

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

|  |   |  |   |
|--|---|--|---|
| 1) Disclosable Interest Holder's First Name (if individual):   | MI:   | Last Name:                                     | Suffix:                                       |
| 2) Disclosable Interest Holder's Name (if entity):<br>Vodafone Investments Luxembourg S.a.r.l.   |   | 3) FCC Registration Number(FRN):<br>0017164047 |   |
| 4) Disclosable Interest Holder's Address:<br>8-10 Rue Mathias Hardt<br>Luxembourg, Luxembourg L1717  |   |  |   |
| 5) Type of Interest in Filer ( )<br>(refer to Instructions for a list of codes):<br>Indirect Ownership Interest in Filer                           | 6) Disclosable Interest Holder is a (n): ( )<br>(refer to instructions for list of codes):<br>Other<br>Société à Responsabilité Limitée |  | 7) Percent of Interest Held in Filer:<br>4.28 |
| 8) Disclosable Interest Holder's Type of Ownership ( )<br>(refer to instructions for a list of codes):<br>General Partnership Shares: Non-Managing | 9) Disclosable Interest Holder's Country of<br>Citizenship or Jurisdiction of Formation:<br>Luxembourg                                  |  |   |

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

| 10a) Name and address of all<br>FCC-Regulated Businesses owned by<br>the Disclosable Interest Holder listed in<br>Item 1 or 2 (use additional sheets, if<br>necessary) | 10b) Principle Business | 10c) FCC Registration Number<br>(FRN) | 10d) Percent of Interest Held |
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| 10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary) | 10b) Principle Business | 10c) FCC Registration Number (FRN) | 10d) Percent of Interest Held |
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| 1) Disclosable Interest Holder's First Name (if individual):   | MI:  | Last Name:                                     | Suffix:  |
| 2) Disclosable Interest Holder's Name (if entity):<br>Vodafone Jersey Dollar Holdings Limited  |  | 3) FCC Registration Number(FRN):<br>0008751737 |  |
| 4) Disclosable Interest Holder's Address:<br>Whiteley Chambers Don Street<br>St. Helier, Jersey, United Kingdom JE49WG                             |  |  |  |
| 5) Type of Interest in Filer ( )<br>(refer to Instructions for a list of codes):<br>Indirect Ownership Interest in Filer                           | 6) Disclosable Interest Holder is a (n): ( )<br>(refer to instructions for list of codes):<br>Other<br>Limited Company |  | 7) Percent of Interest Held in Filer:<br>45.00 |
| 8) Disclosable Interest Holder's Type of Ownership ( )<br>(refer to instructions for a list of codes):<br>General Partnership Shares: Non-Managing | 9) Disclosable Interest Holder's Country of<br>Citizenship or Jurisdiction of Formation:<br>United Kingdom             |  |  |

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

| 10a) Name and address of all<br>FCC-Regulated Businesses owned by<br>the Disclosable Interest Holder listed in<br>Item 1 or 2 (use additional sheets, if<br>necessary) | 10b) Principle Business | 10c) FCC Registration Number<br>(FRN) | 10d) Percent of Interest Held |
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| 2) Disclosable Interest Holder's Name (if entity):<br>Vodafone Luxembourg Star.l   |   | 3) FCC Registration Number(FRN):<br>0007856198 |  |
| 4) Disclosable Interest Holder's Address:<br>8-10 rue Mathias Hardt<br>Luxembourg, Luxembourg L1717  |   |  |  |
| 5) Type of Interest in Filer ( )<br>(refer to Instructions for a list of codes):<br>Indirect Ownership Interest in Filer                           | 6) Disclosable Interest Holder is a.(n): ( )<br>(refer to instructions for list of codes):<br>Other<br>Société à Responsabilité Limitée |  | 7) Percent of Interest Held in Filer:<br>45.00 |
| 8) Disclosable Interest Holder's Type of Ownership ( )<br>(refer to instructions for a list of codes):<br>General Partnership Shares: Non-Managing | 9) Disclosable Interest Holder's Country of<br>Citizenship or Jurisdiction of Formation:<br>Luxembourg                                  |  |  |

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

| 10a) Name and address of all<br>FCC-Regulated Businesses owned by<br>the Disclosable Interest Holder listed in<br>Item 1 or 2 (use additional sheets, if<br>necessary) | 10b) Principle Business | 10c) FCC Registration Number<br>(FRN) | 10d) Percent of Interest Held |
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Reference Copy

