Approved by OMB
3060−0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC 214 MAIN FORM FOR OFFICIAL USE ONLY	FCC Use Only

APPLICANT INFORMATION

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

Application for transfer of control of MCI WorldCom Communications, Inc.'s international section 214 authorizations from MCI to Verizon.

1. Legal Name of Applicant

Name:	MCI WorldCom Communications, Inc.	**Phone Number:**	202−736−6148
DBA Name:		**Fax Number:**	202−736−6359
Street:	1133 19th Street NW	**E−Mail:**	Dennis.Guard@mci.com
City:	Washington	**State:**	DC
Country:	USA	**Zipcode:**	20036 −
Attention:	Mr Dennis W Guard Jr		

2. Name of Contact Representative

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

CLASSIFICATION OF FILING

3.Choose the button next to the classification that best describes this filing. Choose only one.

○ a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

◉ b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

○ c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

○ d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you selecct c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.
Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC−ASG" or "ITC−T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC−ASG" or "ITC−T/C" File Nos. should be listed only in Attachment 1 in response to Question 10.

File Number: ITC2141993010100002	**File Number:**	**File Number:**	**File Number:**	**File Number:**	**File Number:**	**File Number:**	**File Number:**

5. Name of Section 214 Authorization Holder

Name:	MCI WorldCom Communications, Inc.	**Phone Number:**	202−736−6148
DBA Name:	MCI	**Fax Number:**	202−736−6359
Street:	1133 19th Street NW	**E−Mail:**	Dennis.Guard@mci.com
City:	Washington	**State:**	DC
Country:	USA	**Zipcode:**	20036 −
Attention:	Dennis W. Guard, Jr.		

6. Name of Assignor / Transferor

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

7. Name of Assignee / Transferee

Name:	Verizon Communications Inc.	**Phone Number:**	202−515−2537
DBA Name:		**Fax Number:**	202−336−7922
Street:	1300 I St., NW Ste. 400	**E−Mail:**	scarmel@verizon.com
City:	Washington	**State:**	DC
Country:	USA	**Zipcode:**	20005 −
Attention:	Suzanne Carmel		

8a. 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 ○ Notification of Pro Forma (No fee required.)

○ Other(please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT − Section 214 Authority

