

**Barth E. Royer**

Attorney at Law

FILE

RECEIVED-DOCKETING DIV  
2018 DEC 31 PM 1:10

PUCO

December 31, 2018

Ms. Barcy F. McNeal, Secretary  
Public Utilities Commission of Ohio  
180 E. Broad Street  
Columbus, OH 43215-3793

Re: *In the Matter of the Application of  
Cellco Partnership, d/b/a Verizon Wireless,  
to Notify the Commission of an Internal  
Restructuring, Case No. 18-1912-RC-UNC*


Dear Ms. McNeal:

By the enclosed application, Cellco Partnership, d/b/a Verizon Wireless, pursuant to Rule 4901:1-6-24(C), Ohio Administrative Code, provides notice to the Commission of a change in operations in the form of an internal restructuring.

As described in the attachment to the application, upon the completion of this restructuring, which will be seamless from the customers' standpoint, New Par, d/b/a AirTouch Cellular (PUCO ID 300554) will cease to exist. Accordingly, New Par should be removed from the Commission's list of registered cellular providers and its certificate, Certificate No. 90-5351, should be cancelled.

Thank you for your attention to this matter.

Sincerely,



Barth E. Royer

Attorney for Verizon Wireless

Barth E. Royer, LLC  
2740 East Main Street  
Bexley, Ohio 43209-2579

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.  
Technician je Date Processed 12/31/18

Phone: (614) 817-1331  
Fax: (614) 817-1341  
Email: BarthRoyer@aol.com

**The Public Utilities Commission of Ohio**  
**TELECOMMUNICATIONS FILING FORM**

(Effective: 10-11-2017)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application of Cellco Partnership d/b/a Verizon Wireless ) TRF Docket No. 90 - 5444  
to Notify the Commission of an Internal Restructuring ) Case No. 18 - 1912 - ~~18~~ - RC - UNC  
NOTE: Unless you have reserved a Case #, leave the  
"Case No" fields BLANK.

Name of Registrant(s) Cellco Partnership; Alltel Communications, LLC,; New Par; Verizon Wireless Personal Communications LP  
DBA(s) of Registrant(s) Verizon Wireless, Airtouch Cellular  
Address of Registrant(s) One Verizon Way MC VC53S475, Basking Ridge, NJ 07920  
Company Web Address www.verizon.com  
Regulatory Contact Person(s) Eizabeth Gray Nunez Phone 404-295-9892 Fax \_\_\_\_\_  
Regulatory Contact Person's Email Address elizabeth.gray.nunez@verizon.com  
Contact Person for Annual Report Elizabeth Gray Nunez Phone 404-295-9892  
Address (if different from above) One Verizon Place, Alpharetta, GA, 30004  
Consumer Contact Information Catharine Henegar, Supervisor-Executive Relations Phone 70-521-5617  
Address (if different from above) One Verizon Place, Alpharetta, GA, 30004

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

**Notes:**

Section I and II are Pursuant to Ohio Administrative Code 4901:1-6.

Section III – Carrier to Carrier is Pursuant to Ohio Adm.Code 4901:1-7, and Wireless is Pursuant to Ohio Adm.Code 4901:1-6-24.

Section IV – Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Adm.Code Chapter 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the PUCO may be obtained from the PUCO's website at [www.PUCO.ohio.gov](http://www.PUCO.ohio.gov) under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the PUCO.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

**All filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits:**

| Exhibit | Description:  |
|---------|---|
| A       | The tariff pages subject to the proposed change(s) as they exist before the change(s).  |
| B       | The tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.             |
| C       | A short description of the nature of the change(s), the intent of the change(s), and the customers affected.                          |
| D       | A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s). |

