

Before The
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

ORIGINAL

In re Application of)
)
TELEPHONE AND DATA SYSTEMS,)
INC.)
)
For facilities in the Domestic)
Public Cellular Telecommunications)
Radio Service on Frequency Block)
B, in Market 715, Wisconsin 8)
(Vernon), Rural Service Area)

CC Docket No. 94-11
File No. 10209-CL-P-715-B-88

RECEIVED

JUL 31 1995

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF SECRETARY

To: Honorable Joseph P. Gonzalez
Administrative Law Judge

DOCKET FILE COPY ORIGINAL

PETITION FOR LEAVE TO AMEND

Telephone and Data Systems, Inc. ("TDS"), and United States Cellular Corporation ("USCC"), by their attorneys, hereby jointly request that the Presiding Judge amend the application of TDS (the "Application") for the FCC authorization for the Wisconsin 8 (Vernon) Rural Service Area (the "RSA") to substitute Wisconsin RSA No. 8 Limited Partnership (the "Limited Partnership") as the applicant.¹ This Petition For Leave To Amend is being filed concurrently with a Joint Request For Approval of Settlement Agreement (the "Joint Request") seeking the Presiding Judge's approval of a definitive settlement agreement (the "Agreement") entered into between TDS, USCC and

¹ The Amendment to the Application is attached as Exhibit 1.

No. of Copies rec'd 26
List ABCDE

the Wisconsin 8 Settlement Group (the "Settlement Group").² The Agreement resolves all remaining disputes between TDS, USCC and the Settlement Group before the Federal Communications Commission (the "FCC" or the "Commission") concerning the award of a construction permit (the "FCC authorization") to provide cellular service on the wireline block of frequencies in the RSA. Pursuant to the Agreement, as part of a bona fide merger of competing applicants, TDS and USCC are amending the Application to specify the Limited Partnership, an entity in which affiliates of TDS, USCC and the Settlement Group all will hold interests, as the applicant for the FCC authorization.

I. Background.

The Application of TDS for the FCC authorization was selected in the lottery for the RSA in March of 1989. The Settlement Group, through Century, filed a Petition to Dismiss or Deny (the "Petition") the Application on July 27, 1989. In the Petition, the Settlement Group alleged that the Application violated Section 22.921 of the FCC's rules, which prohibited

² The Wisconsin 8 Settlement Group includes Coon Valley Farmers Telephone Company, Inc. ("Coon Valley"), Farmers Telephone Company ("Farmers"), Hillsboro Telephone Company, Inc. ("Hillsboro"), LaValle Telephone Cooperative ("LaValle"), Mount Horeb Telephone Company ("Mt. Horeb"), Richland-Grant Telephone Cooperative, Inc. ("Grant"), Vernon Telephone Cooperative ("Vernon"), Century Cellunet, Inc. ("Century"), Contel Cellular Inc. ("Contel"), Century Telephone of Monroe County, formerly Monroe County Telephone Company ("Monroe"), Frontier Communications of Viroqua, Inc., formerly Viroqua Telephone Company ("Viroqua"), and Pacific Telecom Cellular, Inc., successor by merger to North-West Cellular, Inc. ("PTI").

certain cross-interests between applicants for cellular authorizations. The Mobile Services Division denied the Petition and granted the Application.³ The Common Carrier Bureau affirmed the denial of the Petition and the grant of the Application, albeit on different grounds, and the Settlement Group sought Commission review of that decision.⁴ On August 18, 1992, the Settlement Group subsequently filed a Supplement to its Application for Review (the "Supplement") arguing that TDS lacked the qualifications to be an FCC licensee in the RSA because of the alleged misrepresentation and lack of candor by USCC, a TDS subsidiary, in the proceeding involving La Star Cellular Telephone Company (the "La Star proceeding").⁵ In the Hearing Designation Order in this proceeding, the Commission denied the claims made by the Settlement Group that TDS had violated Section 22.921 of the FCC's rules.⁶ The Commission, however, designated the Application for a hearing in CC Docket No. 94-11 (the "Proceeding") to resolve the misrepresentation and candor issues raised against USCC in the La Star proceeding.⁷

³ Telephone and Data Systems, Inc., 4 FCC Rcd. 8021 (MSD 1989). The Petition was the only challenge filed to the grant of TDS's application for the RSA.

