

Part 5 Experimental Authorizations

The name of each licensee, its street address, its Internet address, its taxpayer identification number, and the call signs for each authorization its holds under Part 5 are listed below. The service for each authorization included on this application is Part 5 experimental.

1. **GTE Government Systems Corporation**

c/o GTE Service Corporation
1850 M Street, N.W., Suite 1200
Washington, D.C. 20036
Internet address: scarmel@dcoffice.gte.com
TIN: 161190245

Call Signs: KM2XOV
WA2XDL
WA2XPL
WA2XQJ

2. **GTE Wireless Incorporated**

c/o Regulatory - A3REG
245 Perimeter Center Parkway
Atlanta, GA 30346
Internet address: jrobbins@mobilnet.gte.com
TIN: 061072245

Call Signs: WA2XPS

**READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING**
Electronic Fee Audit Code
167552282731249
(1) LOCKBOX # 358155

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

PAGE NO. 1 OF 1

SPECIAL USE
FCC USE ONLY
Multipoint Distribution

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
GTE Service Corporation

(3) TOTAL AMOUNT PAID (dollars and cents)
\$ 120.00

(4) STREET ADDRESS LINE NO. 1
1850 M Street, NW, Suite 1200

(5) STREET ADDRESS LINE NO. 2

(6) CITY
Washington

(7) STATE
DC

(8) ZIP CODE
20036

(9) DAYTIME TELEPHONE NUMBER (include area code)
202-463-5295

(10) COUNTRY CODE (if not in U.S.A.)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)
Bell Atlantic Corporation

(12) STREET ADDRESS LINE NO. 1

(13) STREET ADDRESS LINE NO. 2
1095 Avenue of the Americas

(14) CITY
New York

(15) STATE
NY

(16) ZIP CODE
10036

(17) DAYTIME TELEPHONE NUMBER (include area code)
212-395-2121

(18) COUNTRY CODE (if not in U.S.A.)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID WMY435	(20A) PAYMENT TYPE CODE (PTC) C C M	(21A) QUANTITY 1	(22A) FEE DUE FOR (PTC) IN BLOCK 20A \$ 75.00	FCC USE ONLY
(23A) FCC CODE 1		(24A) FCC CODE 2		
(19B) FCC CALL SIGN/OTHER ID WHT718	(20B) PAYMENT TYPE CODE (PTC) C A M	(21B) QUANTITY 1	(22B) FEE DUE FOR (PTC) IN BLOCK 20B \$ 45.00	FCC USE ONLY
(23B) FCC CODE 1		(24B) FCC CODE 2		
(19C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C \$	FCC USE ONLY
(23C) FCC CODE 1		(24C) FCC CODE 2		
(19D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D \$	FCC USE ONLY
(23D) FCC CODE 1		(24D) FCC CODE 2		

SECTION D - TAXPAYER IDENTIFICATION NUMBER (TIN)

(25) PAYER TIN 0131675522

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2
APPLICANT TIN 0232259884

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT
I, _____, (PRINT NAME), Certify under penalty of perjury that the foregoing and supporting information are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER: _____ EXPIRATION DATE: _____
MONTH YEAR

MASTERCARD VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described. AUTHORIZED SIGNATURE _____ DATE _____

APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read Instructions before completing.

PART 1 - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee

GTE Media Ventures Incorporated

Mailing Street Address or P. O. Box, City, State and ZIP Code

**600 Hidden Ridge
 Irving, TX 75028**

Call Sign or Other FCC Identifier

WMY435 & WHT718

Internet Address

ryan.gaddy@telops.gte.com

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

Line No.	(1) Fee Type Code	(2) Fee Multiple	(3) Fee Due for Fee Type Code in (b)(1)
1	CCM		\$ 75.00
2	CAM		\$ 45.00

FCC USE ONLY

Add all amounts in Column (3), lines 1 and 2.

Remit this amount with your application.

