

**Transaction 11**

<u>Transferor</u>	<u>Licensee</u>	<u>Transferee</u>	<u>Market</u>
GTE Mobilnet of Cleveland Incorporated	GTE Mobilnet of Ohio Limited Partnership	360° Communications Investment Company <sup>6</sup>	Cleveland, Ohio MSA Akron, OH MSA Canton, OH MSA Lorain-Elyria, OH MSA
GTE Mobilnet of Ohio Limited Partnership	GTE Wireless of Ohio Incorporated	GTE Mobilnet of Cleveland Incorporated <sup>7</sup>	Erie, PA MSA <sup>8</sup> Northeast PA MSA Sharon, PA MSA PA1, RSA 612 (Crawford) PA4B2, RSA 615 (Bradford) PA5, RSA 616 (Wayne) PA6B1, RSA 617 (Lawrence) IN2, RSA 404 (Kosciusko)

In Transaction 11, GTE Mobilnet of Cleveland Incorporated (“GTE Cleveland”), an indirect, wholly-owned subsidiary of GTE, will surrender pursuant to a redemption agreement, its 40 percent general and 56.6 percent limited partner interests in GTE Ohio. In exchange for the redemption of the GTE

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<sup>6</sup> As a consequence of the redemption, 360° Communications Investment Company will, by virtue of its interest in GTE Ohio, control the licenses associated with the indicated markets.

<sup>7</sup> Following the redemption, GTE Cleveland will control, through its interest in Ohio NewCo, the licenses associated with the indicated markets.

<sup>8</sup> In advance of this transaction, GTE Ohio will assign to its majority-owned and controlled subsidiary, Ohio NewCo, its cellular authorization for Erie, Pennsylvania. A Form 603 for this *pro forma* transaction is being filed on this date.

Cleveland interests, GTE Ohio will implement a *pro forma* transfer of control of its stock in Ohio NewCo from GTE Ohio to GTE Cleveland.<sup>9</sup> Following the redemption, 360° Communications Investment Company and 360° Communications Company of Petersburg will be the sole remaining partners in GTE Ohio; 360° Communications Investment Company will be the sole general partner. The redemption of the GTE Cleveland ownership interests in GTE Ohio, resulting in ALLTEL's control of GTE Ohio, requires prior FCC approval. The required FCC Form 603 are being filed on this date.

Copies of the agreements corresponding to the above listed transactions will be provided upon request to the Commission under confidential seal.

#### **Public Interest Statement**

The qualifications of GTE and ALLTEL to hold cellular and other radio station licenses are a matter of public record established and approved in numerous Commission decisions.

The Transactions fully comply with all Commission rules and require no waivers. They create no new unresolved overlaps of ownership interests in any wireless markets and raise no competitive issues.<sup>10</sup>

The Transactions will serve the public interest in numerous ways. *First*, they will resolve and eliminate certain ownership overlaps between GTE and Bell Atlantic or Vodafone. The

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<sup>9</sup> Because the transfer of the stock in Ohio NewCo is between subsidiaries majority owned and controlled by GTE, there will be no change in ultimate control of Ohio NewCo.

<sup>10</sup> ALLTEL holds 10 MHz PCS licenses in Pensacola, Florida and Mobile, Alabama. Those interests will be disposed of in accordance with FCC and/or Department of Justice requirements.

Commission has previously found transfers of wireless licenses to serve the public interest when they result in removal of cross-ownership situations.<sup>11</sup>

*Second*, the Transactions promote the Commission's policies by advancing competition. They will extend ALLTEL's regional contiguous wireless telecommunications services coverage footprint, thereby creating a stronger company that can better compete against much larger entities already possessing nationwide footprints, such as AT&T and Sprint. In order to provide effective competition to these carriers, small and mid-sized carriers must build sufficiently broad-based networks to enable them to achieve economies of scale and scope. The Commission has found that these efficiencies and economies are sufficient bases to grant transfers of licenses because they can result in benefits to the public.<sup>12</sup>

*Third*, the Transactions will allow GTE and Bell Atlantic to fill in several gaps in the geographic coverage of their planned merger, enabling the merged company to create a stronger and more efficient wireless competitor in an industry where national coverage is increasingly important.

