

FCC MAIL SECTION

**PUBLIC NOTICE**

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DA 98-2035

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**GTE CORPORATION AND BELL ATLANTIC CORPORATION SEEK FCC  
CONSENT FOR A PROPOSED TRANSFER OF CONTROL AND  
COMMISSION SEEKS COMMENT ON PROPOSED PROTECTIVE ORDER FILED BY  
GTE AND BELL ATLANTIC**

CC DOCKET NO. 98-184

Released: October 8, 1998

**ON PROPOSED TRANSFER OF CONTROL:****Petitions/Comments due: November 23, 1998****Oppositions/Responses due: December 23, 1998****ON PROPOSED PROTECTIVE ORDER:****Petitions/Comments due: October 15, 1998****Oppositions/Responses due: October 22, 1998**

On October 2, 1998, GTE Corporation ("GTE") and Bell Atlantic Corporation ("Bell Atlantic") filed joint applications under Sections 214 and 310(d) of the Communications Act, 47 U.S.C. §§ 214 and 310(d), requesting Commission approval of the transfer of control to Bell Atlantic of licenses and authorizations controlled or requested by GTE or its affiliates or subsidiaries. This transfer of control would take place as the result of a proposed merger of Bell Atlantic and GTE. After the proposed merger, GTE would become a wholly owned subsidiary of Bell Atlantic, and the licenses and authorizations currently held by the affiliates or subsidiaries of GTE would continue to be held by those entities.<sup>1</sup>

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<sup>1</sup> Pursuant to the Agreement and Plan of Merger, Beta Gamma Corporation, a wholly-owned subsidiary of Bell Atlantic will merge with and into GTE.

GTE and Bell Atlantic submit that the proposed merger is likely to produce benefits in the markets for local, long distance, wireless, Internet and data, international, and bundled advanced telecommunications services. GTE and Bell Atlantic further submit that the proposed merger will serve the public interest, and that no aspect of the merger will produce significant anticompetitive effects in any telecommunications market.

Interested parties may file comments regarding or petitions to deny the applications no later than **November 23, 1998**. Oppositions or responses to these comments and petitions may be filed no later than **December 23, 1998**. For administrative convenience, the various applications listed below have been consolidated into one general docket. Accordingly, new file numbers will *not* be assigned to the individual applications for transfer of control. All filings regarding any aspect of the proposed merger should reference the Common Carrier docket assigned to this proceeding, **CC Docket No. 98-184**.

In addition, by this public notice, the Common Carrier Bureau (Bureau) is establishing a separate, abbreviated pleading cycle with respect to the protective order, under which counsel to parties to this proceeding will be able to obtain access to confidential information provided by the applicants in connection with this proceeding.

#### **1. EX PARTE STATUS OF THIS PROCEEDING**

Because this proceeding involves broad public policy issues, the Bureau will treat the proceeding as "permit but disclose" for purposes of the Commission's *ex parte* rules. See generally 47 C.F.R. §§ 1.1200-1.1216. Should circumstances warrant, the Bureau may designate this proceeding and all interrelated proceedings as restricted. As a "permit but disclose" proceeding, *ex parte* presentations will be governed by the procedures set forth in Section 1.1206 of the Commission's rules applicable to non-restricted proceedings.<sup>2</sup>

Parties making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must contain a summary of the substance of the presentation and not merely a listing of the subjects discussed. More than a one or two sentence description of the views and arguments presented is generally required. See 47 C.F.R. § 1.1206(b)(2), as revised. Other rules pertaining to oral and written presentations are set forth in Section 1.1206 (b) as well. Interested parties are to file with the Commission Secretary, Magalie Roman Salas, 1919 M Street, N.W., Room 222, Washington, D.C. 20554, and serve Janice Myles of the Policy and Program Planning Division, Common Carrier Bureau, Room 544, 1919 M Street, N.W., Washington D.C. 20554, and International Transcription Service, Inc., 1231 20th

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<sup>2</sup> An *ex parte* presentation is any communication (spoken or written) directed to the merits or outcome of a proceeding made to a Commissioner, a Commissioner's assistant, or other decision-making staff member, that, if written, is not served on other parties to the proceeding or, if oral, is made without an opportunity for all parties to be present. 47 C.F.R. Sec. 1.1201.

Street, N.W., Washington, D.C. 20036, with copies of any written *ex parte* presentations in these proceedings filed in the manner specified above.

## **2. TRANSFER OF CONTROL APPLICATIONS**

The applications for transfer of control of GTE's authorizations and licenses to Bell Atlantic include numerous Title II and Title III authorizations, licenses, certificates, and pending applications. Below is a non-exhaustive list of the types of authorizations and licenses involved in this transaction. They are separated by type of authorization and license, and, within each category, by the GTE subsidiary or affiliate that holds the authorization or license. Each GTE subsidiary or affiliate may hold multiple authorizations or licenses of a particular type. Interested parties should refer to the transfer of control applications for a listing of the authorizations or licenses. Parties should be aware that applications may have to be filed to identify any additional authorizations in the services noted.