➤➤ \$

120.00

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

(a) Call Sign	(b) File Number	(c) Service	(d) No. of Stations
WMY435		MDS	1
WHT718		MMDS	1

3. Name and Street Address or P. O. Box, City, State and ZIP Code

**of Transferor
 GTE Corporation
 1255 Corporate Drive, P.O. Box 152257
 Irving, TX 75015**

4. Name and Street Address or P. O. Box, City, State and ZIP Code

**of Transferee
 Bell Atlantic Corporation
 1095 Avenue of the Americas
 New York, NY 10036**

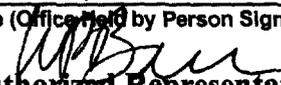
5. Permittee or Licensee represents: (check one)

That there is attached to this application as Exhibit No. _____ a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.

That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company. Indicate where filed: **Mass Media Bureau, File No. 50704-CM-AL-97** Date filed: **5/27/97**

CERTIFICATION: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part 1 are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part 1 of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application 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).

Printed/Typed Name of Permittee or Licensee (Must agree with Item 1) GTE Media Ventures Incorporated	Signature 	Title (Office Held by Person Signing) Authorized Representative	Date 9/30/98
--	--	---	------------------------

PART II - To be completed by Transferor

6(a) Transfer of Control will be accomplished by: (check one)

Sale or other transfer or assignment of stock (Complete item 6(b)). **See cover application**

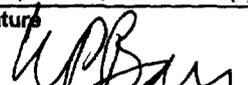
Other (e.g., voting trust agreement, management contract, Court Order, etc.)

(b) Shares	No. of Shares	Classification (common, preferred, etc.)
Shares to be transferred		
Shares issued and outstanding		
Shares authorized		

7. Attach as Exhibit No. _____ a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc. **See cover application and Exhibit A**

CERTIFICATION: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application 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).

Printed/Typed Name of Transferor Licensee (Must agree with Item 3) GTE Corporation	Signature 	Title (Office Held by Person Signing) Executive Vice President and General Counsel	Date 9/30/98
--	--	--	------------------------

PART III - To be completed by Transferee

8. Transferee is: (check one)

INDIVIDUAL

PARTNERSHIP

CORPORATION

UNINCORPORATED ASSOCIATION

9. Attach as Exhibit No. _____ a statement of transferee's principal business. **See cover application**

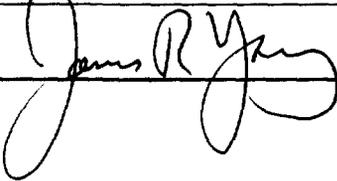
10. Attach as Exhibit No. _____ a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity. **See cover application**

	Place an "X" in the appropriate column.	YES	NO
11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States? N/A	➤		
12. Is transferee or any party to this application a representative of an alien or of a foreign government?	➤		X
13. If transferee is a partnership, attach as Exhibit No. _____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof. N/A			
14. If transferee is a Corporation (including joint stock companies) or Association, answer the following:			
a. Under laws of what State or Country is it organized? Delaware			
(1) Attach as Exhibit No. E a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission.			
(2) Attach as Exhibit No. I the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent of more of the transferee's stock.			
b. Is any director or officer an alien?	➤		X
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government?	➤		X
d. Is transferee directly or indirectly controlled by another corporation? If "YES", give in Exhibit No. _____ the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.	➤		X
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	➤		X
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?	➤		X
15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. 2 a statement relating the facts.	➤	X	
16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	➤		X
17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. _____ a statement relating all the pertinent circumstances.	➤		X
18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, 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 of unfair methods of competition? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. _____ a statement relating the facts.	➤		X
20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. 3 a statement relating the facts.	➤	X	
21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below. See Exhibit 4	➤	X	
22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below. See Exhibit 4	➤	X	