## Section I – Part I - Common Filings

| <b>Carrier Type</b><br><input type="checkbox"/> <b>Other</b> (explain below) | <b>For Profit ILEC</b>  | <b>Not For Profit ILEC</b>   | <b>CLEC</b>   |
|--|---|--|---|
| Change terms & conditions of existing BLES                                   | <input type="checkbox"/> ATA <u>1-6-14(H)</u><br>(Auto 30 days)       | <input type="checkbox"/> ATA <u>1-6-14(H)</u><br>(Auto 30 days)    | <input type="checkbox"/> ATA <u>1-6-14(H)</u><br>(Auto 30 days) |
| Introduce non-recurring charge, surcharge, or fee to BLES                    |   |  | <input type="checkbox"/> ATA <u>1-6-14(H)</u><br>(Auto 30 days) |
| Introduce or Increase Late Payment   | <input type="checkbox"/> ATA <u>1-6-14(I)</u><br>(Auto 30 days)       | <input type="checkbox"/> ATA <u>1-6-14(I)</u><br>(Auto 30 days)    | <input type="checkbox"/> ATA <u>1-6-14(I)</u><br>(Auto 30 days) |
| Revisions to BLES Cap  | <input type="checkbox"/> ZTA <u>1-6-14(F)</u><br>(0 day Notice)       |  |   |
| Introduce BLES or expand local service area (calling area)                   | <input type="checkbox"/> ZTA <u>1-6-14(H)</u><br>(0 day Notice)       | <input type="checkbox"/> ZTA <u>1-6-14(H)</u><br>(0 day Notice)    | <input type="checkbox"/> ZTA <u>1-6-14(H)</u><br>(0 day Notice) |
| Notice of no obligation to construct facilities and provide BLES             | <input type="checkbox"/> ZTA <u>1-6-27(C)</u><br>(0 day Notice)       | <input type="checkbox"/> ZTA <u>1-6-27(C)</u><br>(0 day Notice)    |   |
| Change BLES Rates  | <input type="checkbox"/> TRF <u>1-6-14(F)</u><br>(0 day Notice)       | <input type="checkbox"/> TRF <u>1-6-14(F)(4)</u><br>(0 day Notice) | <input type="checkbox"/> TRF <u>1-6-14(G)</u><br>(0 day Notice) |
| To obtain BLES pricing flexibility   | <input type="checkbox"/> BLS <u>1-6-14(C)(1)(c)</u><br>(Auto 30 days) |  |   |
| Change in boundary   | <input type="checkbox"/> ACB <u>1-6-32</u><br>(Auto 14 days)          | <input type="checkbox"/> ACB <u>1-6-32</u><br>(Auto 14 days)       |   |
| Expand service operation area  |   |  | <input type="checkbox"/> TRF <u>1-6-08(G)(0 day)</u>            |
| BLES withdrawal  |   |  | <input type="checkbox"/> ZTA <u>1-6-25(B)</u><br>(0 day Notice) |
| <b>Other*</b> (explain)  |   |  |   |

## Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

| <b>Type of Notice</b>                  | <b>Direct Mail</b>       | <b>Bill Insert</b>       | <b>Bill Notation</b>     | <b>Electronic Mail</b>   |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> 15-day Notice | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/> 30-day Notice | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Date Notice Sent:</b>               |                          |                          |                          |                          |

## Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

| <b>IOS</b>                   | <b>Introduce New</b>     | <b>Tariff Change</b>     | <b>Price Change</b>      | <b>Withdraw</b>          |
|------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| <input type="checkbox"/> IOS | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

| Certification           | ILEC<br>(Out of territory)                                     | CLEC   | Telecommunications<br>Service Provider<br>Not Offering Local | CESTC   | CETC  |
|-------------------------|--|--|--|---|---|
| * See Supplemental form | <input type="checkbox"/> ACE <u>1-6-08</u><br>* (Auto 30- day) | <input type="checkbox"/> ACE <u>1-6-08</u><br>*(Auto 30 day) | <input type="checkbox"/> ACE <u>1-6-08</u><br>*(Auto 30 day) | <input type="checkbox"/> ACE <u>1-6-10</u><br>(Auto 30 day) | <input type="checkbox"/> UNC <u>1-6-09</u><br>*(Non-Auto) |

\*Supplemental Certification forms can be found on the PUCO webpage.