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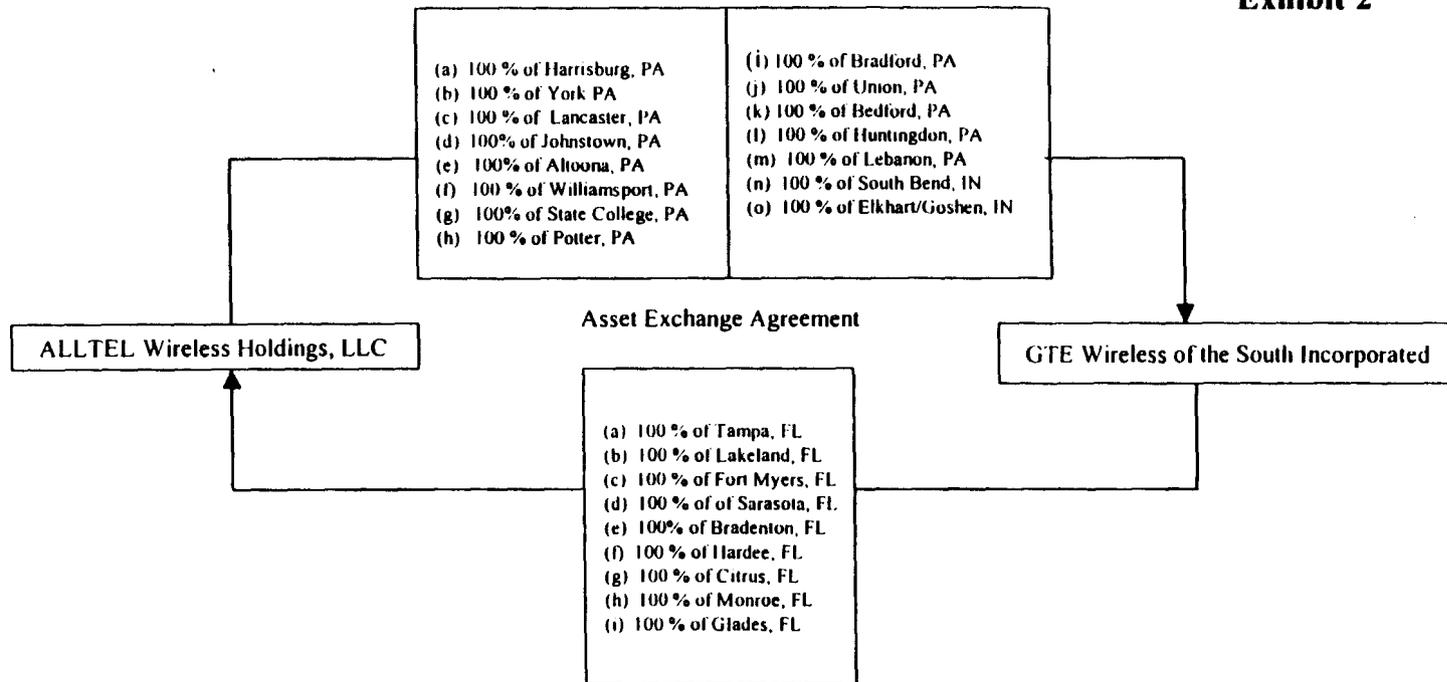
<sup>11</sup> See, e.g., *Applications of Winston, Inc., et al.*, 14 FCC Rcd 3844 (WTB 1998) (approving transfer of Vanguard Cellular licenses to AT&T Wireless in which AT&T committed to spin off overlapping ownership interests that would have resulted from the transaction).

<sup>12</sup> See, e.g., *Application of 360° Communications Company and ALLTEL Corporation*, 14 FCC Rcd 2005 (1999).