### **Section 310 Applications**

#### **Experimental Radio Service (Part 5)**

The following are applications for consent to transfer control from GTE to Bell Atlantic of Experimental Radio Service authorizations held by subsidiaries of GTE.

GTE Government Systems Corporation (KM2XOV, *et al.*) (multiple authorizations)  
GTE Wireless Incorporated (WA2XPS)

#### **Multipoint Distribution Service (Part 21)**

The following is an application for consent to transfer control from GTE to Bell Atlantic of Multipoint Distribution Service authorizations held by a subsidiary of GTE:

GTE Media Ventures Incorporated (WMY435, *et al.*) (multiple authorizations)

#### **Public Mobile Services (Part 22)**

The following are applications for consent to transfer control from GTE to Bell Atlantic of Public Mobile Services authorizations held by affiliates or subsidiaries of GTE.

Alabama 1-Franklin RSA Partnership (KNKQ247)  
California RSA No. 4 Limited Partnership (KNKN346)  
Chattanooga Cellular Telephone Company (KNKA324)  
Danville Cellular Telephone Company Limited Partnership (KNKA693)  
Fayetteville Cellular Telephone Company Limited Partnership (KNKA485)

Florida RSA #1B (Naples) Limited Partnership (KNKN767)  
Fresno MSA Limited Partnership (KNKA301, *et al.*) (multiple authorizations)  
Gadsden CellTelCo Partnership (KNKA607)  
GTE Mobilnet of Alabama Incorporated (KNKA665, *et al.*) (multiple authorizations)  
GTE Mobilnet of Austin Limited Partnership (KNKA302)  
GTE Mobilnet of California Limited Partnership (KNKA211, *et al.*) (multiple authorizations)  
GTE Mobilnet of Central California Incorporated (KNKN228, *et al.*) (multiple authorizations)  
GTE Mobilnet of Clarksville Incorporated (KNKA523)  
GTE Mobilnet of Cleveland Incorporated (KNKN987)  
GTE Mobilnet of Florence, Alabama Incorporated (KNKA669, *et al.*) (multiple authorizations)  
GTE Mobilnet of Fort Wayne Limited Partnership (KNKA391)  
GTE Mobilnet of Huntsville Incorporated (KNKA698, *et al.*) (multiple authorizations)  
GTE Mobilnet of Indiana Limited Partnership (KNKA216, *et al.*) (multiple authorizations)  
GTE Mobilnet of Indiana RSA #3 Limited Partnership (KNKN313)  
GTE Mobilnet of Indiana RSA #6 Limited Partnership (KNKN488)  
GTE Mobilnet of Jacksonville II Incorporated (KNKA756)  
GTE Mobilnet of Nashville Incorporated (KNKA334)  
GTE Mobilnet of North Carolina Incorporated (KNKA316, *et al.*) (multiple authorizations)  
GTE Mobilnet of Ohio Limited Partnership (KNKA248, *et al.*) (multiple authorizations)  
GTE Mobilnet of Raleigh Incorporated (KNKA358)  
GTE Mobilnet of Santa Barbara Limited Partnership (KNKA409, *et al.*) (multiple authorizations)  
GTE Mobilnet of South Carolina Incorporated (KNKA327, *et al.*) (multiple authorizations)  
GTE Mobilnet of South Texas Limited Partnership (KNKA221, *et al.*) (multiple authorizations)  
GTE Mobilnet of Tennessee Incorporated (KNKA354, *et al.*) (multiple authorizations)  
GTE Mobilnet of Terre Haute Limited Partnership (KNKA497)  
GTE Mobilnet of Texas RSA #11 Limited Partnership (KNKN538)  
GTE Mobilnet of Texas RSA #16 Limited Partnership (KNKN608)  
GTE Mobilnet of Texas RSA #17 Limited Partnership (KNKN494)  
GTE Mobilnet of Texas RSA #21 Limited Partnership (KNKN534)  
GTE Mobilnet of Wilmington II Incorporated (KNKA758)  
GTE Wireless Incorporated, GTE Mobilnet of Northwest Oregon Limited Partnership and GTE Mobilnet of Oregon Limited Partnership (KNKA341)  
GTE Wireless of Houston Incorporated (KNKA544, *et al.*) (multiple authorizations)

