



April 9, 2014

1300 I Street, NW, Suite 400 West  
Washington, DC 20005

Phone 202 515-2533  
Fax 202 336-7858  
kathleen.m.grillo@verizon.com

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

**Re: Request to Remove Condition in:  
Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings  
LLC for Consent to Transfer of Control of Licenses, WT Docket No. 08-93**

Dear Ms. Dortch:

Cellco Partnership d/b/a Verizon Wireless (“Verizon Wireless”) respectfully requests that the Commission remove as moot the condition imposed in the referenced proceeding requiring Verizon Wireless’s voting rights in three wireless licensee partnerships to be held in trust. The Commission imposed this condition to insulate the 45 percent minority ownership interest which Vodafone Group, Plc (“Vodafone”) held in Verizon Wireless from attribution under its policies applying Section 310(b)(3) of the Communications Act. Given Verizon’s recent acquisition of Vodafone’s entire interest in Verizon Wireless, the basis for the condition no longer exists and it should be terminated.

By way of background, in the referenced proceeding Verizon Wireless sought approval to acquire (among other interests) the minority general partner interests of ALLTEL Communications LLC (“ALLTEL”) in three partnerships that held wireless licenses: Illinois Valley Cellular RSA #2-II Partnership, Northwest Missouri Cellular Limited Partnership, and Pittsfield Cellular Telephone Company. At that time, Vodafone held a minority 45 percent ownership interest in Verizon Wireless, and would thus hold an interest in the three partnerships. In its order approving the overall transaction, the Commission stated, “In order to ensure that the post-transaction foreign ownership of these partnerships complies with the requirements of section 310(b)(3), we grant the transfer application subject to Verizon Wireless’ placing its voting right in these partnerships in a voting trust with terms satisfactory to the Commission, with a U.S. citizen, or U.S. entity that is controlled by U.S. citizens, in either case subject to Commission approval, serving as trustee.”<sup>1</sup> On January 9, 2009, contemporaneously with the transaction’s closing, a Voting Trust Agreement was executed, appointing a trustee to exercise all of ALLTEL’s voting rights under the three partnership agreements. Verizon Wireless had previously submitted the terms of the Voting Trust Agreement and information about the trustee to Commission staff. The voting trust has been in place continuously since that time.

---

<sup>1</sup> *Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC for Consent to Transfer of Control of Licenses, WT Docket No. 08-93, Memorandum Opinion and Order and Declaratory Ruling, 23 FCC Rcd 17444 (2008) at ¶ 231.*

Marlene H. Dortch

April 9, 2014

Page 2

The condition requiring the voting trust was expressly premised on the fact that a single foreign entity, Vodafone, would hold a 45 percent ownership interest in Verizon Wireless and, through ALLTEL, in the three partnerships. On February 21, 2014, however, Verizon Communications Inc. ("Verizon") acquired Vodafone's entire 45 percent interest, and Verizon Wireless is now owned 100 percent by Verizon. In addition, the stock of Verizon is held by a widely dispersed body of shareholders, and no single foreign shareholder owns more than five percent of its stock. As a result, the basis for the voting trust no longer exists.

For the above reasons, the Commission should promptly remove the condition on its approval of the transaction requiring the voting trust.

Sincerely,

A handwritten signature in black ink that reads "Kathleen Grillo". The signature is written in a cursive style with a large initial 'K'.

cc: (via e-mail)  
Roger Sherman, Chief, Wireless Telecommunications Bureau  
Mindel de la Torre, Chief, International Bureau  
Neil Dellar, Office of General Counsel