## Section II – Part II – Certificate Status & Procedural

| Certificate Status   | ILEC  | CLEC  | Telecommunications<br>Service Provider Not<br>Offering Local    |
|--|---|---|---|
| Abandon all Services   |   | <input type="checkbox"/> ABN <u>1-6-26</u><br>(Auto 30 days)    | <input type="checkbox"/> ABN <u>1-6-26</u><br>(Auto 30 days)    |
| Change of Official Name *  | <input type="checkbox"/> ACN <u>1-6-29(B)</u><br>(Auto 30 days) | <input type="checkbox"/> ACN <u>1-6-29(B)</u><br>(Auto 30 days) | <input type="checkbox"/> CIO <u>1-6-29(C)</u><br>(0 day Notice) |
| Change in Ownership *  | <input type="checkbox"/> ACO <u>1-6-29(E)</u><br>(Auto 30 days) | <input type="checkbox"/> ACO <u>1-6-29(E)</u><br>(Auto 30 days) | <input type="checkbox"/> CIO <u>1-6-29(C)</u><br>(0 day Notice) |
| Merger *   | <input type="checkbox"/> AMT <u>1-6-29(E)</u><br>(Auto 30 days) | <input type="checkbox"/> AMT <u>1-6-29(E)</u><br>(Auto 30 days) | <input type="checkbox"/> CIO <u>1-6-29(C)</u><br>(0 day Notice) |
| Transfer a Certificate *   | <input type="checkbox"/> ATC <u>1-6-29(B)</u><br>(Auto 30 days) | <input type="checkbox"/> ATC <u>1-6-29(B)</u><br>(Auto 30 days) | <input type="checkbox"/> CIO <u>1-6-29(C)</u><br>(0 day Notice) |
| Transaction for transfer or lease of property, plant or business * | <input type="checkbox"/> ATR <u>1-6-29(B)</u><br>(Auto 30 days) | <input type="checkbox"/> ATR <u>1-6-29(B)</u><br>(Auto 30 days) | <input type="checkbox"/> CIO <u>1-6-29(C)</u><br>(0 day Notice) |

\*Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-29 Filing Requirements on the PUCO's webpage for a complete list of exhibits.


## Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

| Carrier to Carrier   | ILEC   | CLEC   |
|--|--|--|
| Interconnection agreement, or amendment to an approved agreement   | <input type="checkbox"/> NAG <u>1-7-07</u><br>(Auto 90 day)                                    | <input type="checkbox"/> NAG <u>1-7-07</u><br>(Auto 90 day)                                      |
| Request for Arbitration  | <input type="checkbox"/> ARB <u>1-7-09</u><br>(Non-Auto)                                       | <input type="checkbox"/> ARB <u>1-7-09</u><br>(Non-Auto)   |
| Introduce or change c-t-c service tariffs  | <input type="checkbox"/> ATA <u>1-7-14</u><br>(Auto 30 days)                                   | <input type="checkbox"/> ATA <u>1-7-14</u><br>(Auto 30 days)                                     |
| Request rural carrier exemption, rural carrier suspension or modification  | <input type="checkbox"/> UNC <u>1-7-04</u> or <u>05</u><br>(Non-Auto)                          |  |
| Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights-of-Way. (13-579-AU-ORD 11/30/16 Entry) | <input type="checkbox"/> ATA <u>1-3-04</u><br>(Auto 60 days)                                   |  |
| Wireless Providers See <u>4901:1-6-24</u>  | <input checked="" type="checkbox"/> RCC<br>[Registration &<br>Change in Operations]<br>(0 day) | <input type="checkbox"/> NAG<br>[Interconnection<br>Agreement or<br>Amendment] (Auto 90<br>days) |

#### Section IV. -- Attestation

**Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.**

**AFFIDAVIT**  
***Compliance with Commission Rules***

I am an officer/agent of the applicant corporation, Cellco Partnership d/b/a , and am authorized to make this statement on its behalf.  
Elizabeth Gray Nunez

(Name)

Please check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the State of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the State of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the State of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Ohio Adm.Code 4901:1-6-7.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

(Date)

December 31, 2018

at (Location)

Marietta, Georgia

\*Signature and  
Title



2018.12.29

20:40:50 -05'00'

Date December 31, 2018

*\*This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

**VERIFICATION**

I, , verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

\*Signature and  
Title



2018.12.29

20:41:19 -05'00'

Date December 31, 2018

*\*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

**File document electronically as directed in case number 06-900-AU-WVR**

*or*

***Send your completed Application Form, including all required attachments as well as the required number of copies, to:***

**Public Utilities Commission of Ohio  
Attention: Docketing Division  
180 East Broad Street, Columbus, OH 43215-3793**

### **Description of Internal Restructuring of Cellco Partnership Subsidiaries**

Cellco Partnership d/b/a Verizon Wireless ("Cellco") notifies the Commission of the internal restructuring described below, which will be seamless to customers and will streamline its operating structure and enable it to compete more effectively.

Cellco provides service in Ohio through subsidiaries that include Alltel Communications, LLC ("Alltel CL") and New Par. Alltel CL is wholly owned by Alltel Corporation ("Alltel"), which, in turn, is wholly owned by AirTouch Cellular Inc. ("AirTouch"), which, in turn, is wholly owned by Verizon Wireless (VAW) LLC ("VAW"), which, in turn, is wholly owned by Cellco. New Par is partially owned by Cellco and partially owned by VAW.

