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Michael Bagley
Executive Director
Public Policy, West Area

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verizonwireless

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AZ CORP COMMISSION
DOCKET CONTROL

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December 15, 2015

Arizona Corporation Commission
DOCKETED

DEC 15 2015

Via Overnight Delivery

Thomas M. Broderick
Director, Utilities Division
Arizona Corporation Commission
1200 W. Washington
Phoenix, AZ 85007-2996

DOCKETED BY

Re: Docket Nos. T-20598A-12-0488: Notice of Internal Corporate Reorganization

In compliance with the Ordering Paragraph of Decision No. 73727 (February 20, 2013), granting Cellco Partnership d/b/a Verizon Wireless a limited waiver of the Affiliated Interest Rules (*A.A.C. R14-2-803, R14-2-804, and R14-2-805*), subject to the conditions and provisions described in Findings of Fact Nos. 22-24 in that decision, Verizon Wireless and the operating affiliates in Arizona¹ provide the required 14-day advance notice of the following internal reorganization. This reorganization will not have a material adverse impact on any Arizona public service corporation.

Cellco Partnership has four partners, including PCS Nucleus, L.P. and JV PartnerCo, LLC.² The restructuring described below involves changes to those two partners and certain entities with direct or indirect ownership interests in them. PCS Nucleus, L.P. is owned by JV PartnerCo, LLC and Verizon Holdings LLC, both of which are wholly owned subsidiaries of Verizon Americas Inc. Verizon Americas Inc. is a wholly owned subsidiary of Verizon Americas Holdings Inc., which is a wholly owned subsidiary of Verizon Americas Finance 2 Inc., which in turn is a wholly owned subsidiary of Verizon Americas Finance 1 Inc. Verizon Americas Finance 1 Inc. is a wholly owned subsidiary of Verizon Communications Inc., a publicly traded Delaware corporation and ultimate parent of all entities involved in this reorganization. Exhibit A accompanying this petition shows the relationship of these entities before the reorganization.

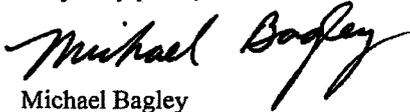
¹ These affiliates include Verizon Wireless (VAW), LLC, Gila River Cellular General Partnership, Alltel Communications LLC, Rural Cellular Corp, Southwestco Wireless LP, and Alltel Communications Southwest Holdings, Inc.

² The other two partners are GTE Wireless Incorporated and Bell Atlantic Mobile Systems LLC, which are not involved in the restructuring. Both are wholly owned indirect subsidiaries of Verizon Communications Inc.

As a result of the proposed reorganization, (i) PCS Nucleus, L.P. will dissolve; (ii) JV PartnerCo, LLC and Verizon Holdings LLC will dissolve or merge into their parent, Verizon Americas Inc.; and (iii) Verizon Americas Finance 2 Inc. will dissolve or merge into Verizon Americas Finance 1 Inc. Exhibit B accompanying this petition shows the relationship of the surviving entities after the reorganization. The reorganization has a target closing date of December 31, 2015.

The reorganization will not result in the elimination of any legal entity that provides telecommunications services in Arizona. The reorganization will not result in the discontinuance of or a change in rates, terms, and conditions of any telecommunications services provided in Arizona. The change will not have a material impact on any public service corporation in Arizona.

Very truly yours,

A handwritten signature in cursive script that reads "Michael Bagley". The signature is written in black ink and is positioned to the right of the typed name.