GTE Wireless of the Midwest Incorporated (KNKA410, *et al.*) (multiple authorizations)  
GTE Wireless of the Pacific Incorporated (KNKA250, *et al.*) (multiple authorizations)  
GTE Wireless of the South Incorporated (KNKA227, *et al.*) (multiple authorizations)  
Illinois RSA 1 Limited Partnership (KNKN930)  
Indiana RSA #1 Limited Partnership (KNKN604)  
Iowa RSA #5 Limited Partnership (KNKN389)  
Iowa RSA No. 4 Limited Partnership (KNKN536)  
Kentucky RSA No. 1 Partnership (KNKQ306)  
Knoxville Cellular Telephone Company (KNKA325)  
Memphis Cellular Telephone Company (KNKA346)  
New Mexico RSA 3 Limited Partnership (KNKN412)  
New Mexico RSA 6-I Partnership (KNKN265)  
New Mexico RSA No. 5 Limited Partnership (KNKN366)  
Ohio RSA #3 Limited Partnership (KNKQ312)  
Rockford MSA Limited Partnership (KNKA477)  
Southern Indiana RSA Limited Partnership (KNKN388, *et al.*) (multiple authorizations)  
Texas RSA 10B3 Limited Partnership (KNKN888)  
Tuscaloosa Cellular Partnership (KNKA783)  
Virginia Cellular Limited Partnership (KNKA306, *et al.*) (multiple authorizations)  
Virginia RSA 5 Limited Partnership (KNKN919)  
GTE Pacifica Incorporated (KNKN616)  
Contel of Minnesota, Inc. (KAD928, *et al.*) (multiple authorizations)  
Contel of the South, Inc. (KFJ883, *et al.*) (multiple authorizations)  
GTE California Incorporated (KKB644, *et al.*) (multiple authorizations)  
GTE Florida Incorporated (KRS703, *et al.*) (multiple authorizations)  
GTE Hawaiian Telephone Company Incorporated (KNKC945, *et al.*) (multiple authorizations)  
GTE Midwest Incorporated (KLF642, *et al.*) (multiple authorizations)  
GTE North Incorporated (KDS784, *et al.*) (multiple authorizations)  
GTE South Incorporated (KIY450, *et al.*) (multiple authorizations)  
GTE Southwest Incorporated (KFL875, *et al.*) (multiple authorizations)  
Contel of Minnesota, Inc. (KAI84, *et al.*) (multiple authorizations)  
GTE California Incorporated (KNKD494, *et al.*) (multiple authorizations)  
GTE Hawaiian Telephone Company Incorporated (KNKL826, *et al.*) (multiple authorizations)  
GTE North Incorporated (KNKH947, *et al.*) (multiple authorizations)  
GTE Northwest Incorporated (KSQ50, *et al.*) (multiple authorizations)  
GTE Southwest Incorporated (KLH27, *et al.*) (multiple authorizations)  
GTE West Coast Incorporated (KNKM959)  
GTE Airfone Incorporated (KNKG804)

GTE Florida Incorporated (KWU228)

**Personal Communications Services (Part 24)**

The following are applications for consent to transfer control from GTE to Bell Atlantic of Personal Communications Services authorizations held by affiliates or subsidiaries of GTE.

GTE Wireless of the Midwest Incorporated (KNFL236)

GTE Wireless of the Pacific Incorporated (KNFL283, *et al.*) (multiple authorizations)

**Satellite Communications (Part 25)**

The following are applications for consent to transfer control from GTE to Bell Atlantic of Satellite Communications authorizations held by affiliates or subsidiaries of GTE.

GTE Government Systems Corporation (E880957, *et al.*) (multiple authorizations)

GTE Telecom Incorporated (E880472, *et al.*) (multiple authorizations)

GTE Pacifica Incorporated (KA256, *et al.*) (multiple authorizations)

GTE Hawaiian Tel International Incorporated (KA278, *et al.*) (multiple authorizations)

**Cable Television Relay Service (Part 78)**

The following is an application for consent to transfer control from GTE to Bell Atlantic of Cable Television Relay Service station authorizations held by a subsidiary of GTE.

GTE Media Ventures Incorporated (WLY474, *et al.*) (multiple authorizations)

**Private Land Mobile Radio Services (Part 90)**

The following are applications for consent to transfer control from GTE to Bell Atlantic of Private Land Mobile Radio Services authorizations held by subsidiaries or affiliates of GTE.

Contel of Minnesota, Inc. (KAO526, *et al.*) (multiple authorizations)

Contel of the South, Inc. (KA4706, *et al.*) (multiple authorizations)

GTE Alaska Incorporated (KD20820)

GTE Arkansas Incorporated (KNCF810, *et al.*) (multiple authorizations)

GTE California Incorporated (KBA608, *et al.*) (multiple authorizations)

GTE Florida Incorporated (KS5536, *et al.*) (multiple authorizations)

GTE Government Services (WPFT843)

GTE Hawaiian Telephone Company Incorporated (KCZ992, *et al.*) (multiple

authorizations)