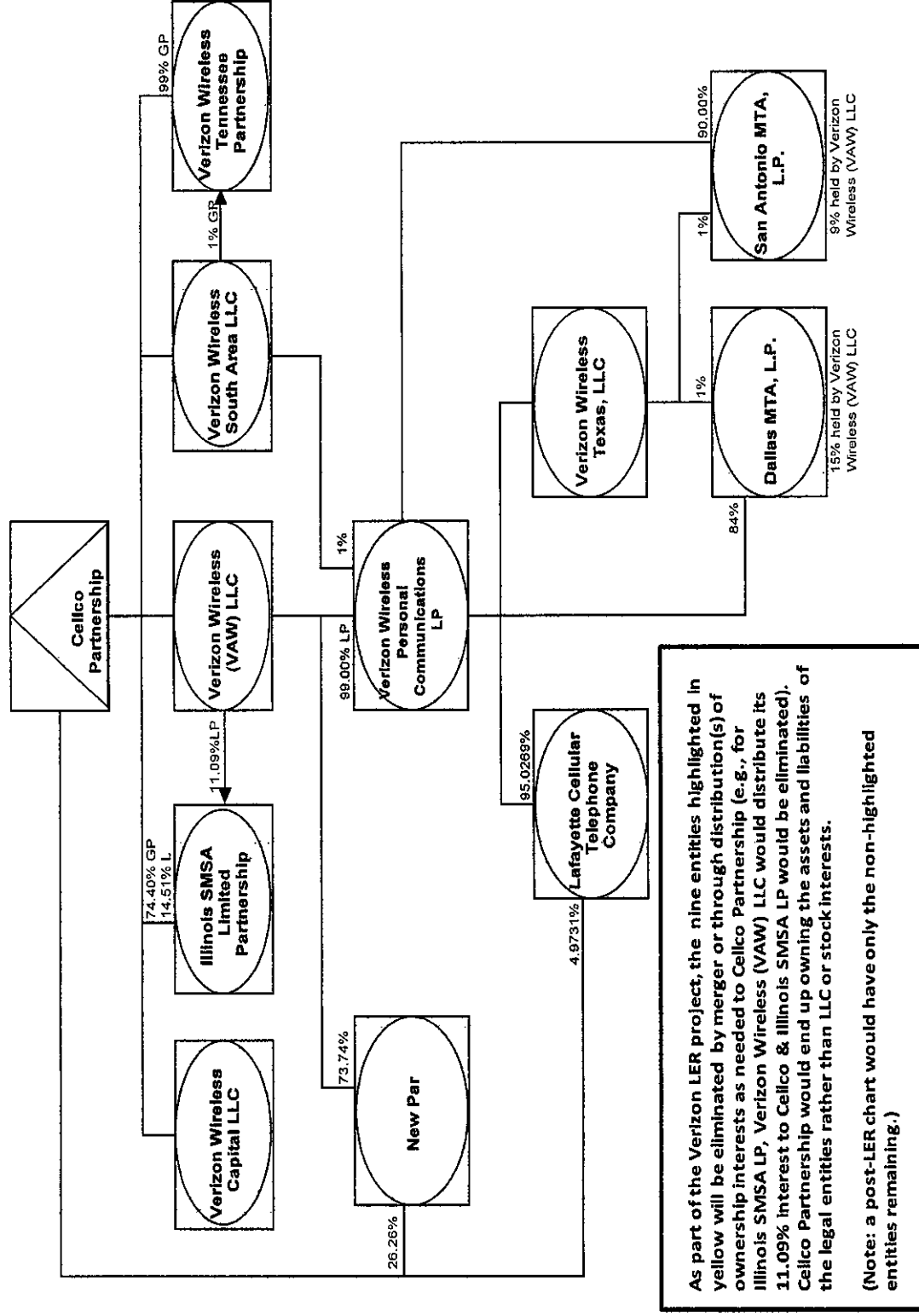
As relevant here, the restructuring will include the following transactions:

- Alltel CL will be merged into its parent, Alltel.
- VAW will distribute its interest in New Par to Cellco Partnership, and New Par will be dissolved by operation of law.
- VAW will distribute all of the stock in AirTouch (the parent of Alltel) to Cellco.
- Cellco will distribute all of the stock in AirTouch (the parent of Alltel) to Verizon Americas Inc. (a partner of Cellco) in partial redemption of Verizon Americas Inc.'s interest in Cellco.