9. Description (Summarize the nature of the application.)

(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 international section 214
authorizations held by MCI WorldCom Communications, Inc. from MCI,
Inc. to Verizon Communications Inc.
```

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

○ Yes ◉ No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

◉ Yes ○ No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC−ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14−20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 22 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively.

◉ Yes ○ No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response, "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true? (1) The Section 214 holder is a foreign carrier in that country; or (2) The Section 214 holder controls a foreign carrier in that country; or (3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country. (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States. If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."	◉ Yes ○ No
16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non−dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules. If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non−dominant classification under Section 63.10 of the rules on each U.S.−destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non−dominant classification. Label your response, "Answer to Question 16."	◉ Yes ○ No

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non−dominant classification under Section 63.10 of the rules on each U.S.−destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

◉ Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

Gibraltar, Dominican Republic and Venezuela.

○ No, Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non−dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.−destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.
If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non−dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

◉ Yes, I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future.	◉ Yes ○ No
22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).)	◉ Yes ○ No
23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party.	○ Yes ○ No ◉ Not a Pro Forma

24. The undersigned certify that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	◉ Yes ○ No
25. The assignee/transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti−Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.	◉ Yes ○ No

CERTIFICATION

26. Printed Name of Assignor / Transferor MCI, Inc.	29. Printed Name of Assignee / Transferee Verizon Communications Inc.
27. Title (Office Held by Person Signing) Vice President of Federal Law and Policy	30. Title (Office Held by Person Signing) Senior Vice President and Deputy Counsel
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Richard S. Whitt	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Michael E. Glover

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).

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 2 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD−PERM, Paperwork Reduction Project (3060−0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to Judith−B.Herman@fcc.gov. PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.

Remember − You are not required to respond to a collection of information sponsored by the Federal government, and the government may not conduct or sponsor this collection, unless it displays a currently valid OMB control number or if we fail to provide you with this notice. This collection has been assigned an OMB control number of 3060−0686.

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.

ATTACHMENT 1 TO FCC ELECTRONIC FORM
FOR TRANSFER OF CONTROL
OF INTERNATIONAL SECTION 214 AUTHORIZATIONS

Answer to Question 10 – Section 63.18(c)-(d):

Transferor Information:

Contact Information:

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

International Section 214 Authorizations:

MCI, Inc. and various of its subsidiaries (the "MCI 214 Licensees") hold international Section 214 authority to provide facilities based and resale telecommunications services under Section 63.18 of the Commission's rules. A list of FCC file numbers for the authorizations that are the subject of this application is attached as Attachment 2.

Transferee Information:

Contact Information:

Michael E. Glover, Senior Vice President and Deputy General Counsel
Suzanne Carmel
VERIZON
1300 I St., NW, Ste. 400
Washington, DC 20005
Tel: 202-515-2537

Fax: 202-336-7922
Email: scarmel@verizon.com

with a copy to:

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

International Section 214 Authorizations:

Verizon Communications Inc. ("Verizon") does not itself hold any Section 214 authorizations. Various wholly-owned subsidiaries of Verizon (the "Verizon 214 Licensees") hold international Section 214 authority to provide facilities based and/or resale telecommunications services under Section 63.18 of the Commission's rules.[1] Exhibit 1 to this application lists the international Section 214 authorizations held by the Verizon 214 Licensees.