	Place an "X" in the appropriate column.	YES	NO
23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
a. Changes in the services currently offered? If "YES", attach as Exhibit No. _____ a brief statement of the proposed changes.	➤		X
b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.	➤		X
c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. _____, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)	➤		X
24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. <u>5</u> .	➤	X	
25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. _____, describe the obligations, methods by which acquired, and the dates on which they were obtained.	➤		X
26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. _____ a single certified copy of such authorization. Applicant will obtain any necessary authorization	➤		
27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?	➤	X	
b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules? See Exhibit 6	➤		
28. Attach as Exhibit No. <u>7</u> a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.			
29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:			
a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?	➤		X
b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?	➤		X
30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	➤	X	
31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?	➤	X	

CERTIFICATION: 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. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and 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).

Typed/Printed Name of Transferee	Signature	Title (Office Held by Person Signing)	Date
Bell Atlantic Corporation		Executive Vice President and General Counsel	10/1/78

APPLICANT OWNERSHIP

No stockholder owns 10 percent or more of Bell Atlantic Corporation stock.

LANDLINE AFFILIATION

Transferee is the parent corporation of companies that provide public landline message telephone service.

PENDING PROCEEDINGS

Response to Item 20:

New England Mobile Communications, Inc., d/b/a Kartele Cellular Phones ("Kartele") v. Bell Atlantic NYNEX Mobile, Inc. ("BANM") and Metro Mobile CTS of Fairfield County, Inc. ("Metro Mobile") (Superior Court of Connecticut) Kartele, a former agent, alleges defendant "improperly terminated" the agency agreement and violated the Connecticut Unfair Trade Practices Act by engaging in below-cost pricing in its own retail stores. Defendants' motion to revise has been granted in part, and denied in part; defendants will file a motion to dismiss.

Cellular Systems of Newberry, Inc., v. Cellco Partnership d/b/a Bell Atlantic Mobile (U.S. District Court for the District of South Carolina) Plaintiff alleges that defendant failed to pay commissions due under the agency agreement; and wrongfully terminated the agency agreement, thereby committing breach of contract and violating South Carolina fair trade statutes. This matter was removed to Federal Court. BAM has moved for summary judgment on the unfair trade practices claims.

Road Music and More (Cellular), Inc. ("Road Music") v. Metro Mobile CTS of Greenville, Inc. and Bell Atlantic NYNEX Mobile, Inc. ("BANM") (Court of Common Pleas, Spartanburg County, South Carolina) Plaintiff alleges that Defendants breached the agency agreement and violated South Carolina fair trade practices statutes by engaging in below-cost pricing and other practices in order to obtain a competitive advantage. BAM has moved for summary judgment on all counts of the complaint.

Electronics Store, Inc., v. Cellco Partnership and Cedar Point Federal Credit Union (Circuit Court of St. Mary's County, Maryland) Plaintiff alleges that defendants committed antitrust violations under Maryland common law, common law breach of contract and tortious interference with contract. Summary judgment was granted in favor of defendants on July 13, 1998 and plaintiff's appeal is pending.

USA Wireless, Inc., v. Bell Atlantic NYNEX Mobile, Inc. (Massachusetts Superior Court) Plaintiff, a former BAM agent that terminated the agency agreement upon selling the business, alleges that BAM breached the agreement and violated Massachusetts fair trade statutes by refusing to provide an accounting and payment of commission due to plaintiff. BAM is preparing to file an answer and counter claims against plaintiff.

In Re Vermont RSA Limited Partnership (Vermont Environmental Board) While the following case is not reportable under this question, it is being disclosed for information

purposes. In July 1998, the Board granted a petition by the town of Sharon, Vermont, to revoke a land use permit which had been granted to Vermont RSA Limited Partnership ("Partnership") for a new wireless communications tower. The managing partner of the Partnership is NYNEX Mobile Limited Partnership 1 ("NMLP1"), the managing partner of NMLP1 is Cellco Partnership of which BAM is the managing partner. The Board found that the Partnership had submitted inaccurate, erroneous and materially incomplete information in connection with the permit application and that it may have been negligent, but that the Partnership's actions were not willful or grossly negligent. The Board offered the Partnership the opportunity to amend its permit application or take other corrective action. The Partnership is considering an appeal or petition for reconsideration of the Board's decision.