Michael Bagley

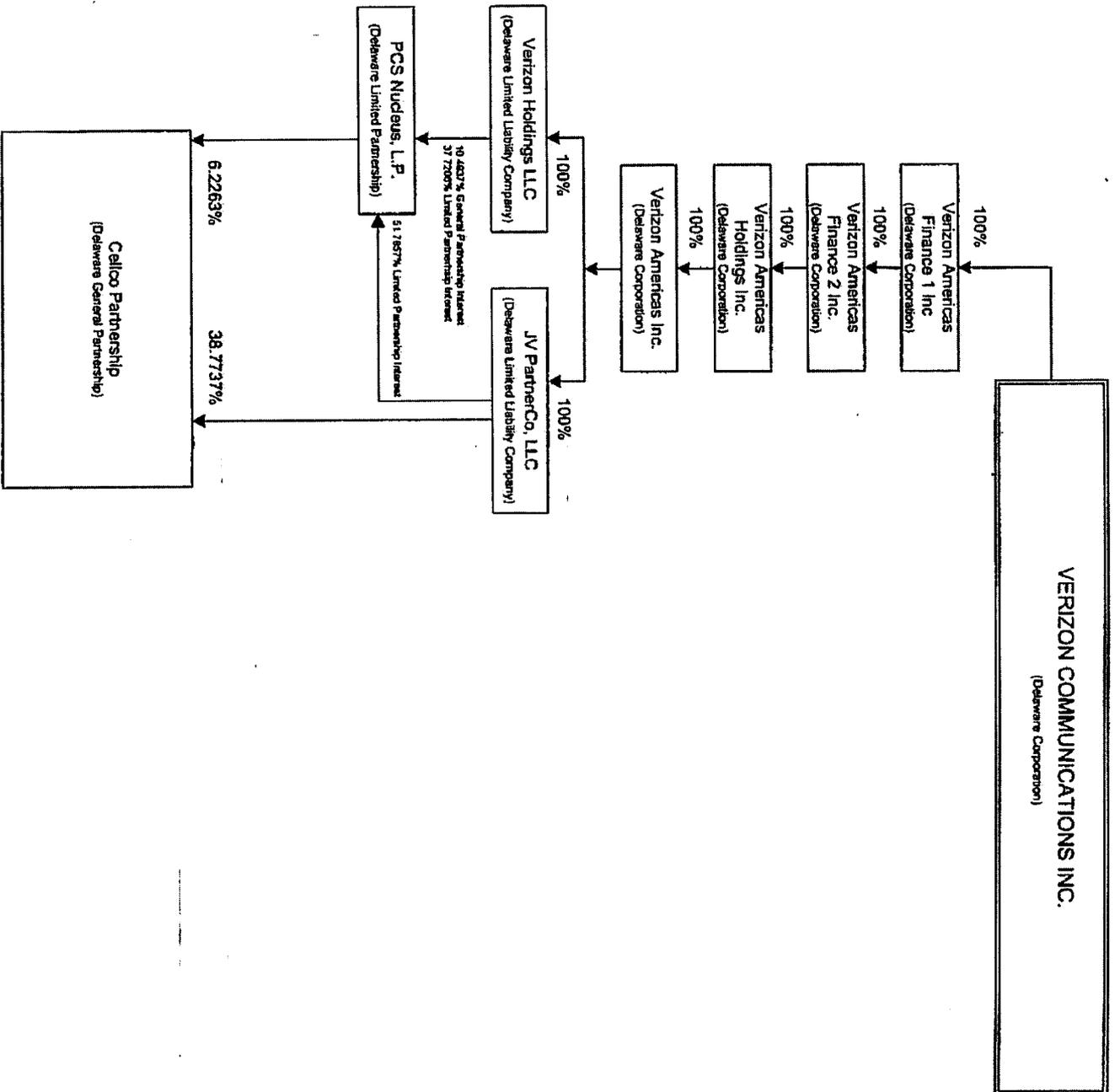


Exhibit A

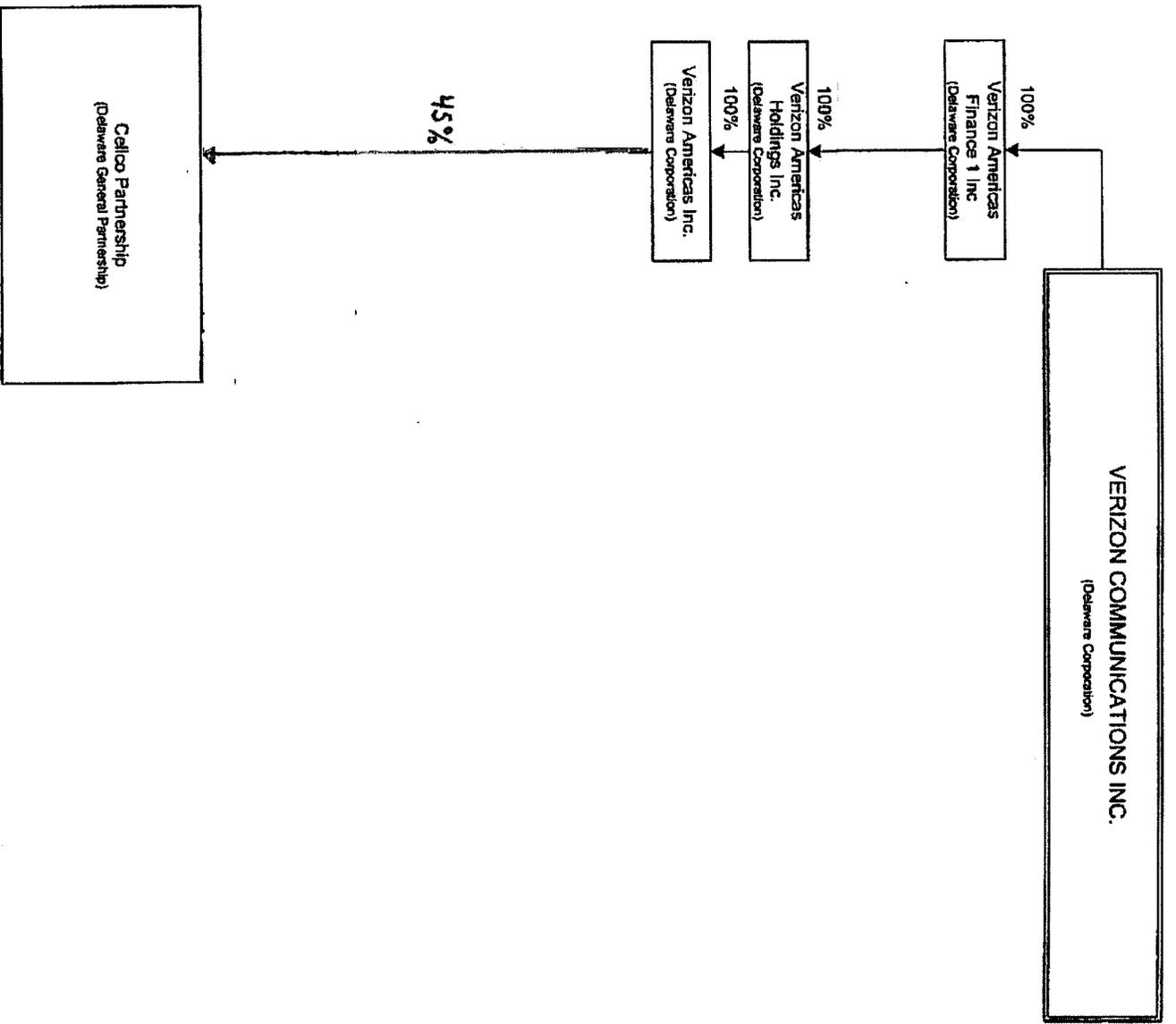


Exhibit B