Answer to Question 11 – Section 63.18(h):

Verizon, the transferee, is a publicly traded company. No person or entity currently holds a ten percent or greater ownership interest in the transferee, and no person or entity will hold a ten percent or greater interest in the transferee after the consummation of the proposed transaction.

---

[1] 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) (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., TransfereeApplications 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: Compañia Anónima Nacional de Teléfonos de Venezuela, C. por A., PRT Larga Distancia, Inc., and Cellco Partnership d/b/a Verizon Wireless.

Answer to Question 12 – Section 63.18(h):

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

Exhibit 2 is a chart that summarizes the pertinent information required by Sections 63.11(e)-(f) of the Commission's Rules for each of Verizon's foreign carrier affiliates, including the country(ies) in which the foreign carrier is authorized to operate.

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"), are part of interlocking directorates as defined by Section 63.09(g) of the Commission's Rules.

(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 Vice President – Diversified Operations and International Services of Verizon Dominicana and a director and Vice President – International of CIC;

(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 of Verizon Dominicana, CANTV, CIC, and Verizon Airfone, 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

---

[2] Verizon Dominicana was formerly known as CODETEL, C. POR A.

[3] 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.

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 Vice President – Marketing and Product Management of Verizon Dominicana, and a director of CIC;

(7) Hector B. Houssay is Vice President – Finance of Verizon Dominicana and a director of CIC;

(8) John J. Lack is a director of CANTV, Verizon Dominicana, and CIC, and is Vice President of Verizon Pacifica;

(9) Londa C. Perrett is Assistant Secretary of Verizon Dominicana, GS-Japan, VLD, CIC, Verizon Pacifica, VES, VHI, and VSSI;

(10) Daniel C. Petri is a director of CANTV, a director and Chairman of the Board of Verizon Dominicana, and a director and President of Verizon Pacifica;

(11) John D. Pricken is a director of GS-UK, GTEFE, GS-Japan, GS-Spain, GS-Singapore, and VHI, as well as Managing Director of GS-Germany, and Chairman and President of GS-Japan and VHI.

Answer to Question 13 – Narrative of Transfer of Control and Public Interest Statement:

The instant application requests authority to transfer control of the international Section 214 authorizations described herein and held by MCI and/or its subsidiaries from MCI to Verizon. 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.

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.[4]

Answer to Question 14 – Section 63.18(i):

Affiliations through MCI:

The MCI 214 Licensees are currently 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.

The MCI 214 Licensees are also affiliated with the following MCI subsidiaries, which operate as foreign carriers as defined by Section 63.09(d) of the Commission's Rules.[5] All of these foreign subsidiaries provide basic telecommunications services, and all of these foreign subsidiaries lack market power in their home markets.

Country	Foreign Carrier
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[6]
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

4 *See, e.g.,* 47 C.F.R. §§ 1.923(b), 1.10009(c)(2), 25.130(c) (2003).

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

6 MCI holds an 80% ownership interest in UUNET Botswana.

Country	Foreign Carrier
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[7]
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.[8] UUNET Schweiz GmbH
Taiwan, ROC	MCI WorldCom Taiwan Co. Ltd.

7 MCI holds a 60% ownership interest in UUNET Kenya Limited.

8 MCI holds a 97% ownership interest in MCI WorldCom A.G.

Country	Foreign Carrier
United Kingdom	MCI WorldCom Limited
Venezuela	MCI de Venezuela, S.A.
Zambia	UUNET Zambia Limited[9]

Affiliations through Verizon:

Pursuant to Section 63.18(i) of the Commission's Rules, 47 C.F.R. § 63.18(i), 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, 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. Exhibit 2 to this application summarizes the pertinent information required by Sections 63.11(e)-(f) of the Commission's Rules for each foreign carrier affiliate of Verizon.

Upon consummation, the MCI 214 Licensees will become affiliated with each of these foreign carriers, by virtue of their relationship with Verizon:

(a) Verizon Dominicana: Verizon indirectly owns 100 percent of Verizon Dominicana, which provides domestic and international telecommunications services in the Dominican Republic.

(b) CANTV: Verizon indirectly owns a non-controlling 28.5 percent interest in CANTV, which provides domestic and international telecommunications services 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

[9] MCI holds a 60% ownership interest in UUNET Zambia Limited.

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.

Answer to Question 15 – Section 63.18(j):

Pursuant to Section 63.18(j) of the Commission's rules, 47 C.F.R. § 63.18(j), Verizon certifies that it is not a foreign carrier but that it holds controlling interests in certain foreign carriers in destination countries, as described above in the answer to Question 14. Verizon will also continue to provide service in foreign markets via the foreign carriers affiliated with MCI and its subsidiaries listed in the response to Question 14. Therefore, following consummation of the transaction, the MCI 214 Licensees will be authorized to provide service to the following destination countries where Verizon and/or MCI control a foreign carrier:

Country	Foreign Carrier(s) Controlled by Verizon	Foreign Carrier(s) Controlled by MCI
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[10]
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

[10] MCI holds an 80% ownership interest in UUNET Botswana.

Country	Foreign Carrier(s) Controlled by Verizon	Foreign Carrier(s) Controlled by MCI
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.
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[11]
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

[11] MCI holds a 60% ownership interest in UUNET Kenya Limited.

Country	Foreign Carrier(s) Controlled by Verizon	Foreign Carrier(s) Controlled by MCI
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.[12] 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[13]

Answer to Question 16 – Section 63.10:

Upon consummation, the MCI 214 Licensees will be eligible for non-dominant classification on all U.S.-international routes except U.S.-Gibraltar, U.S.-Dominican Republic, and U.S.-Venezuela. All of the foreign carrier affiliates listed in the response to Question 14, with the exception of Verizon's affiliates in Gibraltar, the Dominican Republic, and Venezuela, lack 50 percent market share in the international transport and the local access markets in the destination markets where they provide service, and are therefore entitled to a presumption of non-dominance pursuant to Section 63.10(a)(3) of the Commission's rules, 47 C.F.R. § 63.10(a)(3). The Commission has previously found that these foreign carrier affiliates lack market power in their respective markets.[14]

Verizon and MCI have overlapping foreign carrier affiliations in Belgium, France, Germany, Hong Kong, Ireland, Italy, Japan, the Netherlands, Singapore, Spain, Switzerland, the United Kingdom, and Venezuela. The parties certify that in each of these destination markets, except for Venezuela, the foreign carrier affiliates of Verizon and MCI collectively lack 50 percent market share in the international transport and the local access markets. Thus, except in Venezuela, these overlapping affiliates continue to be entitled to a presumption of non-dominance.

---

12 MCI holds a 97% ownership interest in MCI WorldCom A.G.

13 MCI holds a 60% ownership interest in UUNET Zambia Limited.

14 *See* Foreign Carrier Affiliation Notification, Public Notice, Rep. No. FCN-00069, DA No. 02-2471 (rel. Oct. 1, 2002), File Nos. FCN-NEW-20020905-00035–FCN-NEW-20020905-00047; *WorldCom, Inc. and MCI, Inc.WorldCom, Inc. and its Subsidiaries (debtors-in-possession), Transferor, and MCI, Inc., Transferee, Applications for Consent to Transfer and/or Assign Section 214 Authorizations, Section 310 Licenses, and Submarine Cable Landing Licenses*, Memorandum Opinion and Order, 18 FCC Rcd 26484 (2003).

Through Verizon, the MCI 214 Licensees will be affiliated with foreign carriers in Venezuela (CANTV),[15] the Dominican Republic (Verizon Dominicana), and Gibraltar (Gibtelecom) that have not yet been declared non-dominant. The parties note that the MCI 214 Licensees will not be subject to dominant carrier obligations on the U.S.-Gibraltar, U.S.-Dominican Republic, and U.S.-Venezuela routes to the extent that they serve those routes by reselling the international switched services of unaffiliated U.S. facilities-based carriers. The MCI 214 Licensees will comply with the dominant carrier regulations on these routes to the extent they serve these routes by reselling the international switched services of affiliated U.S. facilities-based carriers.

Answer to Question 18 – Section 63.18(k):

The destination countries listed in the Answer to Question 15 are World Trade Organization member countries, except Taiwan and Russia.[16] 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.

---