GTE Midwest Incorporated (KJE503, *et al.*) (multiple authorizations)  
GTE Mobilnet of San Diego Incorporated (WPJH274)  
GTE North Incorporated (KAR352, *et al.*) (multiple authorizations)  
GTE Northwest Incorporated (KA42310, *et al.*) (multiple authorizations)  
GTE South Incorporated (KER560, *et al.*) (multiple authorizations)  
GTE Southwest Incorporated (KA53549, *et al.*) (multiple authorizations)  
GTE West Coast Incorporated (WZS994)  
GTE Wireless Incorporated (KNNU869)  
GTE Wireless of the South Incorporated (KNNJ677, *et al.*) (multiple authorizations)  
GTE (WPGA398)  
GTE Airfone Incorporated (KB69335)  
GTE Business Sales Center (WPGV236)  
GTE California Incorporated (KJT445, *et al.*) (multiple authorizations)  
GTE Data Services Incorporated (KD28968, *et al.*) (multiple authorizations)  
GTE Directories Corporation (WPHF815, *et al.*) (multiple authorizations)  
GTE Florida Incorporated (KRK505, *et al.*) (multiple authorizations)  
GTE General Telephone & Electronics Customer Networks (WNZV866)  
GTE Government Systems Corporation (KD35528, *et al.*) (multiple authorizations)  
GTE Hawaiian Telephone Company Incorporated (WPCB443, *et al.*) (multiple authorizations)  
GTE Laboratories Incorporated (KB71006)  
GTE Midwest Incorporated (WNNN436, *et al.*) (multiple authorizations)  
GTE North Incorporated (KB24154, *et al.*) (multiple authorizations)  
GTE Northwest Incorporated (WNVD249, *et al.*) (multiple authorizations)  
GTE Service Corporation (WNKC508, *et al.*) (multiple authorizations)  
GTE South Incorporated (KH7859, *et al.*) (multiple authorizations)  
GTE Southwest Incorporated (WNHG679, *et al.*) (multiple authorizations)  
GTE Telecom Incorporated (WPKN439)  
GTE Telephone Operations (WPGQ233)  
The Micronesian Telecommunications Corporation (WNNN235)

### **Fixed Microwave Services (Part 101)**

The following are applications for consent to transfer control from GTE to Bell Atlantic of Fixed Microwave Services authorizations held by subsidiaries of GTE.

Contel of Minnesota, Inc. (KBK91, *et al.*) (multiple authorizations)  
Contel of the South, Inc. (KJG75, *et al.*) (multiple authorizations)  
GTE Arkansas Incorporated (KVD71, *et al.*) (multiple authorizations)  
GTE California Incorporated (KGD53, *et al.*) (multiple authorizations)  
GTE Florida Incorporated (KIY21, *et al.*) (multiple authorizations)

GTE Hawaiian Telephone Company Incorporated (KCG66, *et al.*) (multiple authorizations)  
GTE Midwest Incorporated (KPP77, *et al.*) (multiple authorizations)  
GTE North Incorporated (KA86001, *et al.*) (multiple authorizations)  
GTE Northwest Incorporated (KOT44, *et al.*) (multiple authorizations)  
GTE South Incorporated (KCG60, *et al.*) (multiple authorizations)  
GTE Southwest Incorporated (KK7264, *et al.*) (multiple authorizations)  
GTE West Coast Incorporated (KML48, *et al.*) (multiple authorizations)  
The Micronesian Telecommunications Corporation (WLA724, *et al.*) (multiple authorizations)  
California RSA No. 4 Limited Partnership (WLR388, *et al.*) (multiple authorizations)  
Chattanooga Cellular Telephone Company (WLL395, *et al.*) (multiple authorizations)  
Danville Cellular Telephone Company Limited Partnership (WLL415, *et al.*) (multiple authorizations)  
Fayetteville Cellular Telephone Company Limited Partnership (WLN563, *et al.*) (multiple authorizations)  
Florida RSA #1B (Naples) Limited Partnership (WMN407, *et al.*) (multiple authorizations)  
Gadsden CellTelCo Partnership (WMM897, *et al.*) (multiple authorizations)  
GTE Mobilnet of Alabama Incorporated (WMM896)  
GTE Mobilnet of Asheville Incorporated (WMJ558, *et al.*) (multiple authorizations)  
GTE Mobilnet of Austin Limited Partnership (WLK478, *et al.*) (multiple authorizations)  
GTE Mobilnet of California Limited Partnership (WLK512, *et al.*) (multiple authorizations)  
GTE Mobilnet of Clarksville Incorporated (WLT942, *et al.*) (multiple authorizations)  
GTE Mobilnet of Florence, Alabama Incorporated (WLR354, *et al.*) (multiple authorizations)  
GTE Mobilnet of Florence, South Carolina Incorporated (WLT728, *et al.*) (multiple authorizations)  
GTE Mobilnet of Fort Wayne Limited Partnership (WLL651, *et al.*) (multiple authorizations)  
GTE Mobilnet of Fresno MSA Limited Partnership (WLC618, *et al.*) (multiple authorizations)  
GTE Mobilnet of Huntsville Incorporated (WHB554, *et al.*) (multiple authorizations)  
GTE Mobilnet of Indiana Limited Partnership (WLL637, *et al.*) (multiple authorizations)  
GTE Mobilnet of Jacksonville II Incorporated (WLL514, *et al.*) (multiple authorizations)  
GTE Mobilnet of Nashville Incorporated (WLN577, *et al.*) (multiple authorizations)  
GTE Mobilnet of North Carolina Incorporated (WLA307, *et al.*) (multiple authorizations)