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services  
Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

|  |  |  |   |
|--|--|--|---|
| 1) Disclosable Interest Holders First Name (if individual):  | MI:  | Last Name:                                     | Suffix:                                       |
| 2) Disclosable Interest Holders Name (if entity):<br>Vodafone Nominees Limited   |  | 3) FCC Registration Number(FRN):<br>0007854466 |   |
| 4) Disclosable Interest Holder's Address:<br>Vodafone House The Connection<br>Newbury, Berkshire, United Kingdom RG14 2FN                          |  |  |   |
| 5) Type of Interest in Filer ( )<br>(refer to instructions for a list of codes):<br>Indirect Ownership Interest in Filer                           | 6) Disclosable Interest Holder is a (n): ( )<br>(refer to instructions for list of codes):<br>Other<br>Limited Company |  | 7) Percent of Interest Held in Filer:<br>0.01 |
| 8) Disclosable Interest Holder's Type of Ownership ( )<br>(refer to instructions for a list of codes):<br>General Partnership Shares: Non-Managing | 9) Disclosable Interest Holder's Country of<br>Citizenship or Jurisdiction of Formation:<br>United Kingdom             |  |   |

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

| 10a) Name and address of all<br>FCC-Regulated Businesses owned by<br>the Disclosable Interest Holder listed in<br>Item 1 or 2 (use additional sheets, if<br>necessary) | 10b) Principle Business | 10c) FCC Registration Number<br>(FRN) | 10d) Percent of Interest Held |
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| 10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary) | 10b) Principle Business | 10c) FCC Registration Number (FRN) | 10d) Percent of Interest Held |
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| 1) Disclosable Interest Holder's First Name (if individual):   | MI:  | Last Name:                                     | Suffix:  |
| 2) Disclosable Interest Holder's Name (if entity):<br>Vodafone Worldwide Holdings Limited  |  | 3) FCC Registration Number(FRN):<br>0007854003 |  |
| 4) Disclosable Interest Holder's Address:<br>8-10 rue Mathias Hardt<br>Luxembourg, Luxembourg L1717  |  |  |  |
| 5) Type of Interest in Filer ( )<br>(refer to Instructions for a list of codes):<br>Indirect Ownership Interest in Filer                           | 6) Disclosable Interest Holder is a (n): ( )<br>(refer to instructions for list of codes):<br>Other<br>Limited Company |  | 7) Percent of Interest Held in Filer:<br>12.10 |
| 8) Disclosable Interest Holder's Type of Ownership ( )<br>(refer to instructions for a list of codes):<br>General Partnership Shares: Non-Managing | 9) Disclosable Interest Holder's Country of<br>Citizenship or Jurisdiction of Formation:<br>United Kingdom             |  |  |

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

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| 1) Disclosable Interest Holder's First Name (if individual):   | MI:  | Last Name:                                     | Suffix:  |
| 2) Disclosable Interest Holder's Name (if entity):<br>Vodafone Limited   |  | 3) FCC Registration Number(FRN):<br>0007854284 |  |
| 4) Disclosable Interest Holder's Address:<br>Vodafone House The Connection<br>Newbury Berkshire, United Kingdom RG14 2FN                           |  |  |  |
| 5) Type of Interest in Filer ( )<br>(refer to Instructions for a list of codes):<br>Indirect Ownership Interest in Filer                           | 6) Disclosable Interest Holder is a (n): ( )<br>(refer to instructions for list of codes):<br><input checked="" type="checkbox"/> Other<br>Limited Company |  | 7) Percent of Interest Held in Filer:<br>45.00 |
| 8) Disclosable Interest Holder's Type of Ownership ( )<br>(refer to instructions for a list of codes):<br>General Partnership Shares: Non-Managing | 9) Disclosable Interest Holder's Country of<br>Citizenship or Jurisdiction of Formation:<br>United Kingdom   |  |  |

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Reference Copy

Attachment(s):

| Type | Description               | Date Entered |
|------|---------------------------|--------------|
| O    | <u>Proposed Ownership</u> | 200806       |
| I    | <u>Indirect Ownership</u> | 200806       |