⁴ Telephone and Data Systems, Inc., 6 FCC Rcd. 270 (CCB 1991); see Application for Review, filed Feb. 15, 1991.

⁵ See La Star Cellular Telephone Company, 7 FCC Rcd. 3762 (1992).

⁶ Telephone and Data Systems, Inc., 9 FCC Rcd. 938 (1994) ("HDO").

⁷ The Commission rescinded the grant of the Application, but granted interim authority to permit the continued operation of
(continued...)

Contingent upon the acceptance by the Presiding Judge of the Amendment and other associated requests, the Settlement Group will withdraw and dismiss with prejudice the Petition, the Supplement, and all related pleadings. In exchange, the members of the Settlement Group each will acquire limited partnership interests in the Limited Partnership, which subsequently will become the licensee for the RSA. TDS therefore is seeking leave to amend its application to specify the Limited Partnership as the applicant for the RSA. Good cause exists for the acceptance of the Amendment.

II. The Amendment.

Under the terms of the Agreement, TDS and USCC have agreed, contingent upon the approval of the Presiding Judge, to assign the Application for the System, and all of the other assets used in the operation of the System,⁸ to the Limited Partnership. The sole general and managing partner of the Limited Partnership, holding a seventy-four percent (74%) equity interest, will be Wisconsin RSA G.P., Inc., a subsidiary of USCC,

⁷ (...continued)

the cellular system (the "System") that had been constructed pursuant to the FCC authorization granted more than four years earlier. In the intervening period, TDS also had assigned the FCC authorization to a subsidiary, now a subsidiary of USCC, pursuant to the Commission's prior approval of pro forma assignment applications.

⁸ As recognized in the HDO and discussed above, see supra at 3 n.7, the System is operational and providing service to the public. The System thus holds title to various tangible and intangible assets.

which is itself a subsidiary of TDS. Each member of the Settlement Group will acquire a two percent 2% limited partnership interest in the Limited Partnership. The proposed transaction represents a bona fide merger of competing applicants for the FCC authorization for the RSA that remain a party to the Proceeding. The terms of the acquisition of the interests in the Limited Partnership are contained in the Partnership Interest Purchase Agreement (the "Purchase Agreement"). The Amended and Restated Agreement of Limited Partnership of the Limited Partnership contains the provisions that will govern the operation of the Limited Partnership (the "Restated Agreement").⁹

III. Good Cause Exists For The Acceptance Of The Amendment.

The Amendment is an integral part of a settlement that will result in the termination of all remaining disputes between applicants for the FCC authorization for the RSA. Commission policy strongly favors such settlements among competing applicants that are parties to contested proceedings. See 47 C.F.R. § 22.129(a). The instant settlement, and the resulting Amendment submitted herewith, will serve the public interest by providing for the continuation of service to the public without

⁹ Copies of the Purchase Agreement and the Restated Agreement have been submitted under seal to the Presiding Judge and the Wireless Telecommunications Bureau as Exhibit 1A (the Purchase Agreement) and Exhibit 1B (the Restated Agreement) to the Joint Request. The Settling Parties requested that these documents, which contain competitively sensitive information and terms, be held confidential pursuant to Section 0.459 of the FCC's Rules, 47 C.F.R. § 0.459.

disruption and conserving the resources of the FCC and the Federal courts.