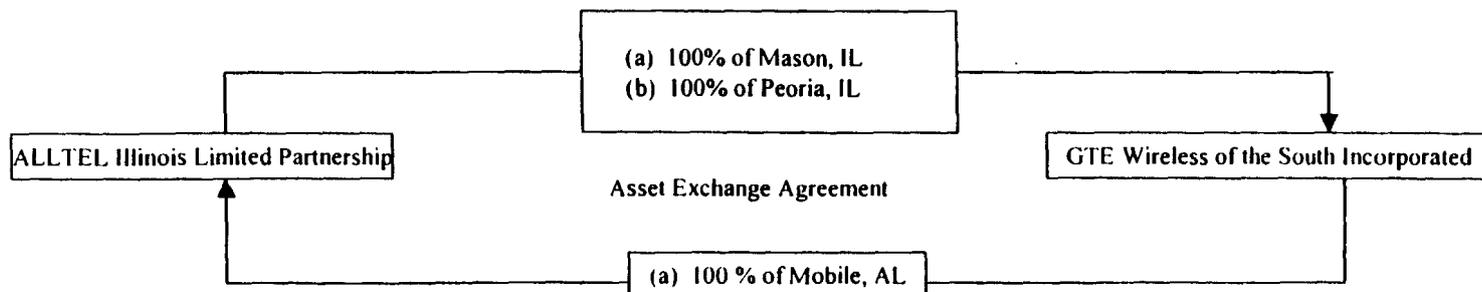
### **Conclusion**

The Transactions will eliminate overlapping wireless ownership interests, create no new cross-ownership situations or overlaps, and will enable the parties to achieve the benefits that flow from expanding their footprints in areas that they believe are necessary for building efficient wireless networks that in turn can most effectively compete in the provision of wireless service to the public. The Applications can and should be promptly approved by the Commission.