[15] MCI de Venezuela, S.A., an affiliate of MCI, is entitled to a presumption of non-dominance because it has less than a 50 percent market share in the local access and transport markets in Venezuela. Consequently, MCI de Venezuela, S.A., does not appear on the Commission's updated "List of Foreign Telecommunications Carriers that are Presumed to Possess Market Power in Foreign Telecommunications Markets." *See* <http://hraunfoss.fcc.gov/edocs_public/attachmatch/DA-04-1584A1.pdf>. The MCI 214 Licensees, however, will comply with the Commission's dominant carrier regulations for the U.S.-Venezuela route due to their affiliation with CANTV, to the extent that they provide international facilities-based service or resell the international switched services of an affiliate.

[16] *See* List of WTO Member Countries at <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*").

EXHIBIT 1
SECTION 214 AUTHORIZATIONS OF THE VERIZON 214 LICENSEES

Entity Holding Authorization	State of Incorporation	Address	Verizon's Ownership Interest	Section 214 File Number	Type of Service Authorized
Bell Atlantic Communications, Inc. d/b/a Verizon Long Distance	Delaware	1320 N. Courthouse Road, 9th Floor Arlington, VA 22201	100 %	ITC-214-19960312-00107 ITC-214-19960812-00377 ITC-214-19971223-00813 ITC-214-20001121-00680 ITC-214-20010518-00309 ITC-214-20010713-00380 ITC-214-20011213-00630 ITC-214-20020117-00045 ITC-214-20020213-00082 ITC-214-20020402-00170 ITC-214-20020422-00209 ITC-214-20020705-00327 ITC-214-20020912-00464	ITC-214-19960312-00107: Individual switched resale services. ITC-214-19960812-00377: Limited global facilities based services. ITC-214-19971223-00813: Global or limited global facilities based and resale services. ITC-214-20001121-00680: Global or limited global facilities-based and resale services. ITC-214-20010518-00309: Global or limited global facilities-based and resale services ITC-214-20010713-00380: Global or limited global facilities-based and resale services.

Entity Holding Authorization	State of Incorporation	Address	Verizon's Ownership Interest	Section 214 File Number	Type of Service Authorized
					ITC-214-20011213-00630: Global or limited global facilities based and resale services. ITC-214-20020117-00045: Global or limited global facilities based and resale services. ITC-214-20020213-00082: Global or limited global facilities based and resale services. ITC-214-20020402-00170: Global or limited global facilities based and resale services. ITC-214-20020422-00209: Global or limited global facilities based and resale services. ITC-214-20020705-00327. Global or limited global facilities based and resale services. ITC-214-20020912-00464.

Entity Holding Authorization	State of Incorporation	Address	Verizon's Ownership Interest	Section 214 File Number	Type of Service Authorized
					Global or limited global facilities based and resale services.
NYNEX Long Distance Company d/b/a Verizon Enterprise Solutions	Delaware	1166 Avenue of the Americas, 7th Floor New York, NY 10036	100 %	ITC-214-19960911-00438 ITC-214-19960223-00085 ITC-214-19971223-00811 ITC-214-20001121-00681 ITC-214-20010518-00308 ITC-214-20010713-00379 ITC-214-20011213-00632 ITC-214-20020117-00044 ITC-214-20020213-00081 ITC-214-20020402-00168 ITC-214-20020422-00211 ITC-214-20020705-00326 ITC-214-20020912-00465	ITC-214-19960223-00085: Individual switched resale services. ITC-214-19960911-00438: Limited global facilities-based services. ITC-214-19971223-00811: Global or limited global facilities based and resale services. ITC-214-20001121-00681: Global or limited global facilities-based and resale services. ITC-214-20010518-00308: Global or limited global facilities-based and resale services. ITC-214-20010713-00379: Global or limited global facilities-based and resale services.

Entity Holding Authorization	State of Incorporation	Address	Verizon's Ownership Interest	Section 214 File Number	Type of Service Authorized
					ITC-214-20011213-00632: Global or limited global facilities-based and resale services. ITC-214-20020117-00044: Global or limited global facilities-based and resale services. ITC-214-20020213-00081: Global or limited global facilities-based and resale services. ITC-214-20020402-00168: Global or limited global facilities-based and resale services. ITC-214-20020422-00211: Global or limited global facilities-based and resale services. ITC-214-20020705-00326. Global or limited global facilities-based and resale services.

Entity Holding Authorization	State of Incorporation	Address	Verizon's Ownership Interest	Section 214 File Number	Type of Service Authorized
					ITC-214-20020912-00465. Global or limited global facilities-based and resale services.