CURRENT AND FORMER RADIO STATION INTERESTS

For the current radio station authorizations in which Bell Atlantic Corporation has an interest, see its Form 430, included in this application package as Exhibit D.

Bell Atlantic Corporation has held direct and indirect interests in other radio station authorizations that have been transferred or assigned in the normal course of business.

TRANSFEEE STOCK

As part of the contemplated merger, shares of stock of Bell Atlantic Corporation will be exchanged for GTE Corporation shares held by its stockholders. In addition, Bell Atlantic Corporation is a publicly traded corporation, and its shares will continue to be sold in the public stock market subsequent to the merger.

RESPONSE TO ITEM 27.B, FORM 704

Bell Atlantic Corporation has relied upon the representations and warranties of GTE Corporation and its affiliates ("GTE") and upon its independent review of the Commission's databases and documents on file with the Commission with respect to the compliance by GTE with its current authorizations and the Commission's rules. Bell Atlantic Corporation and GTE will undertake a review of GTE's authorizations and facilities and will make appropriate changes as required.

PUBLIC INTEREST STATEMENT

The public interest statement for the proposed merger is included as Exhibit A to the cover application.

**READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING**
Electronic Fee Audit Code
167552282731449
(1) LOCKBOX # 358130

FEDERAL COMMUNICATIONS COMMISSION

APPROVED BY OMB 3060-0589

REMITTANCE ADVICE

PAGE NO. 1 OF 1

SPECIAL USE
FCC USE ONLY
Wireless - Cellular

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)
GTE Service Corporation

(3) TOTAL AMOUNT PAID (dollars and cents)
\$ **37,760.00**

(4) STREET ADDRESS LINE NO. 1
1850 M Street, NW, Suite 1200

(5) STREET ADDRESS LINE NO. 2

(6) CITY
Washington

(7) STATE
DC

(8) ZIP CODE
20036

(9) DAYTIME TELEPHONE NUMBER (include area code)
202-463-5295

(10) COUNTRY CODE (if not in U.S.A.)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)
Bell Atlantic Corporation

(12) STREET ADDRESS LINE NO. 1
1095 Avenue of the Americas

(13) STREET ADDRESS LINE NO. 2

(14) CITY
New York

(15) STATE
NY

(16) ZIP CODE
10036

(17) DAYTIME TELEPHONE NUMBER (include area code)
212-395-2121

(18) COUNTRY CODE (if not in U.S.A.)

SECTION C - PAYMENT INFORMATION

(19A) FCC CALL SIGN/OTHER ID KNKQ247, et al.	(20A) PAYMENT TYPE CODE (PTC) C M C	(21A) QUANTITY 128	(22A) FEE DUE FOR (PTC) IN BLOCK 20A \$ 37,760.00	FCC USE ONLY
(23A) FCC CODE 1		(24A) FCC CODE 2		
(19B) FCC CALL SIGN/OTHER ID	(20B) PAYMENT TYPE CODE (PTC)	(21B) QUANTITY	(22B) FEE DUE FOR (PTC) IN BLOCK 20B \$	FCC USE ONLY
(23B) FCC CODE 1		(24B) FCC CODE 2		
(19C) FCC CALL SIGN/OTHER ID	(20C) PAYMENT TYPE CODE (PTC)	(21C) QUANTITY	(22C) FEE DUE FOR (PTC) IN BLOCK 20C \$	FCC USE ONLY
(23C) FCC CODE 1		(24C) FCC CODE 2		
(19D) FCC CALL SIGN/OTHER ID	(20D) PAYMENT TYPE CODE (PTC)	(21D) QUANTITY	(22D) FEE DUE FOR (PTC) IN BLOCK 20D \$	FCC USE ONLY
(23D) FCC CODE 1		(24D) FCC CODE 2		