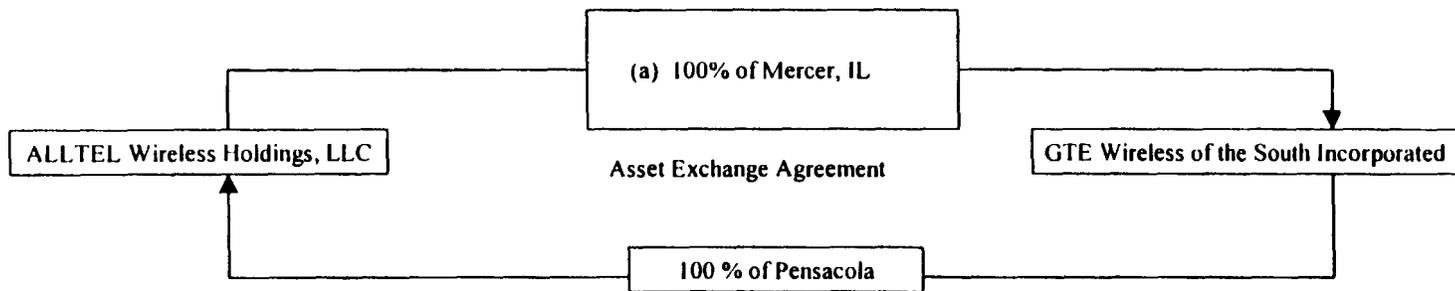
### Transaction 1



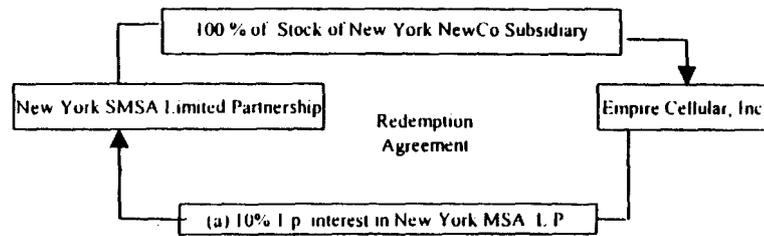
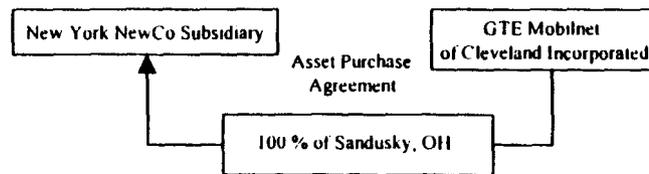
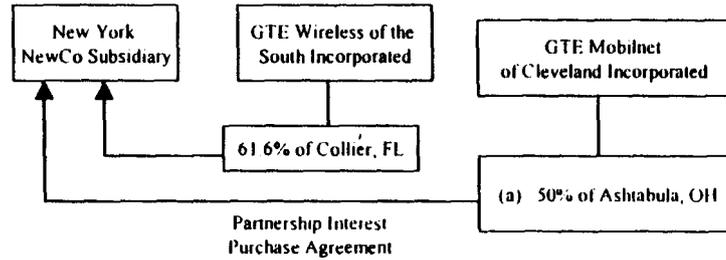
### Transaction 2