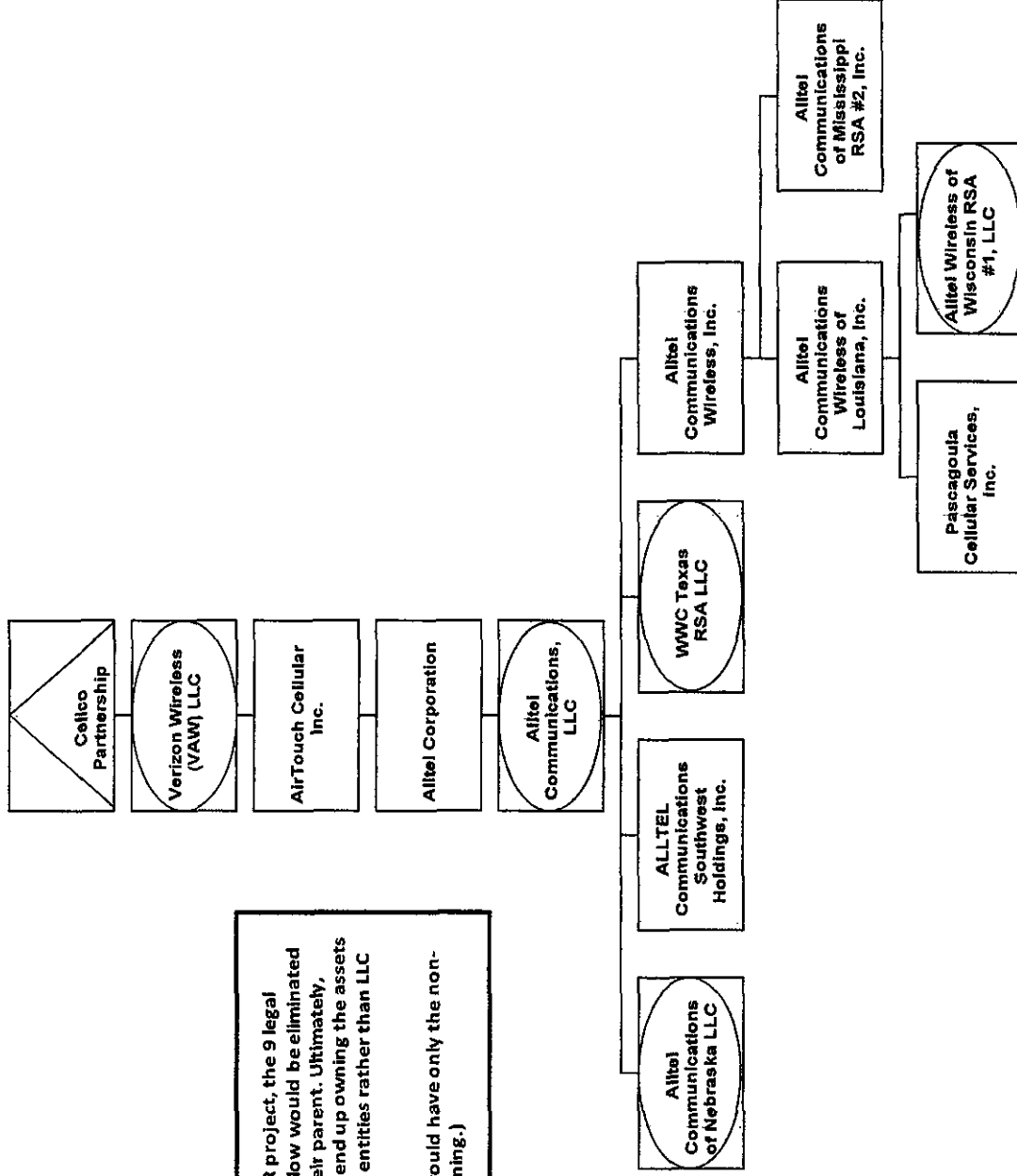
The attached diagrams show the relationship of Cellco, its partners, and certain other affiliates before and after the restructuring. The restructuring has a target closing date of December 31, 2018.

The restructuring will be entirely pro forma in that it will involve only Verizon Communications Inc. subsidiaries and no non-affiliated entity. Customers will continue receiving the same services from Cellco and its subsidiaries as they were receiving before the transaction, and will not experience any changes to, or discontinuance of, the rates, terms, and conditions of any communications services provided in Ohio as a result of this reorganization. Thus, the restructuring does not entail any material change in the rates, terms, and conditions of a service or any change in the company's operations that are not transparent to customers or that may impact service.