Verizon Global Solutions Inc.[1]	Delaware	110 Allen Road Suite 300 Liberty Corner, NJ 07938	100 %	ITC-214-20000720-00450 ITC-214-20001121-00682 ITC-214-20010518-00310 ITC-214-20010713-00378 ITC-214-20011213-00633 ITC-214-20020117-00047 ITC-214-20020213-00084 ITC-214-20020402-00167 ITC-214-20020422-00208 ITC-214-20020705-00324 ITC-214-20020912-00466	ITC-214-20000720-00450: Global or limited global facilities based and resale services. ITC-214-20001121-00682: Global or limited global facilities-based and resale services. ITC-214-20010518-00310: Global or limited global facilities-based and resale services. ITC-214-20010713-00378: Global or limited global facilities-based and resale services. ITC-214-20011213-00633:

[1] Verizon Select Services Inc. (*see* p. 7 below) 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.

Entity Holding Authorization	State of Incorporation	Address	Verizon's Ownership Interest	Section 214 File Number	Type of Service Authorized
					Global or limited global facilities-based and resale services. ITC-214-20020117-00047: Global or limited global facilities-based and resale services. ITC-214-20020213-00084: Global or limited global facilities-based and resale services. ITC-214-20020402-00167: Global or limited global facilities-based and resale services. ITC-214-20020422-00208: Global or limited global facilities-based and resale services. ITC-214-20020705-00324. Global or limited global facilities-based and resale services. ITC-214-20020912-00466. Global or limited global

Entity Holding Authorization	State of Incorporation	Address	Verizon's Ownership Interest	Section 214 File Number	Type of Service Authorized
					facilities-based and resale services.
Verizon Hawaii International Inc.	Delaware	1177 Bishop Street Honolulu, HI 96813	100 %	ITC-214-19961203-00610 *(old file # - ITC-96-645)* ITC-97-078 ITC-84-072 ITC-85-219 ITC-88-094 ITC-90-072 ITC-90-081 ITC-91-135 ITC-92-106 ITC-92-179 ITC-93-029 ITC-93-030 ITC-93-062 ITC-95-580	ITC-214-19961203-00610: Global facilities based services and limited global resale services excluding Venezuela and the Dominican Republic. ITC-97-078 added services to Venezuela and the Dominican Republic.
GTE Pacifica Incorporated d/b/a Verizon Pacifica[2]	Commonwealth of the Northern Mariana Islands	PO Box 306 Saipan, MP 96950	100 %	ITC-97-778-AL ITC-97-779-AL ITC-92-140	Limited global facilities-based/limited global resale services.
Verizon Select Services Inc.	Delaware	6665 N MacArthur Blvd. Irving, TX 75039	100 %	ITC-214-19991104-00684 ITC-214-20001121-00683 ITC-214-20010518-00311	ITC-214-19991104-00684: Global or limited global facilities based and resale

[2] The FCC has approved the transfer of these authorizations to Pacific Telecom, Inc. This transaction is expected to close in the first half of 2005.

Entity Holding Authorization	State of Incorporation	Address	Verizon's Ownership Interest	Section 214 File Number	Type of Service Authorized
				ITC-214-20010713-00381 ITC-214-20011213-00631 ITC-214-20020117-00046 ITC-214-20020213-00083 ITC-214-20020402-00169 ITC-214-20020422-00210 ITC-214-20020705-00325 ITC-214-20020912-00467	services. ITC-214-20001121-00683: Global or limited global facilities-based and resale services. ITC-214-20010518-00311: Global or limited global facilities-based and resale services. ITC-214-20010713-00381: Global or limited global facilities-based and resale services. ITC-214-20011213-00631: Global or limited global facilities-based and resale services. ITC-214-20020117-00046: Global or limited global facilities-based and resale services. ITC-214-20020213-00083: Global or limited global facilities-based and resale

Entity Holding Authorization	State of Incorporation	Address	Verizon's Ownership Interest	Section 214 File Number	Type of Service Authorized
					services. ITC-214-20020402-00169: Global or limited global facilities-based and resale services. ITC-214-20020422-00210: Global or limited global facilities-based and resale services. ITC-214-20020705-00325. Global or limited global facilities-based and resale services. ITC-214-20020912-00467. Global or limited global facilities-based and resale services.
GTE Wireless Incorporated	Delaware	One Verizon Place Alpharetta, GA 30004	100 %	ITC-95-561	Resale of switched service.
Verizon Airfone Inc.	Delaware	2809 Butterfield Rd Oak Brook, IL 60522	100 %	ITC-91-216 ITC-91-238	Resale of switched service.

Entity Holding Authorization	State of Incorporation	Address	Verizon's Ownership Interest	Section 214 File Number	Type of Service Authorized
GTE Railfone LLC	Delaware	180 Washington Valley Road Bedminster, NJ 07921	55 %	ITC-92-245	Resale of switched service.
Codetel International Communications Incorporated	Delaware	700 Plaza Drive Second Floor Secaucus, NJ 07094	100 %	ITC-214-19990303-00103 ITC-214-19991220-00781 ITC-214-20020705-00345 ITC-214-20020912-00482 ITC-214-20030312-00130	ITC-214-19990303-00103 Global or limited global facilities based and resale services. ITC-214-19991220-00781 Additional global facilities based authority to serve Cuba. ITC-214-20020705-00345. Global or limited global facilities based and resale services. ITC-214-20020912-00482. Global or limited global facilities based and resale services. ITC-214-20030312-00130. International facilities-based service between the United States and Cuba via indirect switched transit through the Dominican Republic.