GTE Mobilnet of Ohio Limited Partnership (WLB360, *et al.*) (multiple authorizations)  
GTE Mobilnet of Raleigh Incorporated (WLC487, *et al.*) (multiple authorizations)  
GTE Mobilnet of Santa Barbara Limited Partnership (WLL656, *et al.*) (multiple authorizations)  
GTE Mobilnet of South Carolina Incorporated (WLK649, *et al.*) (multiple authorizations)  
GTE Mobilnet of South Texas Limited Partnership (WHO816, *et al.*) (multiple authorizations)  
GTE Mobilnet of Tennessee Incorporated (WLL545, *et al.*) (multiple authorizations)  
GTE Mobilnet of Terre Haute Limited Partnership (WLL650, *et al.*) (multiple authorizations)  
GTE Mobilnet of Texas RSA #3 Limited Partnership (WLR222)  
GTE Mobilnet of Texas RSA #6 Limited Partnership (WLR221, *et al.*) (multiple authorizations)  
GTE Mobilnet of Texas RSA #11 Limited Partnership (WLR216)  
GTE Mobilnet of Texas RSA #16 Limited Partnership (WLR220, *et al.*) (multiple authorizations)  
GTE Mobilnet of Texas RSA #17 Limited Partnership (WLR217, *et al.*) (multiple authorizations)  
GTE Mobilnet of Texas RSA #21 Limited Partnership (WLR215)  
GTE Mobilnet of the Midwest Incorporated (WLN850, *et al.*) (multiple authorizations)  
GTE Mobilnet of the Southwest Incorporated (WLB847, *et al.*) (multiple authorizations)  
GTE Mobilnet of Wilmington II Incorporated (WLL517, *et al.*) (multiple authorizations)  
GTE Wireless Incorporated, GTE Mobilnet of Northwest Oregon Limited Partnership, and GTE Mobilnet of Oregon Limited Partnership (WHE479, *et al.*) (multiple authorizations)  
GTE Wireless of Houston Incorporated (WLL653, *et al.*) (multiple authorizations)  
GTE Wireless of the Midwest Incorporated (WLL902, *et al.*) (multiple authorizations)  
GTE Wireless of the Pacific Incorporated (WLL657, *et al.*) (multiple authorizations)  
GTE Wireless of the South Incorporated (WHD201, *et al.*) (multiple authorizations)  
Illinois RSA 1 Limited Partnership (WLV321, *et al.*) (multiple authorizations)  
Indiana RSA #1 Limited Partnership (WLR214, *et al.*) (multiple authorizations)  
Iowa RSA 5 Limited Partnership (WLR377)  
Kentucky RSA No. 1 Partnership (WMQ310, *et al.*) (multiple authorizations)  
Knoxville Cellular Telephone Company (WLL396, *et al.*) (multiple authorizations)  
Memphis Cellular Telephone Company (WLK624, *et al.*) (multiple authorizations)  
New Mexico RSA 3 Limited Partnership (WLR328, *et al.*) (multiple authorizations)  
New Mexico RSA 6-1 Partnership (WLV571, *et al.*) (multiple authorizations)  
New Mexico RSA No. 5 Limited Partnership (WMQ629, *et al.*) (multiple authorizations)

Rockford MSA Limited Partnership (WLN820, *et al.*) (multiple authorizations)  
Southern Indiana RSA Limited Partnership (WLR347, *et al.*) (multiple authorizations)  
Texas RSA 10B3 Limited Partnership (WLR351, *et al.*) (multiple authorizations)  
Tuscaloosa Cellular Partnership (WLS497, *et al.*) (multiple authorizations)  
Virginia Cellular Limited Partnership (WLB675, *et al.*) (multiple authorizations)  
GTE Government Systems Corporation (WJL21, *et al.*) (multiple authorizations)  
GTE Telecom Incorporated (WBA718, *et al.*) (multiple authorizations)  
GTE California Incorporated (WNEU452, *et al.*) (multiple authorizations)

### **Section 214 Applications**

The following are applications for consent to transfer control from GTE to Bell Atlantic of section 214 authorizations or interests in such authorizations held or requested by GTE or its affiliates or subsidiaries as well as cable landing licenses or interests in such licenses held or requested by GTE or its affiliates or subsidiaries.

GTE Hawaiian Tel International Incorporated, *et al.* (ITC-96-645, *et al.*) (multiple authorizations)  
GTE Pacifica Incorporated, *et al.* (SCL-92-003-AL, *et al.*) (multiple authorizations)  
Western Arkansas Telephone Company, *et al.* (P-C-8749, *et al.*) (multiple authorizations)

### **3. SECTION 212 REQUEST**

Pursuant to Section 212 of the Communications Act, 47 U.S.C. § 212, and Part 62 of the Commission's Rules, 47 C.F.R. §§ 62.1-62.26, Bell Atlantic requests that, upon Commission approval of and subsequent consummation of the proposed merger between Bell Atlantic and GTE, the Commission declare that Bell Atlantic's local exchange carrier subsidiaries will be "commonly owned carriers" within the meaning of Section 62.2 of the Commission's Rules. Bell Atlantic states that grant of this request would serve as a blanket authorization for the merged company and its subsidiaries to have and maintain common officers and directors without further prior application to the Commission.

