

FCC MAIL SECTION



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
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DA 00-277

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**BELL ATLANTIC, VODAFONE, AND ALLTEL SEEK FCC CONSENT
FOR ASSIGNMENT AND TRANSFER OF CONTROL OF WIRELESS
LICENSES TO COMPLY WITH CELLULAR CROSS OWNERSHIP
RULES AND DEPARTMENT OF JUSTICE CONSENT DECREE
REGARDING PENDING APPLICATIONS OF BELL ATLANTIC AND
VODAFONE**

WT Docket No. 00-25

Bell Atlantic Corporation and various affiliates ("Bell Atlantic"), Vodafone AirTouch Plc ("Vodafone"), and ALLTEL Corporation and various of its affiliates ("ALLTEL") have filed applications under Section 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(d), requesting Commission approval of the assignment and transfer of control of certain cellular and related microwave licenses issued by the Commission.

In January 2000, Bell Atlantic and Vodafone entered into a series of agreements with ALLTEL that provide for like-kind asset exchanges as well as various assignments and transfers of control of cellular and related microwave properties. These transactions, if approved by the Commission, would eliminate ownership overlaps between Bell Atlantic and Vodafone by transferring various of their overlapping interests in markets in Arizona and New Mexico to ALLTEL. As part of the transactions, ALLTEL would transfer its interests in certain other markets to Bell Atlantic, none of which would create any new overlapping interests between Bell Atlantic and Vodafone.

The transactions contemplated by these applications are intended to enable Bell Atlantic and Vodafone, which seek to merge their U.S. wireless operations,¹ to achieve compliance with

¹ In September 1999 Bell Atlantic and Vodafone entered into an agreement to combine their domestic wireless operations. In applications filed with the Commission seeking its approval of the transfer of control or assignment of various authorizations called for by that agreement, Bell Atlantic and Vodafone state that they hold overlapping interests in a number of cellular markets in Arizona and New Mexico. See "Vodafone AirTouch and

both the Commission's cellular cross ownership rules, as contemplated in their October 1999 applications before the Commission, and with the December 1999 consent decree they reached with the U.S. Department of Justice (USDOJ). In their commitments to both the Commission and USDOJ, Bell Atlantic and Vodafone agreed to divest of various overlapping cellular licenses in Arizona and New Mexico.

This public notice lists four groups of transactions. The first and second groups of transactions involve preliminary transactions that must be completed before Bell Atlantic and ALLTEL can effect an exchange of properties between them. The third and fourth groups involve the exchanges between Bell Atlantic and ALLTEL. The transactions are summarized below. Detailed descriptions of these transactions are set forth in the applications before the Commission.

The first group of transactions involves transfers of control from Vodafone to ALLTEL. Specifically, two of ALLTEL's affiliates, 360 Communications Company of Iowa, Inc. ("360 of Iowa") and 360 Communications Company, will purchase Vodafone's general and limited partnership interests in certain Nevada markets. The second group of transactions involves assignments between ALLTEL affiliates.² Specifically, ALLTEL affiliates will merge the Nevada interests from the first transaction into another ALLTEL affiliate, 360 Communications Company of Nevada Limited Partnership ("360 of Nevada"), and ALLTEL's affiliate, 360 of Iowa, will assign the licenses for certain Iowa cellular properties to 360 of Nevada. The third group of transactions consists of applications for assignments of licenses or transfers of control of entities holding licenses from Bell Atlantic to ALLTEL. Finally, the fourth group of transactions consists of applications for assignments of licenses or transfers of control of entities holding licenses from ALLTEL to Bell Atlantic.

In these applications, Bell Atlantic, Vodafone, and ALLTEL state that the assignments and/or transfers of control will serve the public interest. First, these parties state that the applications will resolve and eliminate all ownership overlaps between Bell Atlantic and Vodafone. Second, they contend that the transactions promote the Commission's policies by advancing competition by extending ALLTEL's regional contiguous wireless telecommunications services coverage footprint and thereby creating a stronger company that can better compete against much larger entities possessing nationwide footprints. Third, they state that the transactions will allow Bell Atlantic and Vodafone to fill in several gaps in the geographic coverage of their planned merger, enabling the new alliance to create a stronger and more efficient wireless competitor in an industry where national coverage is increasingly important.

Bell Atlantic Seek FCC Consent to Transfer of Control of Bell Atlantic's and Vodafone AirTouch's Wireless Licenses," Public Notice, DA 99-2451 (rel. Nov. 5, 1999).

² The parties have waived forbearance with respect to the processing of these applications and have filed *pro forma* applications to permit all of the subject authorizations to be explicitly covered by the Commission's decision in this proceeding.

The following applications for assignment of licenses or transfer of control have been filed and have been assigned the file numbers indicated below.