# Legal Entity Rationalization (LER) – Cellco Entities



# Legal Entity Rationalization (LER) – Altel Entities



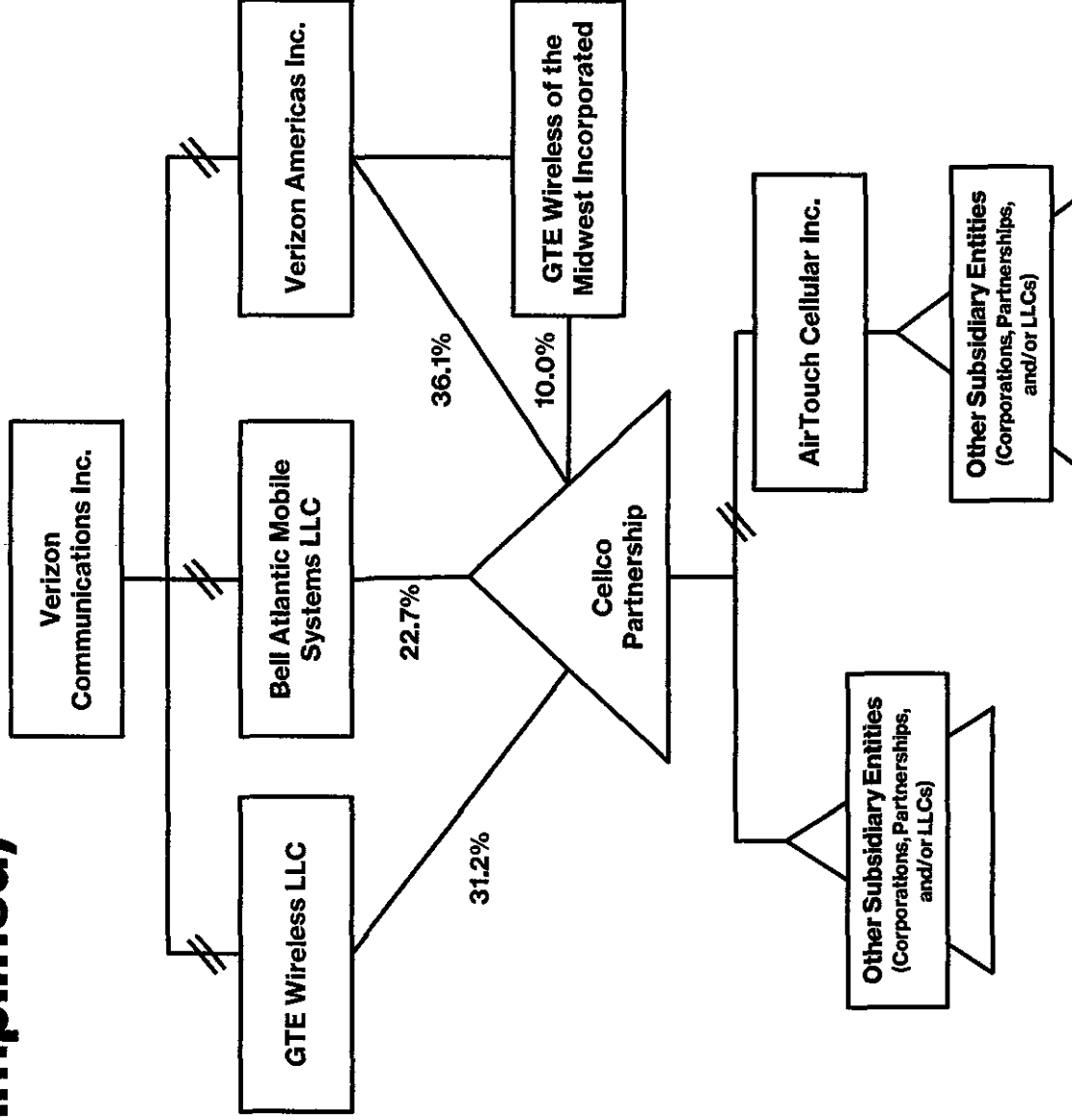
As part of the Verizon LER project, the 9 legal entities highlighted in yellow would be eliminated by way of merger into their parent. Ultimately, Altel Corporation would end up owning the assets and liabilities of the legal entities rather than LLC or stock interests.

(Note: a post-LER chart would have only the non-highlighted entities remaining.)



# Current Cellco Organizational Structure (Simplified)

/// All legal entities in the organizational structure are not shown.



