gesellschaft m.b.H UUNET (Austria) GmbH
Belgium	Verizon Global Solutions Belgium B.V.B.A.	MCI Belgium Luxembourg S.A.
Botswana		UUNET Botswana <sup>10</sup>
Canada		WorldCom Canada Limited
Chile		MCI International de Chile S.A. UUNET International (Chile) Ltda
Colombia		MCI Colombia, S.A.
Czech Republic		MCI WorldCom Telecommunications (Czech Republic), s.r.o. UUNET Czech, s.r.o.
Denmark		WorldCom Telecommunications A/S
Dominican Republic	Verizon Dominicana, C. por A.	
Finland		MCI WorldCom Finland Oy
France	Verizon Global Solutions France SAS	MCI France S.A.
Germany	Verizon Global Solutions Germany GmbH	MCI Deutschland GmbH

<sup>10</sup> MCI holds an 80% ownership interest in UUNET Botswana.

<b><u>Country</u></b>	<b><u>Foreign Carrier(s) Controlled by Verizon</u></b>	<b><u>Foreign Carrier(s) Controlled by MCI</u></b>
Gibraltar	Gibtelecom Limited	
Greece		UUNET Hellas EPE
Hong Kong	GTE Far East (Services) Limited	MCI WorldCom Asia Pacific Limited
Hungary		UUNET Hungary KFT
Ireland	Verizon Global Solutions Ireland Limited	MCI WorldCom (Ireland) Limited
Italy	Verizon Global Solutions Italy S.r.l.	MCI Italia S.p.A.
Japan	GTE Far East (Services) Limited Verizon Global Solutions Holdings V Ltd.	MCI WorldCom Japan Limited MCI WorldCom Communications Japan Ltd. MCI International (Japan) Co., Ltd. UUNET Japan, Ltd.
Kenya		UUNET Kenya Limited <sup>11</sup>
Korea		MCI WorldCom Korea Limited
Luxembourg		MCI Belgium Luxembourg S.A.
Netherlands	Verizon Global Solutions Netherlands B.V.	MCI Netherlands B.V.
New Zealand		WorldCom New Zealand Limited
Norway		MCI WorldCom AS (Norway) UUNET Norway AS
Panama		MCI International Panama, S.A. UUNET International Panama S.A.
Peru		MCI WorldCom Peru SRL
Poland		UUNET Polska S.P. Z.o.o
Portugal		UUNET Portugal, Sociedade Unipessoal, Lda
Russia		MCI (CIS) LLC
Singapore	Verizon Global Solutions Singapore Pte. Ltd.	MCI WorldCom Asia Pte. Limited UUNET Singapore Pte Ltd
South Africa		UUNET South Africa (Pty) Ltd
Spain	Verizon Global Solutions Spain S.r.l.	MCI WorldCom (Spain), S.A. Sociedad Espanola de Servicios de Internet UUNET S.I. (Spain)

<sup>11</sup> MCI holds a 60% ownership interest in UUNET Kenya Limited.

<u>Country</u>	<u>Foreign Carrier(s) Controlled by Verizon</u>	<u>Foreign Carrier(s) Controlled by MCI</u>
Sweden		WorldCom Aktiebolag UUNET Sweden AB
Switzerland	Verizon Global Solutions Switzerland GmbH	MCI WorldCom A.G. <sup>12</sup> UUNET Schweiz GmbH
Taiwan, ROC		MCI WorldCom Taiwan Co. Ltd.
United Kingdom	Verizon Global Solutions U.K. Ltd	MCI WorldCom Limited
Venezuela		MCI de Venezuela, S.A.
Zambia		UUNET Zambia Limited <sup>13</sup>

Section 63.18(k) – WTO Membership

All of the countries listed in the response to Section 63.18(j) are WTO Member countries, except Taiwan and Russia.<sup>14</sup> MCI’s affiliates in Taiwan and Russia neither control bottleneck facilities nor have a fifty percent or greater market share in the Taiwanese and Russian international transport or local access markets, and therefore lack market power in Taiwan and Russia, respectively.

Section 63.18(o) – Anti-Drug Abuse Certification

Verizon certifies pursuant to sections 1.2001 through 1.2003 of the Commission’s Rules that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

<sup>12</sup> MCI holds a 97% ownership interest in MCI WorldCom A.G.