# ATTACHMENT

## OWNERSHIP OF CELLCO PARTNERSHIP

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

### I. VERIZON COMMUNICATIONS INC.

Verizon, the indirect and controlling parent of Verizon Wireless, owns 100% each of Verizon Investments Inc. and NYNEX Corporation, and 92.878% of GTE Corporation. Verizon Investments Inc. owns 100% of Bell Atlantic Global Wireless, Inc., which owns 1.189% of GTE Corporation, 100% of Bell Atlantic Mobile Systems, Inc., Bell Atlantic Personal Communications, Inc., and Metro Mobile CTS of Charlotte, Inc. Bell Atlantic Mobile Systems, Inc. and Bell Atlantic Personal Communications Inc. each, in turn, own 73.03% and 26.97%, respectively, of Bell Atlantic Cellular Holdings, L.P. NYNEX Corporation owns 100% of NYNEX PCS Inc. and 5.9333% of GTE Corporation. Bell Atlantic Cellular Holdings, L.P., Bell Atlantic Personal Communications, Inc., NYNEX PCS Inc., and Metro Mobile CTS of Charlotte, Inc. own 48.14%, 1.40%, 49.12%, and 1.35% respectively, of PCSCO Partnership. GTE Corporation owns 100% of GTE Wireless Incorporated. GTE Wireless Incorporated owns 100% of GTE Wireless of Ohio Incorporated. The following indirect subsidiaries of Verizon hold direct ownership interests in Verizon Wireless in the amounts indicated: Bell Atlantic Cellular Holdings, L.P. (10.75%), NYNEX PCS Inc. (7.32%), PCSCO Partnership (6.09%), GTE Wireless Incorporated (30.20%), and GTE Wireless of Ohio Incorporated (0.64%).

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

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

## II. VODAFONE GROUP PLC

Vodafone Group Plc owns 99.99% of Vodafone European Investments and 100% of Vodafone Nominees Limited. Vodafone European Investments owns 100% of Vodafone International Operations Limited, a U.K. corporation. Vodafone International Operations Limited owns 100% of Vodafone International Holdings Limited and Vodafone Worldwide Holdings Limited, both U.K. corporations. Vodafone International Holdings Limited and Vodafone Worldwide Holdings Limited own, respectively, 73.12% and 26.88% of Vodafone Intermediate Enterprises Limited, a U.K. corporation. Vodafone Intermediate Enterprises Limited owns 100% of Vodafone Limited, a U.K. corporation. Vodafone Limited and Vodafone Nominees Limited own 99.99% and one share,<sup>3</sup> respectively, of Vodafone 2. (Unlimited), also a U.K. corporation. Vodafone 2. (Unlimited) owns 100% of Vodafone Holdings Luxembourg Limited, a U.K. corporation, which owns 94.12% of Vodafone Jersey Dollar Holdings Limited, a Jersey (U.K.) Corporation (the other 5.88% being held by Vodafone 2). Vodafone Jersey Dollar Holdings Limited owns 63.46% of Vodafone International 1 S.a.r.l., a Luxembourg corporation (the other 36.54% being held by Vodafone Finance UK Ltd), which owns both 100% of Vodafone Luxembourg S.a.r.l. ("Lux 1"), and 100% of Vodafone Americas 4 Limited. Lux 1 owns 100% of Vodafone 4 BV. Vodafone 2. owns 100% of Vodafone Holdings Luxembourg Limited, which owns 100% of Vodafone Benelux Limited ("Benelux"). Benelux owns 57.92% of Vodafone Consolidated Holdings Limited, which owns 100% of Vodafone Investments Luxembourg S.a.r.l. Vodafone 4 BV, Vodafone Investments Luxembourg S.a.r.l. and Vodafone Americas 4 Limited own 82.38%, 9.52% and 8.099% respectively of Vodafone 4 Limited. ("Lux 4"), a Luxembourg corporation. Lux 4 owns 100% of Vodafone Americas Holdings Inc., a Delaware corporation. Vodafone Americas Holdings Inc. owns 100% of Vodafone Americas Inc., which in turn owns 100% of JV PartnerCo, LLC and Vodafone Holdings LLC. Vodafone Americas Inc. and Vodafone Holdings LLC own and 51.79% and 48.21%, respectively, of PCS Nucleus, L.P. The following indirect subsidiaries of Vodafone hold direct ownership interests in Verizon Wireless in the amounts indicated: JV PartnerCo, LLC (38.74%) and PCS Nucleus, L.P. (6.26%).

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

## FOREIGN OWNERSHIP

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

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

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

**PROPOSED OWNERSHIP**

This proposed ownership filing is made in connection with the proposed transfer of control of Alltel Corporation from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless"). This filing also reflects other proposed transactions involving Verizon Wireless or its subsidiaries that are currently pending before the Commission.