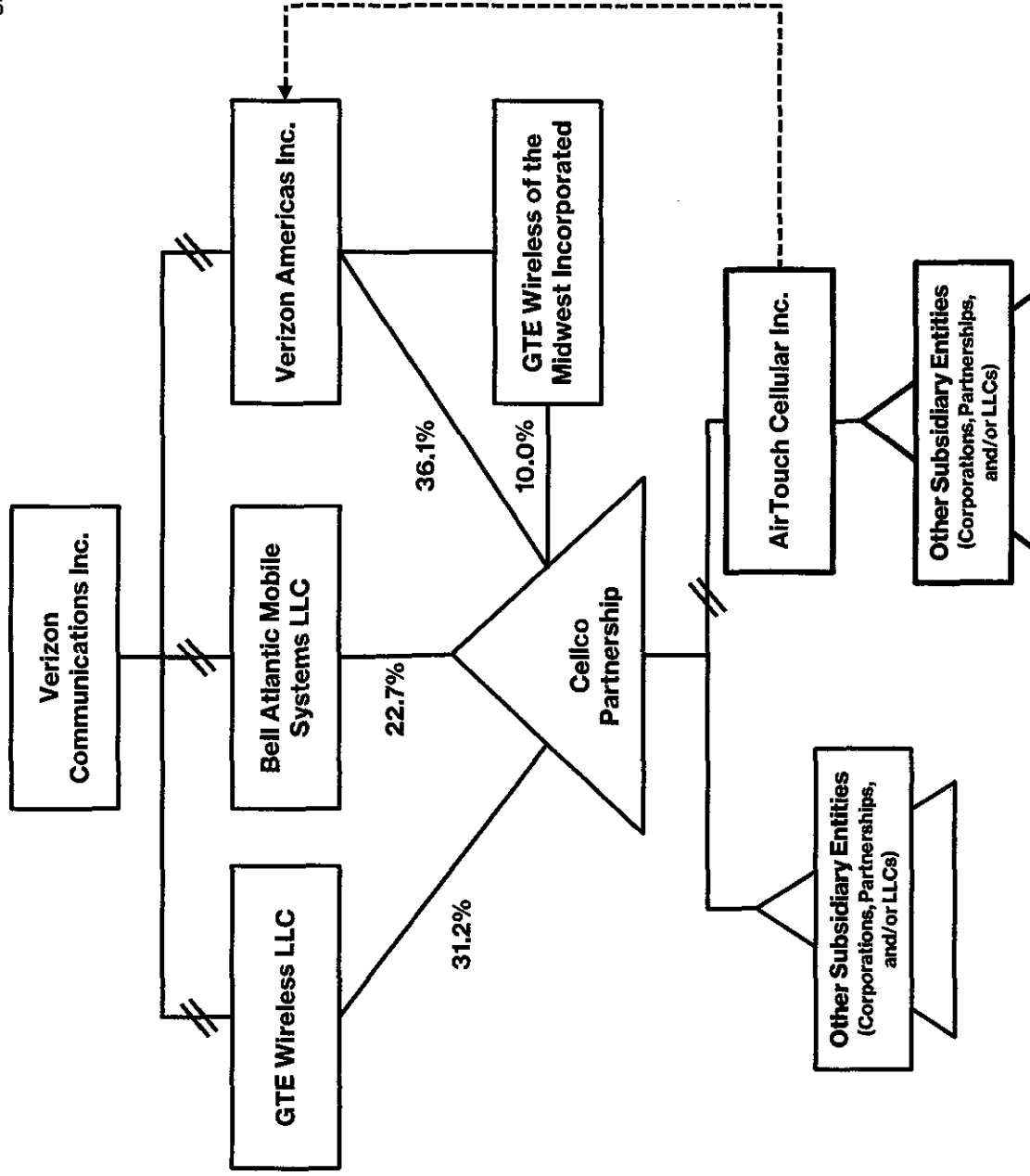
The percentages indicated are approximate; all companies in the ownership structure are not included



Privileged and Confidential: Attorney-Client Communication and/or Work Product Prepared in Anticipation of Litigation. Confidential and proprietary materials for authorized Verizon personnel and outside agencies only. Use, disclosure or distribution of this material is not permitted to any unauthorized persons or third parties except by written agreement.