<sup>13</sup> MCI holds a 60% ownership interest in UUNET Zambia Limited.

<sup>14</sup> See List of WTO Member Countries at <[http://www.wto.int/english/thewto\\_e/whatis\\_e/tif\\_e/org6\\_e.htm](http://www.wto.int/english/thewto_e/whatis_e/tif_e/org6_e.htm)>. The U.S. Department of State has concluded that the 1994 Marrakesh Agreement Establishing the World Trade Organization applies to Gibraltar. See *Application of GTE CORPORATION, Transferor, and BELL ATLANTIC CORPORATION, Transferee; For Consent to Transfer Control of Domestic and International Sections 214 and 310 Authorizations and Application to Transfer Control of a Submarine Cable Landing License*, Memorandum, Opinion and Order, 15 FCC Rcd 14032, 14218-219 (2000) (“*Merger Order*”).

**(9) Routine Conditions Specified in Section 1.767(g) of the Commission's Rules, 47 C.F.R. § 1.767(g).**

Verizon certifies that it accepts and will abide by the routine conditions specified in Section 1.767(g) of the Commission's Rules, 47 C.F.R. § 1.767(g).

**(10) Not Applicable.**

**(11) Information Required of Transfer of Control Applicants.**

A listing of the cable landing licenses held by MCI Communications Corporation and the original file numbers of these licenses is attached hereto as Attachment A.

As part of the proposed transaction, MCI is transferring to Verizon its voting interests in the cable systems set forth in Attachment B.

**IV. CONCLUSION**

For the reasons presented herein, Applicants submit that the public interest, convenience and necessity would be served by a grant of this application for transfer of control of the referenced cable landing licenses, and respectfully request that this application be granted.

Respectfully submitted,

Verizon Communications Inc.

MCI, Inc.

/s/ Michael E. Glover

/s/ Richard S. Whitt

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Dated: March 11, 2005

**ATTACHMENT A**

**Submarine Cable Landing Licenses Held by MCI Communications Corporation**

<b><u>Cable System</u></b>	<b><u>Licensed Entities</u></b>	<b><u>FCC ID Number</u></b>
TAINO-CARIB	MCI Communications Corporation +	SCL 92-002
TPC-5	MCI Communications Corporation +	SCL 92-005
Columbus II	MCI Communications Corporation +	SCL 93-001
Americas I	MCI Communications Corporation +	SCL 93-002
TAT-12/TAT-13	MCI Communications Corporation +	SCL 93-004
COLUMBUS III	MCI Communications Corporation +	SCL-LIC-19980527-00007

<sup>+</sup> License previously held by IDB WorldCom Services, Inc.

**The following cables have been retired:**

PacRim West (retired 12/31/04)	MCI Communications Corporation	SCL 90-005
TAT-9 (retired 12/31/03)	MCI Communications Corporation	SCL 88-004
HAW-4/TPC-3 (retired 9/30/03)	MCI Communications Corporation	SCL 85-003
HAW-5 (retired 7/1/04)	MCI Communications Corporation +	SCL 90-004
TCS-1 (retired 2003)	MCI Communications Corporation +	SCL 87-071
TPC-4 (retired 7/1/04)	MCI Communications Corporation +	SCL 89-004

## ATTACHMENT B

### MCI Ownership Interests in Cable Systems Being Transferred to Verizon

<u>Cable System</u>	<u>Voting Rights</u>	<u>Segment</u>	<u>Capacity Whole STM-1 Equivalent</u>
TAINO-CARIB	14.164%	St. Thomas-Isla Verde, PR	1.03
		St. Thomas-Miramar, PR	8.34
		St. Thomas-Tortola	5.83
TPC-5	14.865%	US-Japan	11.00
		US-Guam	1.58
		US-Hawaii	3.06
		Hawaii-Guam	1.59
		Hawaii-Japan	1.86
		Guam-Japan	1.21
Columbus II	8.306%	Florida-Mexico	0.65
		Florida-St. Thomas <sup>15</sup>	2.33
		St. Thomas-Portugal	0.02
		St. Thomas-Spain	0.35
		St. Thomas-Italy	0.29
Americas I	10.678%	Florida-St. Thomas <sup>15</sup>	2.33
		St. Thomas-Trinidad	0.74
		St. Thomas-Brazil	0.68
		Trinidad-Venezuela	0.36
TAT-12/TAT-13	23.645%	US-UK	35.21
		US-France	9.82
Columbus III	18.252%	US-Portugal	2.01
		US-Spain	7.86
		US-Italy	12.68

<sup>15</sup> Florida-St. Thomas Segment is shared between Americas I and Columbus II and split 50/50.

## CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing document was served this date upon the following:

Marlene Dortch  
Secretary  
Federal Communications Commission  
445 12 St., S.W.  
Washington, DC 20554  
(via the FCC's International Bureau Filing System)

David Krech  
International Bureau  
Federal Communications Commission  
445 12 St., S.W.  
Washington, DC 20554  
(via electronic mail to David.Krech@fcc.gov)

Susan O'Connell  
International Bureau  
Federal Communications Commission  
445 12 St., S.W.  
Washington, DC 20554  
(via electronic mail to Susan.O'Connell@fcc.gov)

Ambassador David Gross  
U.S. Coordinator  
EB/CIP  
U.S. Department of State  
2201 C Street, N.W.  
Washington, D.C. 20520-5818  
(via first class U.S. mail, postage prepaid)

Office of Chief Counsel/NTIA  
U.S. Department of Commerce  
14<sup>th</sup> St. and Constitution Ave., N.W.  
Washington, D.C. 20230  
(via first class U.S. mail, postage prepaid)

Defense Information Systems Agency  
Code RGC  
701 S. Courthouse Road  
Arlington, VA 22204  
(via first class U.S. mail, postage prepaid)

/s/ Ruth E. Holder

Ruth E. Holder

Dated: March 11, 2005

CABLE LANDING LICENSE APPLICATION  
FOR OFFICIAL USE ONLY

APPLICANT INFORMATION

**Enter a description of this application to identify it on the main menu:**

Application to transfer control of MCI Communications Corporations' submarine cable landing licenses from MCI to Verizon.

1. Applicant

<b>Name:</b>	MCI Communications Corporation	<b>Phone Number:</b>	202-736-6148
<b>DBA Name:</b>		<b>Fax Number:</b>	202-736-6359
<b>Street:</b>	1133 19th Street NW	<b>E-Mail:</b>	Dennis.Guard@mci.com
<b>City:</b>	Washington	<b>State:</b>	DC
<b>Country:</b>	USA	<b>Zipcode:</b>	20036 -
<b>Attention:</b>	Mr Dennis W Guard Jr		

2. Contact

<b>Name:</b>	Gil M. Strobel	<b>Phone Number:</b>	202-777-7700
<b>Company:</b>	Lawler, Metzger, Milkman & Keeney, LLC	<b>Fax Number:</b>	202-777-7763
<b>Street:</b>	2001 K Street NW, Suite 802	<b>E-Mail:</b>	gstrobel@lmmk.com
<b>City:</b>	Washington	<b>State:</b>	DC
<b>Country:</b>	USA	<b>Zipcode:</b>	20006 -
<b>Contact Title:</b>	Attorney	<b>Relationship:</b>	Legal Counsel

3. Place of Incorporation of Applicant Delaware

4. Other Company(ies) and Place(s) of Incorporation

5. Destination Country(ies)

6. Caption (description of authority requested, e.g., Application for a License to Land and Operate a Fiber Optic Submarine Cable System between the United States, Country A and Country B.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application for Transfer of Control of submarine cable landing licenses of MCI Communications Corporation from MCI, Inc. to Verizon Communications Inc.

7. Is a fee submitted with this application?  
 If Yes, complete and attach FCC Form 159. **If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).**  
 Governmental Entity  Noncommercial educational licensee  
 Other (please explain):

8. Will the cable system be operated on a common carrier basis?  Yes  No  
 If yes, provide the File Number of the associated Section 214 application for the construction and operation of new facilities.

9. In Attachment 1, provide the information and certifications required by 47 C.F.R. Section 1.767(a).

**CERTIFICATIONS**

10. By checking Yes, the undersigned certifies that neither applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. See 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.  Yes  No

<b>11. Typed Name of Person Signing</b> Richard S. Whitt	<b>12. Title of Person Signing</b> Vice President of Federal Law and Policy
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WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT  
 (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION  
 (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

13. 1: Narrative	2:	3:
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