### **4. REQUEST FOR EXEMPTION**

Under 47 C.F.R. §§ 21.123(c)(6), 22.123(a), 24.823(g)(3), 25.116(b)(3), applicants have requested a blanket exemption from cut-off rules that may apply to applications under Parts 21, 22, 24, 25.

### **5. PROPOSED PROTECTIVE ORDER**

On October 7, 1998, GTE and Bell Atlantic filed with the Commission a proposed

protective order, seeking confidential treatment of certain materials requested by the Commission. Where confidential treatment of materials is appropriate, we intend to adopt a protective order. This approach will ensure the confidentiality of such materials where appropriate, but enable the parties that sign the protective order to have access to the materials subject to the terms and conditions of the protective order. To this end, we request public comment on the proposed protective order submitted by GTE and Bell Atlantic, which is attached to this Notice.

Interested parties are to file comments on the proposed protective order no later than **October 15, 1998**. Reply comments are to be filed no later than **October 22, 1998**.

## **6. GENERAL INFORMATION**

The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's Rules or policies.

Final action will not be taken on the applications earlier than 31 days following the date of this Notice. Interested parties may file pleadings as indicated above regarding the applications. An original and 12 copies of all pleadings, in accordance with Section 1.51(c) of the Commission's Rules, 47 C.F.R. § 1.51(c) must be filed with the Commission's Secretary, Magalie Roman Salas, 1919 M Street, N.W., Room 222, Washington, D.C. 20554. In addition, copies of each pleading must be filed with other offices, in the following manner: (1) one copy with International Transcription Service, Inc., the Commission's duplicating contractor, at its office at 1231 20th Street, N.W., Washington, D.C. 20036, telephone (202) 857-3800; (2) two copies with the Chief, Policy and Program Planning Division, Common Carrier Bureau, 1919 M Street, N.W., Room 544, Washington, D.C. 20554; (3) two copies with the Chief, International Bureau, 2000 M Street, N.W., Room 800, Washington, D.C. 20554; (4) one copy with Jeanine Poltronieri, Wireless Telecommunications Bureau, 2025 M Street, N.W., Room 5002, Washington D.C. 20554; and (5) one copy with the Chief, Commercial Wireless Division, 2100 M Street, N.W., Room 7023, Washington, D.C. 20554.

In addition to filing paper comments, parties may also file comments using the Commission's Electronic Comment Filing System (ECFS). See Electronic Filing of Documents in Rulemaking Proceedings, 63 Fed. Reg. 24,121 (1998). Comments filed through the ECFS can be sent as an electronic file via the Internet to <<http://www.fcc.gov/e-file/ecfs.html>>. Generally, only one copy of an electronic submission must be filed. If multiple docket or rulemaking numbers appear in the caption of this proceeding, however, commenters must transmit one electronic copy of the comments to each docket or rulemaking number referenced in the caption. In completing the transmittal screen, commenters should include their full name, Postal Service mailing address, and the applicable docket or

rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send an e-mail to [ecfs@fcc.gov](mailto:ecfs@fcc.gov), and should include the following words in the body of the message, "get form <your e-mail address." A sample form and directions will be sent in reply.

Parties are also encouraged to file a copy of all pleadings on a 3.5 inch diskette in an IBM-compatible format using Wordperfect 5.1 for Windows software in a "read only" mode. Diskette submissions should be in addition to, and not a substitute for, the hard copy filing requirements reviewed above. All diskettes should be clearly labeled with: (1) the party's name; (2) the name of the proceeding and docket number; (3) the type of filing submitted (e.g., comments or oppositions); and (4) the date of submission. The diskettes should be accompanied by a cover letter and filed with Cecilia Stephens of the Policy and Program Planning Division, Common Carrier Bureau, Room 544, 1919 M Street, N.W., Washington D.C. 20554.

Copies of the applications and any subsequently filed documents in this matter may be obtained from International Transcription Service, Inc., 1231 20th Street, N.W., Washington, D.C. 20036, telephone (202) 857-3800. Electronic versions of the applications will also be available on the FCC's Internet Home Page (<http://www.fcc.gov>), and through the Commission's Electronic Comment Filing System. To the extent that parties file electronic versions of responsive pleadings, such filings also will be available on the FCC's Internet Home Page and through the Commission's Electronic Comment Filing System. Copies of the applications and documents are also available for public inspection and copying during normal reference room hours at the Commission's Reference Center, 1919 M Street, N.W., Room 239 Washington, D.C. 20554.

For further information, contact To-Quyen Truong, or Michael Kende, Policy and Program Planning Division, Common Carrier Bureau, at (202) 418-1580.