# Distribution of AirTouch Cellular Inc.

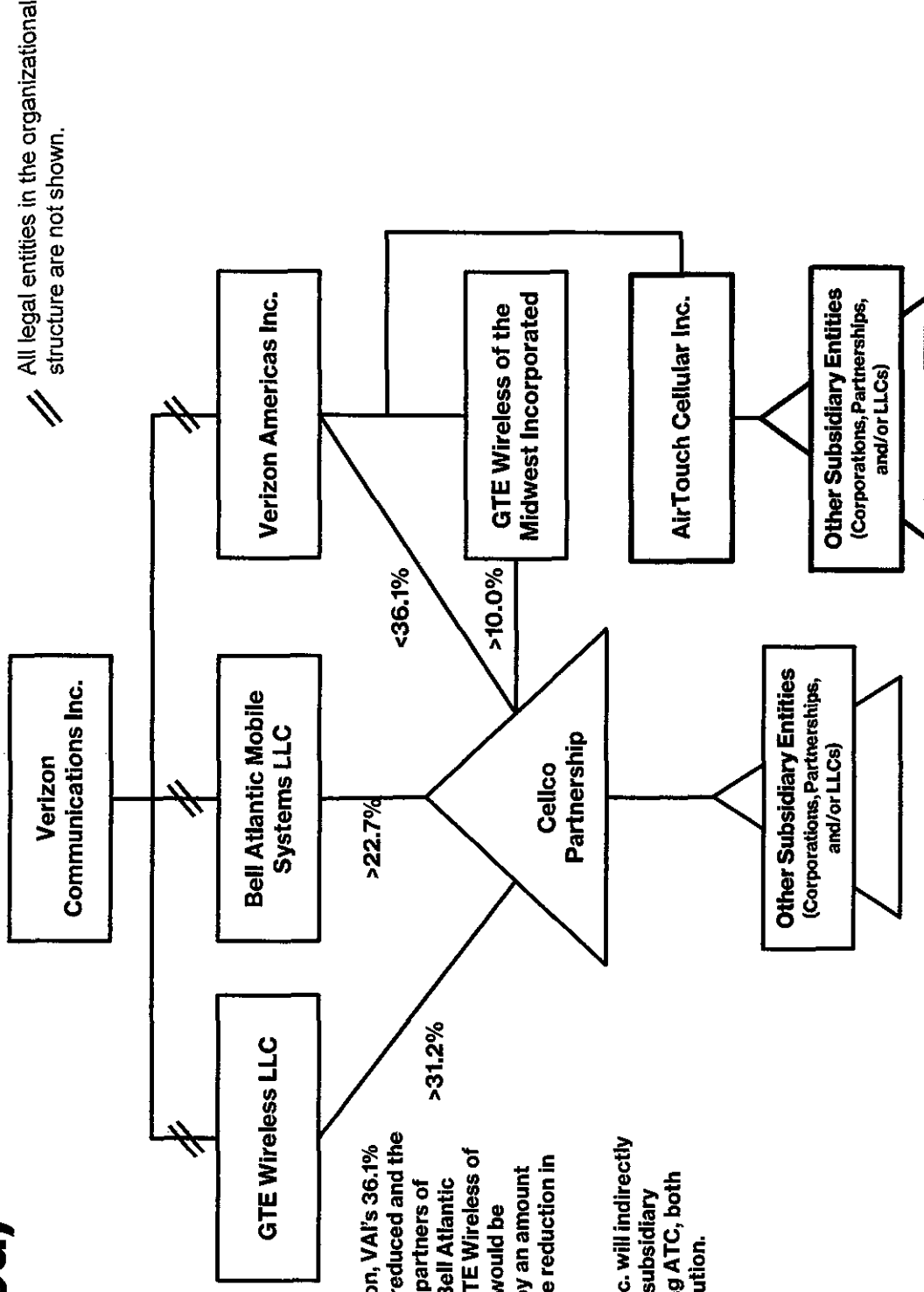
≡ All legal entities in the organizational structure are not shown.



The percentages indicated are approximate; all companies in the ownership structure are not included

Privileged and Confidential: Attorney-Client Communication and/or Work Product Prepared in Anticipation of Litigation. Confidential and proprietary materials for authorized Verizon personnel and outside agencies only. Use, disclosure or distribution of this material is not permitted to any unauthorized persons or third parties except by written agreement.

# Post-Distribution Cellco Organizational Structure (Simplified)



The percentages indicated are approximate; all companies in the ownership structure are not included



Privileged and Confidential: Attorney-Client Communication and/or Work Product Prepared in Anticipation of Litigation. Confidential and proprietary materials for authorized Verizon personnel and outside agencies only. Use, disclosure or distribution of this material is not permitted to any unauthorized persons or third parties except by written agreement.