First, with a grant of the Joint Request and the Petition For Leave, the FCC will be able to resolve all outstanding issues in the Proceeding consistent with the FCC's rules and policies without the need for protracted adjudicatory proceedings. With the withdrawal of the Settlement Group, no private party contesting the grant of TDS's Application, as amended, for the RSA will remain. All issues contested by the competing applicants for the FCC authorization for the RSA thus will have been resolved.¹⁰

The settlement, and the resulting instant Amendment, also will provide certainty regarding the ownership interests and rights in the RSA, eliminating all remaining objections to the grant of the Application, as amended, for the RSA. Service to the public currently provided under interim authority will be maintained without interruption. The final order granting the Application will provide a more stable basis for decisions by the wireline cellular licensees in the RSA and adjoining markets on the future plans and growth of these cellular markets. Moreover, the Amendment permits thirteen additional wireline telephone companies to participate in the development of cellular service

¹⁰ As discussed at a pre-hearing conference, see Tr. 376-381, the settlement and withdrawal, contingent upon the approval of other anticipated motions, will result in a more expeditious resolution of the issues designated in the Proceeding.

in the RSA in which they operate. The settlement, and its resulting Amendment, therefore further the important FCC policy objective of encouraging the efficient and expeditious development of cellular service.

In summary, the public interest will be served by the consummation of the transactions contemplated by the settlement, including the merger of the competing applicants into the Limited Partnership. Resources of the FCC, the Federal courts, and the parties will be conserved as a result of the settlement. Additionally, consummation of the transactions proposed in the Agreement will continue service to the public and help establish certainty of ownership rights and interests in the cellular market involved in litigation, promoting a more stable basis for planning and implementing the development and growth of that cellular market. Good cause thus exists for acceptance of the Amendment. See 47 C.F.R. § 21.129; American Radio-Telephone Service, Inc., 93 F.C.C.2d 1138 (1983).

FOR THE FOREGOING REASONS, TDS and USCC request that the Presiding Judge grant the Petition For Leave, and accept the attached Amendment to reflect the substitution of the Limited Partnership as the applicant for the FCC Authorization.

Respectfully submitted,

TELEPHONE AND DATA SYSTEMS, INC.

By: Nathaniel F. Emmons (MDS)
Nathaniel F. Emmons
Andrew H. Weissman

Mullin, Rhyne, Emmons, and Topel, P.C.
1225 Connecticut Ave. NW, - Suite 300
Washington, DC 20036-2604
(202) 659-4700

UNITED STATES CELLULAR CORPORATION

By: Mark D. Schneider (MDS)
R. Clark Wadlow
Mark D. Schneider
Thomas P. Van Wazer

Sidley & Austin
1722 Eye Street, N.W.
Washington, DC 20006
(202) 736-8000

Dated: July 31, 1995

EXHIBIT 1

**AMENDMENT TO APPLICATION OF
TELEPHONE AND DATA SYSTEMS, INC.**

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

Application of)
)
Telephone and Data Systems, Inc.)
To Provide Cellular Service in) File No. 10209-CL-P-715-B-88
Wisconsin RSA #8 - Vernon)
on Frequency Block B)

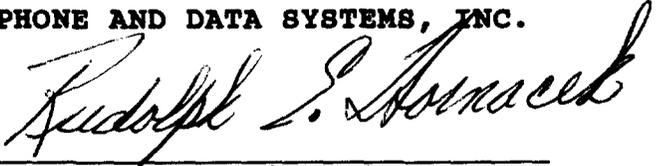
AMENDMENT

Telephone and Data Systems, Inc. hereby amends the above-captioned application to substitute Wisconsin RSA No. 8 Limited Partnership as the applicant, pursuant to a settlement agreement to be filed with the Presiding Judge in the above-captioned proceeding.

A new Form 600, Schedule A, providing ownership information for Wisconsin RSA No. 8 Limited Partnership is attached hereto.

Respectfully submitted,

TELEPHONE AND DATA SYSTEMS, INC.