Entity Holding Authorization	State of Incorporation	Address	Verizon's Ownership Interest	Section 214 File Number	Type of Service Authorized
Verizon New England (d/b/a Verizon Maine)	New York	1 Davis Farm Road 02 Floor Portland, ME 04103	100%	ITC-214-20030516-00243	ITC-214-20030516-00243: Facilities-based international telecommunications services between the U.S. and Canada.

EXHIBIT 2
VERIZON'S FOREIGN CARRIER AFFILIATIONS

Name of the affiliated foreign carrier:	Countries in which carrier is authorized to provide telecommunications services to the public:	WTO Members?	Services Verizon's Section 214 Licensees are authorized to provide[1] to destination	Countries served solely through resale of int'l switched services of unaffiliated U.S. facilities based carriers	Interlocking Directorates	Qualification for non-dominant classification pursuant to Section 63.10. See narrative above for full discussion.
Verizon Dominicana	Dominican Republic	✓	Facilities-based and resale services		Benigno González Daniel C. Petri Hector B. Houssay John J. Lack John N. Doherty Londa C. Perrett Manuel Bonilla	The Verizon 214 Licensees are classified as dominant on the U.S.-Dominican Republic route
CANTV	Venezuela	✓	Facilities-based and resale services		Daniel C. Petri John J. Lack John N. Doherty	The Verizon 214 Licensees are classified as dominant on the U.S.-Venezuela route
GTEFE	Japan, Hong Kong	✓	Facilities-based and resale services		John D. Pricken Peter K. Geiger	Not dominant under Section 63.10
GS-Belgium	Belgium	✓	Facilities-based and resale services		None	Not dominant under Section 63.10
GS-France	France	✓	Facilities-based and resale services		None	Not dominant under Section 63.10

[1] Pursuant to the numerous section 214 authorizations that they collectively hold, the Verizon 214 Licensees serve each of the countries in which Verizon is affiliated with a foreign carrier. The FCC file numbers corresponding to these authorizations, and descriptions of these authorizations, are provided in Exhibit 1.

Name of the affiliated foreign carrier:	Countries in which carrier is authorized to provide telecommunications services to the public:	WTO Members?	Services Verizon's Section 214 Licensees are authorized to provide[1] to destination	Countries served solely through resale of int'l switched services of unaffiliated U.S. facilities based carriers	Interlocking Directorates	Qualification for non-dominant classification pursuant to Section 63.10. See narrative above for full discussion.
GS-Germany	Germany	✓	Facilities-based and resale services		John D. Pricken Peter K. Geiger	Not dominant under Section 63.10
GS-Ireland	Ireland	✓	Facilities-based and resale services		Patricia de Barros-Kari Peter K. Geiger	Not dominant under Section 63.10
GS-Italy	Italy	✓	Facilities-based and resale services		Peter K. Geiger	Not dominant under Section 63.10
GS-Japan	Japan	✓	Facilities-based and resale services		Janet M. Garrity John D. Pricken Londa C. Perrett Patricia de Barros-Kari Peter K. Geiger	Not dominant under Section 63.10
GS-Netherlands	Netherlands	✓	Facilities-based and resale services		Peter K. Geiger	Not dominant under Section 63.10
GS-Singapore	Singapore	✓	Facilities-based and resale services		John D. Pricken Peter K. Geiger	Not dominant under Section 63.10
GS-Spain	Spain	✓	Facilities-based and resale services		John D. Pricken Peter K. Geiger	Not dominant under Section 63.10
GS-Switzerland	Switzerland	✓	Facilities-based and resale services		None	Not dominant under Section 63.10

Name of the affiliated foreign carrier:	Countries in which carrier is authorized to provide telecommunications services to the public:	WTO Members?	Services Verizon's Section 214 Licensees are authorized to provide[1] to destination	Countries served solely through resale of int'l switched services of unaffiliated U.S. facilities based carriers	Interlocking Directorates	Qualification for non-dominant classification pursuant to Section 63.10. See narrative above for full discussion.
GS-UK	United Kingdom	✓	Facilities-based and resale services		John D. Pricken Patricia de Barros-Kari Peter K. Geiger	Not dominant under Section 63.10
Gibtelecom	Gibraltar	✓ Gibraltar is treated as a WTO member.	Facilities-based and resale services		None	The Verizon 214 Licensees are classified as dominant on the U.S.-Gibraltar route

Attachment 2

International Section 214 Authorizations of MCI WorldCom Communications, Inc. *

Authorization Type or Service Provided	FCC ID Numbers	Date Granted
General Section 214 Authorizations		
International Switched Resale	ITC-93-065	
International Private Line Resale	ITC-93-154	
Other	ITC-214-19930101-00002	
Transfer of Control from MFS Intelenet	ITC-T/C-19970904-00531	9/23/97
Pro Forma Assignment from MFS Intelenet	ITC-ASG-19970904-00532	9/23/97

* name changed from WORLDCOM TECHNOLOGIES, INC. (5/7/99)