SECTION D - TAXPAYER INFORMATION

(25) PAYER TIN **0131675522**

(26) COMPLETE THIS BLOCK ONLY IF APPLICANT NAME IN B-11 IS DIFFERENT FROM PAYER NAME IN A-2
APPLICANT TIN **0232259884**

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT
I, _____, Certify under penalty of perjury that the foregoing and supporting information
(PRINT NAME)
are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28) MASTERCARD/VISA ACCOUNT NUMBER: _____ EXPIRATION DATE: _____
MONTH YEAR

MASTERCARD

VISA I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE _____ DATE _____

FCC 490**FEDERAL COMMUNICATIONS COMMISSION**Approved by OMB
3060-0319
Est. Avg. Burden Hours
Per Response: 3 Hrs.**FCC Use Only**
(File Number)**Application for Assignment of Authorization
or Consent to Transfer of Control of Licensee**Commercial Mobile Radio Services
Rural Radiotelephone Service**FCC Use Only****FILING FEE**

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
CMC	128	\$295.00	\$ 37,760.00	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor GTE Corporation		T2. Voice Telephone Number 972-507-5000	
T3. Assumed Name Used for Doing Business (if any)		T4. Fax Telephone Number 972-507-5341	
T5. Mailing Street Address or P.O. Box 1255 Corporate Drive, P.O. Box 152257			
T6. City Irving		T7. State TX	T8. Zip Code 75015
T9. Name of Contact Representative (if other than Assignor or Transferor) Suzanne Carmel		T10. Voice Telephone Number 202-463-5295	
T11. Firm or Company Name GTE Service Corporation		T12. Fax Telephone Number 202-463-5239	
T13. Mailing Street Address or P.O. Box 1850 M Street, NW, Suite 1200			
T14. City Washington		T15. State DC	T16. Zip Code 20036

TYPE OF TRANSACTION

T17. This application requests (T)	<u>Assignment of authorization</u>	<u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (S)	<u>Sale or other transfer or assignment of stock</u>	<u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is (V)	<u>Voluntary</u>	<u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N)	<u>Yes</u>	<u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? ()	<u>Yes</u>	<u>No</u>

All necessary authorizations will be obtained.

ASSIGNMENT OF STOCK See Cover Application

Stock	Number of Shares	Classification
Shares to be transferred	T27.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee Bell Atlantic Corporation		T34. Voice Telephone Number 212-395-2121	
T35. Assumed Name Used for Doing Business (if any)		T36. Fax Telephone Number 212-597-2587	
T37. Mailing Street Address or P.O. Box 1095 Avenue of the Americas			
T38. City New York		T39. State NY	T40. Zip Code 10036

NEW LICENSEE INFORMATION (No change in identity)

T41. Legal Name of Licensee See Exhibit 1		T42. Voice Telephone Number 770-353-3525	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number 770-353-3538	
T45. Mailing Street Address or P.O. Box c/o Regulatory - A3REG, 245 Perimeter Center Parkway			
T46. City Atlanta		T47. State GA	T48. Zip Code 30346
T49. Taxpayer Identification Number See Exhibit 1		T50. Internet or e-mail address jrobbins@mobilnet.gte.com	

ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	Yes	No
T52. Is the assignee or transferee an alien or the representative of an alien?	(N)	Yes	No
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	Yes	No
T54. Is the assignee or transferee 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)	Yes	No
T55. Is the assignee or transferee 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? <small>* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.</small>	(N)	Yes	No

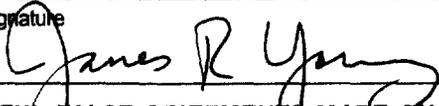
BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application 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?	(N)	Yes	No
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	Yes	No
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, 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)	Yes	No
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(Y)	Yes	No
See Exhibit 2			