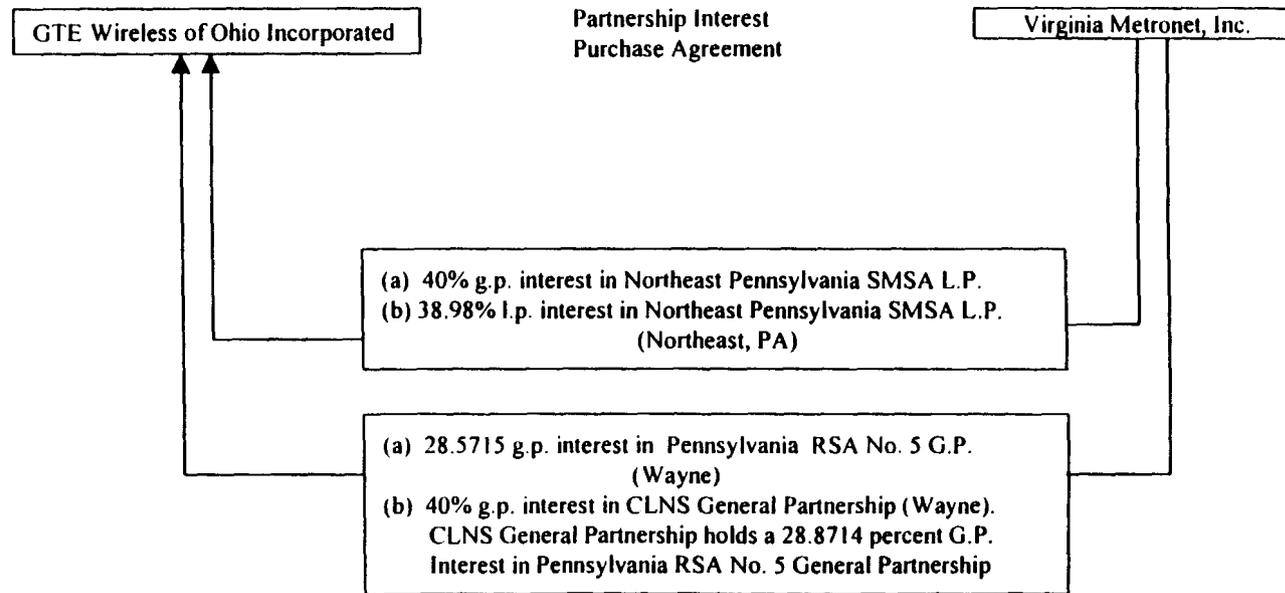
# Transaction 3



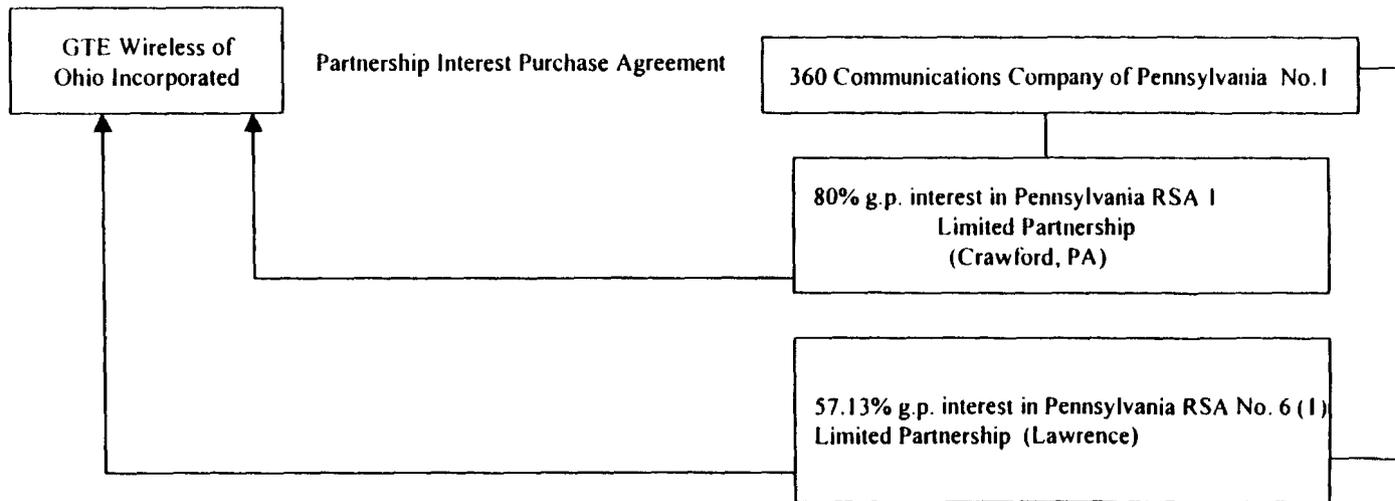
# Transaction 4



# Transaction 5

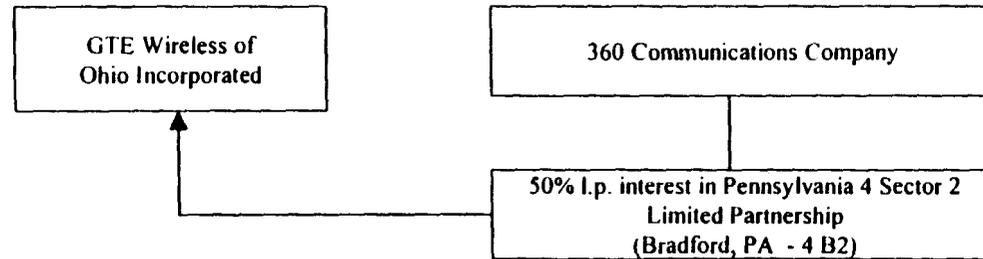


# Transaction 6

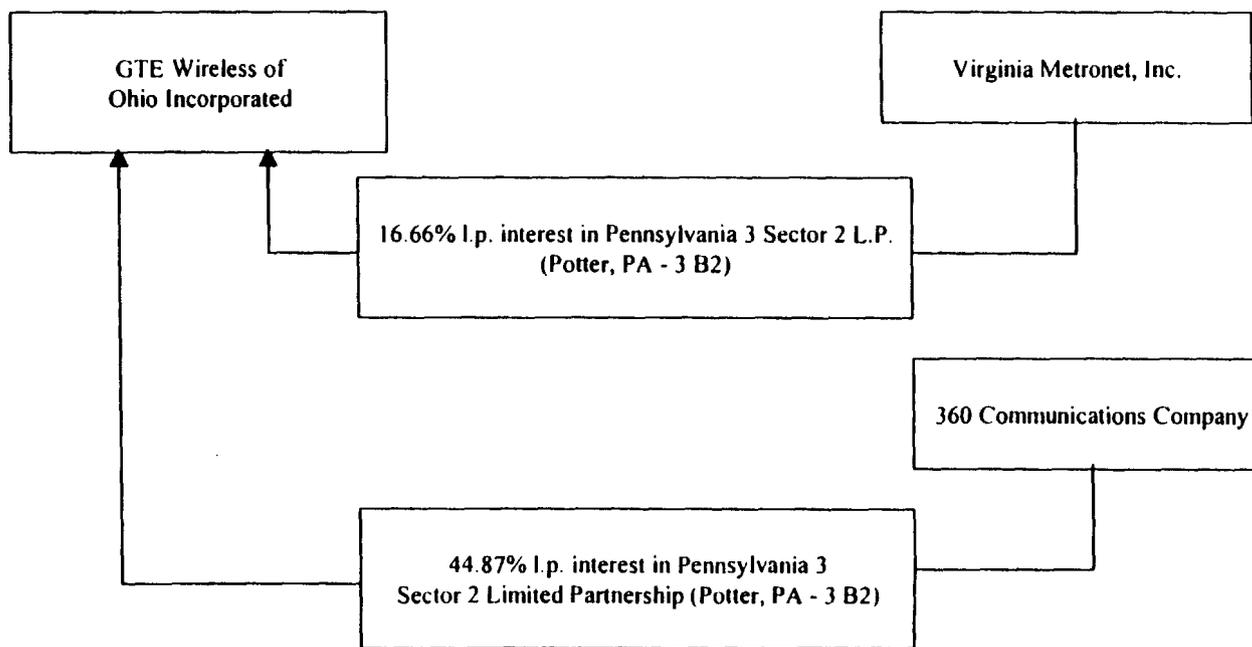