By: 
Vice President-Engineering

Date

July 27, 1995

**Application for Mobile Radio Service Authorization
or Rural Radiotelephone Service Authorization**

FEE Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FEE Use Only
--	--	--	\$ --	

APPLICANT

1. Legal Name of Applicant WISCONSIN RSA NO. 8 LIMITED PARTNERSHIP		2. Voice Telephone Number: (312) 399-8900	
3. Assumed Name Used for Doing Business (if any) --		4. Fax Telephone Number (312) 399-8936	
5. Mailing Street Address or P.O. Box ATTENTION: C/O UNITED STATES CELLULAR CORPORATION 8410 WEST BRYN MAWR AVENUE			
6. City CHICAGO		7. State IL	8. Zip Code 60631
9. Name of Contact Representative (if other than applicant) CONNOLLY, PETER M.		10. Voice Telephone Number (202) 467-5700	
11. Firm or Company Name KOTEEN & NAFTALIN		12. Fax Telephone Number (202) 467-5915	
13. Mailing Street Address or P.O. Box 1150 CONNECTICUT AVE., N.W.			
14. City WASHINGTON		15. State DC	16. Zip Code 20036

CLASSIFICATION OF FILING

17. This filing is a (an) [A] <u>New application</u> <u>Amendment to a pending application</u>	
18. Does the applicant believe that this filing should be classified as MINOR under 47 U.S.C. § 309? [Y] <u>Yes</u> <u>No</u> <u>Does not apply</u>	
19. If not minor under 47 U.S.C. § 309, classification for purposes of competitive bidding: [] <u>Initial</u> <u>Modification</u> <u>Renewal</u> N/A	
20. If this filing is in reference to an existing station: Call sign of existing station: KNKN459	21. If this filing is an amendment to a pending application: File number of pending application: 10209-CL-P-715-B-88 Date Filed: 9/2/88

NATURE OF SERVICE

22. This filing is for authorization to provide or use the following type(s) of radio service. [C] <u>Commercial mobile</u> <u>Private mobile</u> <u>Both commercial and private mobile</u> <u>Fixed</u>	
23. Users are or will be: [P] <u>Public subscribers</u> <u>Eligibles</u> <u>Internal</u>	24. Status: [P] <u>Profit</u> <u>Not for profit</u>
25. Interconnected service? [Y] <u>Yes</u> <u>No</u>	26. Radio Service code: [CL]
27. Type of operation code: [TB]	

ENVIRONMENTAL POLICY

28. Would a Commission grant of any proposal in this application or amendment have a significant environmental effect as defined by 47 CFR 1.1307? • If "yes", attach environmental assessment as required by 47 CFR 1.1308 and 47 CFR 1.1311.	[N] <u>Yes</u> <u>No</u>
---	----------------------------

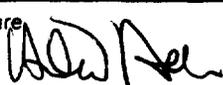
ALIEN OWNERSHIP

29. Is the applicant a foreign government or the representative of any foreign government?	[N] <u>Yes</u> <u>No</u>
30. Is the applicant an alien or the representative of an alien?	[N] <u>Yes</u> <u>No</u>
31. Is the applicant a corporation organized under the laws of any foreign government?	[N] <u>Yes</u> <u>No</u>
32. Is the applicant a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	[N] <u>Yes</u> <u>No</u>
33. Is the applicant a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	[N] <u>Yes</u> <u>No</u>

BASIC QUALIFICATIONS

34. Has the applicant or any party to this application or amendment had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? • If "yes", attach exhibit explaining circumstances.	[N] <u>Yes</u> <u>No</u>
BUT SEE EXHIBIT 2	
35. Has the applicant, or any party to this application or amendment, or any party directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court?	[N] <u>Yes</u> <u>No</u>
36. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	[N] <u>Yes</u> <u>No</u>
37. Is the applicant, or any person directly or indirectly controlling the applicant, currently a party in any pending matter referred to in the preceding two items?	[Y] <u>Yes</u> <u>No</u>
SEE EXHIBIT 2	
38. Does the undersigned certify (by responding "Y" to this question), that neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC 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 47 CFR 1.2002(b) for the meaning of "party to the application" for these purposes.	[Y] <u>Yes</u> <u>No</u>

CERTIFICATION

The APPLICANT waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. The applicant certifies that grant of this application would not cause the applicant to be in violation of the spectrum aggregation limit in 47 CFR Part 20. All statements made in exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that all statements made in this application and in all attached exhibits are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.	
39. Applicant is a (an) [P] Individual <u>Unincorporated Association</u> Partnership Corporation Governmental Entity	
40. Typed Name of Person Signing H. DONALD NELSON	41. Title PRESIDENT OF GENERAL PARTNER
42. Signature 	43. Date JULY 13, 1995
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 LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).	