ASSIGNOR OR TRANSFEROR CERTIFICATION

<p>The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor 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. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.</p>		
T60. Typed Name of Person Signing William P. Barr	T61. Title Exec. Vice Pres. & General Counsel	
T62. Signature 	T63. Date 9/30/98	

ASSIGNEE OR TRANSFEREE CERTIFICATION

<p>The ASSIGNEE or TRANSFEREE 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. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee 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. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.</p>			
T64. The assignee or transferee is a (an) (C) Individual <u>U</u> ncorporated Association <u>P</u> artnership <u>C</u> orporation			
T65. Typed Name of Person Signing James R. Young	T66. Title Exec. Vice Pres. & General Counsel		
T67. Signature 	T68. Date 10/1/98		
<p>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).</p>			

CELLULAR AUTHORIZATIONS TO BE TRANSFERRED

Alabama 1-Franklin RSA Partnership TIN: 631062657	307A2	KNKQ247	CL	5/8/92	VT
California RSA No. 4 Limited Partnership TIN: 581838692	339B	KNKN346	CL	5/1/91	VT
Chattanooga Cellular Telephone Company TIN: 621239133	088A	KNKA324	CL	11/20/87	VT
Danville Cellular Telephone Company, Limited Partnership TIN: 050443049	262A	KNKA693	CL	8/9/88	VT
Fayetteville Cellular Telephone Company Limited Partnership TIN: 561553636	149A	KNKA485	CL	4/26/88	VT
Florida RSA #1B (Naples) Limited Partnership TIN: 223104695	360B1	KNKN767	CL	12/17/90	VT
Fresno MSA Limited Partnership TIN: 581600154	074B	KNKA301	CL	4/22/86	SA
TIN: 581600154	150B	KNKA401	CL	7/21/87	SA
TIN: 581600154	097B	KNKA405	CL	2/26/87	SA
TIN: 581600154	347B	KNKN239	CL	11/2/89	SA
Gadsden CellTelCo Partnership TIN: 911447850	272A	KNKA607	CL	12/6/88	VT
GTE Mobilnet of Alabama Incorporated TIN: 911380757	249A1	KNKA665	CL	12/9/88	VT
TIN: 911380757	311A1	KNKQ224	CL	10/3/91	VT
GTE Mobilnet of Austin Limited Partnership TIN: 061128045	075B	KNKA302	CL	8/23/85	SA
GTE Mobilnet of California Limited Partnership TIN: 061083469	027B	KNKA211	CL	3/12/85	SA
TIN: 061083469	123B	KNKA449	CL	4/24/87	SA
TIN: 061083469	007B	KNKA228	CL	3/8/85	SA
TIN: 061083469	111B	KNKA381	CL	4/7/87	SA
TIN: 061083469	126B1	KNKA390	CL	7/22/87	VA
TIN: 061083469	175B	KNKA431	CL	10/15/87	SA