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## EXHIBIT A

### PROTECTIVE ORDER

1. On October 2, 1998, Bell Atlantic Corporation ("Bell Atlantic") and GTE Corporation ("GTE") filed applications with the Federal Communications Commission (the "Commission") pursuant to Sections 214 and 310 of the Communications Act to transfer control of GTE's FCC authorizations to Bell Atlantic. The Commission anticipates that it may seek documents in this proceeding from Bell Atlantic and GTE (individually or collectively, the "Submitting Party") that contain proprietary or confidential information, and, therefore, should be made available pursuant to a protective order. Consequently, the Bureau enters this Protective Order to ensure that the documents considered by the Submitting Party to be confidential and proprietary are afforded protection. This Order does not constitute a resolution of the merits concerning whether any confidential information would be released publicly by the Commission upon a proper request under the Freedom of Information Act (FOIA) or otherwise.

2. *Non-Disclosure of Stamped Confidential Documents.* Except with the prior written consent of the Submitting Party, or as hereinafter provided under this Order, neither a Stamped Confidential Document nor the contents thereof may be disclosed by a reviewing party to any person. A "Stamped Confidential Document" shall mean any document that bears the legend (or which otherwise shall have had the legend recorded upon it in a way that brings its attention to a reasonable examiner) "CONFIDENTIAL INFORMATION - SUBJECT TO PROTECTIVE ORDER IN CC Docket No. 98-184 before the Federal Communications Commission" to signify that it contains information that the Submitting Party believes should be subject to protection under FOIA and the Commission's implementing rules unless the Commission determines, *sua sponte* or by petition, pursuant to sections 0.459 or 0.461 of its rules that any such document is not entitled to confidential treatment. For purposes of this order, the term "document" means all written, recorded, electronically stored, or graphic material, whether produced or created by a party or another person.

3. *Permissible Disclosure.* Subject to the requirements of paragraph 5, Stamped Confidential Documents may be reviewed by outside counsel of record and in-house counsel who are actively engaged in the conduct of this proceeding, provided that those in-house counsel seeking access are not involved in competitive decision-making, *i.e.*, counsel's activities, association, and relationship with a client that are such as to involve counsel's advice and participation in any or all of the client's business decisions made in light of similar or corresponding information about a competitor. Subject to the requirements of paragraph 5 and subject to the obligation to secure the confidentiality of Stamped Confidential Documents in accordance with the terms of this order, such counsel may disclose Stamped Confidential Documents to: (i) the partners, associates, secretaries, paralegal assistants, and employees of such counsel to the extent reasonably necessary to render professional services in this proceeding; ii) Commission officials involved in this proceeding; (iii) outside consultants or experts retained for the purpose of assisting counsel in these proceedings and who are not

involved in the analysis underlying the business decisions and who do not participate directly in the business decisions of any competitor of any Submitting Party; (iv) employees of such counsel involved solely in one or more aspects of organizing, filing, coding, converting, storing, or retrieving data or designing programs for handling data connected with this proceeding; and (v) employees of third-party contractors performing one or more of these functions. The Submitting Party shall make available for review the Stamped Confidential Documents at the offices of Bell Atlantic, 1300 I Street, NW, Suite 400 West, Washington, DC 20006 (Don Evans, contact) and at the offices of GTE, 1850 M Street NW, Suite 1200, Washington, DC 20036 (Alan Ciamporcero, contact).

4. *Access to Confidential Documents.* Counsel described in paragraph 3 shall have the obligation to ensure that access to Stamped Confidential Documents is strictly limited as prescribed in this order. Such counsel shall further have the obligation to ensure (i) that Stamped Confidential Documents are used only as provided in this order; and (ii) that Stamped Confidential Documents are not duplicated except as necessary for filing at the Commission under seal as provided in paragraph 7.

5. *Procedures for Obtaining Access to Confidential Documents.* In all cases where access to Stamped Confidential Documents is permitted pursuant to paragraph 3, and before reviewing or having access to any Stamped Confidential Documents, each person seeking such access shall execute the Acknowledgment of Confidentiality to the Commission and to each Submitting Party so that it is received by each Submitting Party five business days prior to such person's reviewing or having access to any such Stamped Confidential Documents. Each Submitting Party shall have an opportunity to object to the disclosure of Stamped Confidential Documents to any such persons. Any objection must be filed at the Commission and served on counsel representing, retaining or employing such person within three business days after receiving a copy of that person's Acknowledgment of Confidentiality. Until any such objection is resolved by the Commission and any court of competent jurisdiction prior to any disclosure, and unless that objection is resolved in favor of the person seeking access, persons subject to an objection from a Submitting Party shall not have access to Stamped Confidential Documents.

6. *Requests for Additional Disclosure.* If any person requests disclosure of Stamped Confidential Documents outside the terms of this protective order, such requests will be treated in accordance with sections 0.442 and 0.461 of the Commission's rules.