Administrative Information

- Personal Communications Service
- Cellular Radiotelephone Service
- Paging and Radiotelephone Service
- Rural Radiotelephone Service
- Offshore Radiotelephone Service
- Air-ground Radiotelephone Service

FCC Use Only

PURPOSE OF FILING

A1. The purpose of this filing is to:

[T]

Enter one or more letters that correctly describe the purpose of this filing.

MAJOR

- A** request an initial authorization for a new system or station; additional channels or spectrum (all)
- B** request authorization or amend a pending application to change a channel or channel block (all)
- C** request a partial assignment of a radio station authorization (all)
- D** request authorization for facilities for which environmental assessment is required (all)
- E** request authorization for facilities for which international coordination is required (all)
- F** request a developmental authorization (CD, CL, CR)
- G** request regular authorization for facilities operating under developmental authority (CD, CL, CR)
- H** amend a pending application to substantially change the technical proposal (CD, CR)
- I** request authorization for a cellular facility that would produce a de minimis SAB extension (CL)
- J** amend a pending application to modify a CGSA to include area not previously proposed (CL)
- K** request that a CGSA boundary be determined using an alternative method (CL)
- L** request authorization for a new or expanded service area on a requested channel (CD)
- M** request authorization for one or more new or relocated fixed stations (CD)
- N** request authorization to increase the ERP and/or antenna height AAT of a fixed station (CD)
- O** request authority to provide commercial paging service using a broadcast station subcarrier (CD)
- P** request authorization for a Commercial Aviation ground station location to be established (CG)
- Q** request authorization for a new or relocated General Aviation ground station (CG)
- R** request authorization for a new/relocated rural/offshore central office/interoffice station (CR, CO)

MINOR

- S** request authorization for one or more minor change(s) to an existing system or station (all)
- T** effect a minor amendment of a pending application (all)
- U** request an extension of time to complete construction of one or more facilities (all)
- V** request authorization for a new or relocated rural or offshore subscriber station (CR, CO)
- W** request to consolidate separately authorized facilities (all)

MARKET / CHANNEL BLOCK

A2. Market Designator 715	A3. Channel Block B	A4. Sub-Market Designator	A5. Market Name WISCONSIN RSA #8 - VERNON
------------------------------	------------------------	---------------------------	--

CONTROL POINTS

A6. Control Point Number	A7. Location Street Address, City or Town, State	A8. Telephone Number	A9. Action Requested Add <u> </u> Delete <u> </u>
	AS PREVIOUSLY REPORTED	()	
		()	
		()	

FACILITIES NOT CONSTRUCTED

A10. Location Number	A11. File Number	A12. Location Street Address, City or Town, State

Exhibit 1

Real Party in Interest and
Public Interest Showing

As is described in the Petition For Leave To Amend and Joint Request For Approval of Settlement Agreement and their attachments, Telephone and Data Systems, Inc. ("TDS") and the companies comprising the Wisconsin 8 Settlement Group (the "Settlement Group") have agreed to form a new partnership, Wisconsin RSA No. 8 Limited Partnership ("WI 8 L.P.") to be substituted for TDS as the applicant and to hold the wireline authorization in Wisconsin RSA #8 - Vernon.

The partners in WI 8 L.P. and their type of and percentage interests are given below:

<u>Partner</u>	<u>Percentage Interest</u>
Wisconsin RSA G.P., Inc. c/o United States Cellular Corp. 8410 West Bryn Mawr Chicago, IL 60631	74% (General Partner)
Coon Valley Farmers Telephone Company, Inc. 107 Central Avenue P.O. Box 48 Coon Valley, WI 54623	2% (Limited Partner)
Farmers Telephone Company 140 N. Monroe Street Lancaster, WI 53813	2% (Limited Partner)
Hillsboro Telephone Company, Inc. 121 Mill Street Hillsboro, WI 54634	2% (Limited Partner)
La Valle Telephone Cooperative P.O. Box 28 La Valle, WI 53941	2% (Limited Partner)