SECTION 310 APPLICATIONS

Transfers of Vodafone License Interests to ALLTEL Affiliates

The following are applications for consent to transfer control, from Vodafone to ALLTEL affiliates, of interests in licensees holding authorizations in the Part 22 Cellular Radiotelephone Service and the Part 101 Fixed Microwave Service:

<u>File No.</u>	<u>Licensee</u>	<u>(Lead) Call Sign</u>
0000074269	360 Communications Company of Nevada L.P.	KNKA368
0000075780	Nevada RSA #2 L.P.	KNKN317
0000074131	Mineral RSA Limited Partnership	KNKN318

Assignments Between ALLTEL Affiliates

The following are applications for consent to assign, between ALLTEL affiliates, interests in licensees holding authorizations in the Part 22 Cellular Radiotelephone Service and the Part 101 Fixed Microwave Service:

<u>File No.</u>	<u>Licensee</u>	<u>(Lead) Call Sign</u>
0000075782	Nevada RSA #2 L.P.	KNKN317
0000075778	Mineral RSA Limited Partnership	KNKN318
0000075785	360 Communications Company of Iowa	KNKA637

Transfers of Bell Atlantic License Interests to ALLTEL

The following are applications for consent to assign licenses or to transfer control of licensees, from Bell Atlantic to ALLTEL affiliates, that involve authorizations in the Part 22 Cellular Radiotelephone Service and the Part 101 Fixed Microwave Service:

<u>File No.</u>	<u>Licensee</u>	<u>(Lead) Call Sign</u>
0000074047	Southwestco Wireless Limited Partnership	KNKA303
0000073713	Las Cruces Cellular Telephone Company	KNKA605
0000073725	Tucson 21 Cellular Limited Partnership	KNKR292

Transfers of ALLTEL License Interests to Bell Atlantic

The following are applications for consent to assign licenses or to transfer control of licensees, from ALLTEL affiliates to Bell Atlantic, that involve authorizations in the Part 22 Cellular Radiotelephone Service and the Part 101 Fixed Microwave Service:

<u>File No.</u>	<u>Licensee</u>	<u>(Lead) Call Sign</u>
00001-CL-AL-2000 ³	360 Communications Company of Nevada L.P.	KNKA368
0000073265	Dubuque MSA Limited Partnership	KNKA608
0000073264	Waterloo MSA Limited Partnership	KNKA532

GENERAL INFORMATION

The applications referenced herein have been found, upon initial review, to be acceptable for filing. 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 these applications earlier than 31 days following the date of this Public Notice. See 47 U.S.C. § 309(b). Interested parties may file comments or petitions to deny no later than March 13, 2000. Reply comments and oppositions to such pleadings may be filed no later than March 23, 2000. All filings concerning matters referenced in this Public Notice should refer to WT Docket No. 25 and DA 00-277, as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

Pursuant to 47 C.F.R. § 1.1200(a), which permits the Commission to adopt modified or more stringent *ex parte* procedures in particular proceedings if the public interest so requires, we announce that this proceeding will be governed by permit-but-disclose *ex parte* procedures that are applicable to non-restricted proceedings under 47 C.F.R. § 1.1206.

An original and four copies of all comments, petitions to deny, oppositions and replies must be filed with the Commission's Secretary, Magalie Roman Salas, 445 12th Street, S.W., TW-B204, Washington, D.C. 20554, in accordance with Section 1.51(c) of the Commission's rules, 47 C.F.R. § 1.51(c). In addition, one copy of each pleading must be delivered to each of the following locations: (1) the Commission's duplicating contractor, International Transcription Services, Inc. ("ITS"), 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554; (2) Office of Public Affairs (OPA), Wireless Telecommunications Bureau, 445 12th Street, S.W., Room 3-C122, Washington, D.C. 20554; (3) Lauren Kravetz, Policy and Rules Branch, Commercial Wireless Division, Wireless Telecommunications Bureau, 445 12th Street, S.W.,

³ This particular application and its amendment (filed subsequently) were not filed electronically, and accordingly were electronically scanned into the Universal Licensing System (ULS). They may be accessed as attachments to File Nos. 0000074269 and 0000075785.

Room 4-A163, Washington, D.C. 20554; (4) Paul Murray, Policy and Rules Branch, Commercial Wireless Division, Wireless Telecommunications Bureau, 445 12th Street, S.W., Room 4-B442, Washington, D.C. 20554; and (5) Monica Desai, Public Safety and Private Wireless Division, Wireless Telecommunications Bureau, 445 12th Street, S.W., Room 4-A232, Washington, D.C. 20554.

Copies of the applications and any subsequently-filed documents in this matter may be obtained from ITS. The applications and documents are also available for public inspection and copying during normal reference room hours at the following Commission office: Office of Public Affairs, Reference Operations Division, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. In addition, the applications are available electronically through the Wireless Telecommunications Bureau's Universal Licensing System, which may be accessed on the Commission's Internet website.

For further information, contact Lauren Kravetz, Commercial Wireless Division, Wireless Telecommunications Bureau, at (202) 418-7240, Paul Murray, Commercial Wireless Division, Wireless Telecommunications Bureau, at (202) 418-7240, or Monica Desai, Public Safety and Private Wireless Division, Wireless Telecommunications Bureau, at (202) 418-0680.

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