GTE Mobilnet of Central California Incorporated TIN: 581583752	341B	KNKN228	CL	12/4/90	VT
TIN: 581583752	344B	KNKN257	CL	3/18/91	VT
GTE Mobilnet of Clarksville Incorporated TIN: 570835953	209A	KNKA523	CL	9/1/88	VT
GTE Mobilnet of Cleveland Incorporated TIN: 061074490	586B2	KNKN987	CL	4/3/92	VA
GTE Mobilnet of Florence, Alabama Incorporated TIN: 911429231	226A	KNKA669	CL	3/6/89	VT
TIN: 911429231	307A1	KNKQ223	CL	2/21/92	VT
GTE Mobilnet of Fort Wayne Limited Partnership TIN: 061193894	096B	KNKA391	CL	11/5/87	SA
GTE Mobilnet of Huntsville Incorporated TIN: 363597575	120A	KNKA698	CL	4/18/88	VT
TIN: 363597575	308A	KNKN936	CL	11/29/91	VT
GTE Mobilnet of Indiana Limited Partnership TIN: 061083471	028B	KNKA216	CL	5/3/84	SA
TIN: 061083471	236B	KNKA554	CL	9/29/87	SA
TIN: 061083471	247B	KNKA593	CL	8/6/87	SA
TIN: 061083471	217B	KNKA629	CL	8/6/87	SA
TIN: 061083471	282B	KNKA642	CL	9/9/88	VA
TIN: 061083471	271B	KNKA689	CL	8/15/88	SA
GTE Mobilnet of Indiana RSA #3 Limited Partnership TIN: 760313882	405B	KNKN313	CL	8/30/90	VT
GTE Mobilnet of Indiana RSA #6 Limited Partnership TIN: 760313880	408B	KNKN488	CL	9/24/90	VT
GTE Mobilnet of Jacksonville II Incorporated TIN: 561585207	258A	KNKA756	CL	6/24/88	VT
GTE Mobilnet of Nashville Incorporated TIN: 911354631	046A	KNKA334	CL	9/4/87	VT
GTE Mobilnet of North Carolina Incorporated TIN: 050434011	047A	KNKA316	CL	12/19/85	VT
TIN: 050434011	579A	KNKQ246	CL	9/28/92	VT

GTE Mobilnet of Ohio Limited Partnership TIN: 061081702	016B	KNKA248	CL	12/4/84	SA
TIN: 061081702	052B	KNKA267	CL	9/30/85	VA
TIN: 061081702	087B	KNKA284	CL	2/2/87	SA
TIN: 061081702	136B	KNKA420	CL	10/29/87	SA
TIN: 061081702	130B	KNKA496	CL	10/21/87	SA
GTE Mobilnet of Raleigh Incorporated TIN: 050412886	071A	KNKA358	CL	9/9/85	VT
GTE Mobilnet of Santa Barbara Limited Partnership TIN: 061193890	124B	KNKA409	CL	11/5/87	SA
TIN: 061193890	340B	KNKN301	CL	1/24/90	VA
GTE Mobilnet of South Carolina Incorporated TIN: 050428941	090A	KNKA327	CL	1/22/98	VT
TIN: 050428941	631A	KNKQ236	CL	7/10/92	VT
GTE Mobilnet of South Texas Limited Partnership TIN: 061083457	010B	KNKA221	CL	9/27/84	SA
TIN: 061083457	101B	KNKN389	CL	8/6/87	VA
TIN: 061083457	170B	KNKA459	CL	4/29/87	SA
GTE Mobilnet of Tennessee Incorporated TIN: 911380763	085A	KNKA354	CL	1/22/88	VT
TIN: 911380763	651A	KNKN560	CL	9/12/91	VT
TIN: 911380763	643A	KNKN574	CL	10/16/91	VT
TIN: 911380763	645A	KNKN655	CL	10/28/91	VT
TIN: 911380763	649A	KNKN707	CL	11/10/91	VT
TIN: 911380763	648A	KNKN742	CL	8/21/91	VT
TIN: 911380763	647A	KNKN743	CL	1/7/92	VT
TIN: 911380763	644A	KNKN746	CL	12/5/91	VT
GTE Mobilnet of Terre Haute Limited Partnership TIN: 061193897	185B	KNKA497	CL	8/25/88	SA
GTE Mobilnet of Texas RSA #11 Limited Partnership TIN: 223104693	662B	KNKN538	CL	8/3/90	SA
GTE Mobilnet of Texas RSA #16 Limited Partnership TIN: 223104704	667B	KNKN608	CL	10/30/90	SA
GTE Mobilnet of Texas RSA #17 Limited Partnership TIN: 223104745	668B	KNKN494	CL	4/27/90	SA