Mount Horeb Telephone Company 200 East Main Street Mount Horeb, WI 53572	2% (Limited Partner)
Richland-Grant Telephone Cooperative P.O. Box 67 Blue River, WI 53518	2% (Limited Partner)
Vernon Telephone Cooperative 103 North Main Street Westby, WI 54667	2% (Limited Partner)
Century Cellunet, Inc. 100 Century Park Drive Highway 165 North Monroe, LA 71203	2% (Limited Partner)
Century Telephone of Monroe County, Inc. 100 Century Park Drive Highway 165 North Monroe, LA 71203	2% (Limited Partner)
Contel Cellular, Inc. 245 Perimeter Center Parkway Atlanta, GA 30346	2% (Limited Partner)
Frontier Communications of Viroqua, Inc. P.O. Box 191 Viroqua, WI 54665	2% (Limited Partner)
Pacific Telecom Cellular, Inc. 4600 West College Avenue Appleton, WI 54915	2% (Limited Partner)
UTELCO, Inc. 827 16th Ave., P.O. Box 88 Monroe, WI	2% (Limited Partner)

The limited partners are all local telephone companies providing wireline service in Wisconsin RSA #8 or are affiliates of such companies.

The general partner, Wisconsin RSA G.P., Inc. is a subsidiary of United States Cellular Corporation ("USCC").

100% of USCC's Series A Common Shares, which have authority to elect 5 of USCC's 7 directors, are owned by Telephone and Data Systems, Inc. ("TDS"), an Iowa corporation principally engaged in the business of acquiring and operating telephone and other communications companies. Accordingly, TDS controls USCC. TDS also owns 67.7% of USCC's Common Shares, the holders of which have the authority to elect the remaining 2 members of the USCC Board of Directors. An additional 5.0% of USCC's Common Shares are owned by Coditel Brabant S.A., a Belgian corporation, headquartered at 26 Rue des Deux Eglises, Brussels, Belgium, and principally engaged in the cable television business. Additionally, Capital Group, Inc., 333 South Hope Street, Los Angeles, California 90071, owns 4.7% of the Common Shares for the benefit of investors and the Equitable Companies Incorporated, 878 Seventh Avenue, New York, New York, 10019 owns 8.0% of the Common Shares for the benefit of investors. Overall, TDS controls approximately 96.1% of the voting power of USCC's combined Series A Common and Common Voting Shares.

USCC owns and/or operates cellular systems in over one hundred fifty MSA and RSA markets. WI 8 L.P. is thus well qualified to continue the provision of cellular service in Wisconsin RSA #8.

For the foregoing reasons and those given in the Petition For Leave To Amend and Joint Request For Approval of Settlement Agreement, a grant of this application would be in the public interest.

Certificate of Service

I, Gayle C. Kosarin, hereby certify that on this 31st day of July, 1995, copies of the foregoing Petition For Leave To Amend were served via first class, postage-paid United States mail on the following:

*The Honorable Joseph P. Gonzalez
Federal Communications Commission
Common Carrier Bureau
2000 L Street, NW
Room 221
Washington, DC 20554

*Joseph P. Weber, Esq.
Wireless Telecommunications Bureau
Federal Communications Commission
1919 M Street, NW
Room 644
Washington, DC 20554

Kenneth E. Hardman, Esq.
Moir & Hardman
2000 L Street, NW
Suite 512
Washington, DC 20036-4907

L. Andrew Tollin, Esq.
Luisa L. Lancetti, Esq.
Wilkinson Barker Knauer & Quinn
1735 New York Avenue, NW
Suite 600
Washington, DC 20006-5289

James A. Kirkland, Esq.
Mintz, Levin, Cohn, Ferris,
Glovsky & Popeo
701 Pennsylvania Ave., NW
Suite 900
Washington, DC 20004

William H. Crispin, Esq.
Crispin & Brenner
901 15th Street, NW
Suite 440
Washington, DC 20005


Gayle C. Kosarin

*By Hand