7. *Use of Confidential Information.* Counsel described in paragraph 3 may, in any documents that they file in this proceeding, reference information found in Stamped Confidential Documents or derived therefrom (hereinafter, "Confidential Information"), but only if they comply with the following procedure:

- a. Any portions of the pleadings that contain or disclose Confidential Information must be physically segregated from the remainder of the pleadings;
- b. The portions of pleadings containing or disclosing Confidential

Information must be covered by a separate letter to the Secretary of the Commission referencing this Protective Order;

c. Each page of any party's filing that contains or discloses Confidential Information subject to this Order must be clearly marked: "Confidential Information included pursuant to Protective Order, CC Docket No. 98-184;" and

d. The confidential portion(s) of the pleading shall be served upon the Secretary of the Commission and each Submitting Party. Such confidential portions shall be served under seal, and shall not be placed in the Commission's Public File. A party filing a pleading containing Confidential Information shall also file a redacted copy of the pleading containing no Confidential Information, which copy shall be placed in the Commission's public files. Parties may provide courtesy copies under seal of pleadings containing Confidential Information to Commission staff.

8. **No Waiver of Confidentiality.** Disclosure of Confidential Information as provided herein by any person shall not be deemed a waiver by any Submitting Party of any privilege or entitlement to confidential treatment of such Confidential Information. Reviewing parties, by viewing these material: (a) agree not to assert any such waiver; (b) agree not to use information derived from any confidential materials to seek disclosure in any other proceeding; and (c) agree that accidental disclosure of Confidential Information by a Submitting Party shall not be deemed a waiver of any privilege or entitlement as long as the Submitting Party takes prompt remedial action.

9. **Subpoena by Courts or Other Agencies.** If a court or another administrative agency subpoenas or orders production of Stamped Confidential Documents or Confidential Information that a party has obtained under terms of this order, such party shall promptly notify each Submitting party of the pendency of such subpoena or order. Consistent with the independent authority of any court or administrative agency, such notification must be accomplished such that the Submitting Party has a full opportunity to oppose such production prior to the production or disclosure of any Stamped Confidential Document or Confidential Information.

10. **Client Consultation.** Nothing in this order shall prevent or otherwise restrict counsel from rendering advice to their clients relating to the conduct of this proceeding and any subsequent judicial proceeding arising therefrom and, in the course thereof, relying generally on examination of Stamped Confidential Documents; provided, however, that in rendering such advice and otherwise communicating with such client, counsel shall not disclose Stamped Confidential Documents or Confidential Information.

11. **Violations of Protective Order.** Persons obtaining access to Stamped Confidential Documents or Confidential Information under this order shall use the information solely for preparation and the conduct of this proceeding as delimited in paragraphs 4, 7, and 10, and any subsequent judicial proceeding arising directly from this proceeding and, except as provided herein, shall not use such information for any other purpose, including business,

governmental, commercial, or other administrative, regulatory or judicial proceedings. Parties will be permitted to use these materials in connection with communications and submissions to the Department of Justice as they pertain to that agency's review of the antitrust aspects of the proposed merger of Bell Atlantic and GTE. Should a party that has properly obtained access to Confidential Information under this Protective Order violate any of its terms, that party shall immediately convey that fact to the Commission and to the Submitting Party. Further, should such violation consist of improper disclosure of Confidential Information, the violating party shall take all necessary steps to remedy the improper disclosure. The Commission retains its full authority to fashion appropriate sanctions for violations of this Protective Order.

12. *Prohibited Copying.* If, in the judgment of the Submitting Party, a document contains information so sensitive that it should not be copied by anyone, it shall bear the additional legend "Copying Prohibited," and no copies of such document, in any form, shall be made. Application for relief from this restriction against copying may be made to the Commission, with notice to counsel for the Submitting Party.

13. *Termination of Proceeding.* The provisions of this order shall not terminate at the conclusion of this proceeding. Within two weeks after conclusion of this proceeding (which includes any administrative or judicial review), Stamped Confidential Documents and all copies of same shall be returned to the Submitting Party. No material whatsoever derived from Stamped Confidential Documents may be retained by any person having access thereto, except counsel to a party in this proceeding (as described in paragraph 3) may retain, under the continuing strictures of this order, two copies of pleadings containing confidential information prepared on behalf of that party. All counsel of record shall make certification of compliance herewith and shall deliver the same to counsel for the Submitting Party not more than three weeks after conclusion of this proceeding.

14. *Authority.* This Order is issued pursuant to Section 4(i), 214(a), and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 214(a), and 310(d), Section 4 of the Freedom of Information Act, 5 U.S.C. § 552(b)(4), and authority delegated under Section 0.261 of the Commission's rules, 47 C.F.R. § 0.261, and is effective upon its adoption.

FEDERAL COMMUNICATIONS COMMISSION

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Kathryn C. Brown  
Chief, Common Carrier Bureau

**Appendix A**

*ACKNOWLEDGEMENT OF CONFIDENTIALITY*

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceeding and I understand it. I agree that I am bound by this Order and that I shall not disclose or use documents or information designated as "CONFIDENTIAL INFORMATION" or any information gained therefrom except as allowed by the Order. I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the order is due solely to my capacity as counsel to a party or other person described in paragraph 3 of the foregoing Protective Order and that I will not use such information in any other capacity nor will I disclose such information except as specifically provided in the order.

Executed at \_\_\_\_\_ this \_\_ day of \_\_\_\_\_, 199\_.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title