GTE Mobilnet of Texas RSA #21 Limited Partnership TIN: 223104706	672B	KNKN534	CL	7/25/90	SA
GTE Mobilnet of Wilmington II Incorporated TIN: 311221413	218A	KNKA758	CL	5/26/88	VT
GTE Wireless Incorporated, GTE Mobilnet of Northwest Oregon Limited Partnership & GTE Mobilnet of Oregon Limited Partnership TIN: 223108649	018A	KNKA341	CL	4/11/86	VT
GTE Wireless of Houston Incorporated TIN: 061074489	287B	KNKA544	CL	2/25/88	SA
TIN: 061074489	300B	KNKA546	CL	6/9/88	SA
GTE Wireless of the Midwest Incorporated TIN: 061133385	119B	KNKA410	CL	12/10/87	VA
TIN: 061133385	098B	KNKA419	CL	12/3/87	VA
TIN: 061133385	293B	KNKA716	CL	3/6/89	VA
GTE Wireless of the Pacific Incorporated TIN: 061074494	050B	KNKA250	CL	5/30/86	VA
TIN: 061074494	385B	KNKN200	CL	1/12/89	VA
TIN: 061074494	386B	KNKN221	CL	8/24/89	VA
TIN: 061074494	387B	KNKN222	CL	8/24/89	VA

Mark					
GTE Wireless of the South Incorporated TIN: 581556126	022B	KNKA227	CL	11/30/84	VA
TIN: 581556126	157B	KNKA441	CL	1/19/88	VA
TIN: 581556126	444B	KNKN871	CL	2/24/92	VA
TIN: 581556126	630A	KNKN519	CL	9/18/91	VA
TIN: 581556126	307A3	KNKP866	CL	2/21/92	VT
TIN: 581556126	083B	KNKA278	CL	8/13/85	VA
TIN: 581556126	127B	KNKA491	CL	5/20/88	VT
TIN: 581556126	362B	KNKN605	CL	8/7/90	VA
TIN: 581556126	361B1	KNKN902	CL	2/25/91	VA
TIN: 581556126	311A2	KNKQ227	CL	11/27/91	VA
TIN: 581556126	114B	KNKA383	CL	4/10/87	VT
TIN: 581556126	211B	KNKA615	CL	8/6/87	VA
TIN: 581556126	370B2	KNKN794	CL	1/16/92	VA
TIN: 581556126	363B1	KNKN918	CL	12/20/90	VA
TIN: 581556126	167B	KNKA427	CL	7/9/87	VA
TIN: 581556126	280A	KNKA815	CL	10/29/90	VA
TIN: 581556126	449A	KNKN837	CL	1/2/92	VA
TIN: 581556126	684B1	KNKN978	CL	12/24/90	VT
TIN: 581556126	116A	KNKA638	CL	8/11/87	VA
TIN: 581556126	037A	KNKA266	CL	2/14/86	VA
TIN: 581556126	041A	KNKA343	CL	12/29/86	VT
TIN: 581556126	164B	KNKA595	CL	7/22/87	VA
TIN: 581556126	687B1	KNKN784	CL	12/24/91	VT
TIN: 581556126	683B	KNKN908	CL	12/24/90	VA
Illinois RSA 1 Limited Partnership TIN: 581918885	394B	KNKN930	CL	10/5/90	VT
Indiana RSA #1 Limited Partnership TIN: 223104709	403B1	KNKN604	CL	9/11/91	VT
Iowa RSA #5 Limited Partnership TIN: 581918864	416B	KNKN389	CL	1/18/91	VT
Iowa RSA No. 4 Limited Partnership TIN: 581918865	415B	KNKN536	CL	9/11/91	VT
Kentucky RSA No. 1 Partnership TIN: 581937518	443B	KNKQ306	CL	5/28/92	VT
Knoxville Cellular Telephone Company TIN: 521410180	079A	KNKA325	CL	12/22/87	VA
Memphis Cellular Telephone Company TIN: 911362241	036A	KNKA346	CL	12/24/86	VT
New Mexico RSA 3 Limited Partnership TIN: 581838686	555B	KNKN412	CL	12/5/90	VT
New Mexico RSA 6-I Partnership TIN: 581838694	558B1	KNKN265	CL	11/8/90	VA