# Transaction 7

## Partnership Interest Purchase Agreement

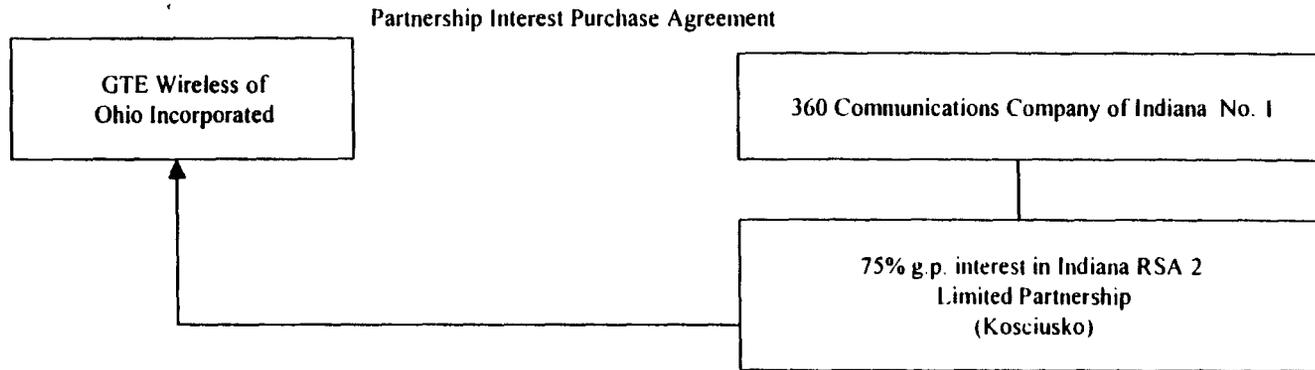


# Transaction 8

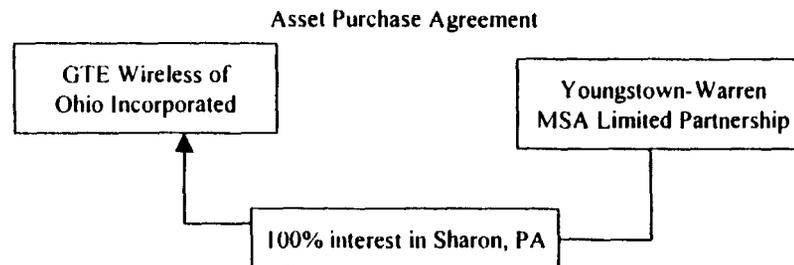


Partnership Interest  
Purchase Agreement

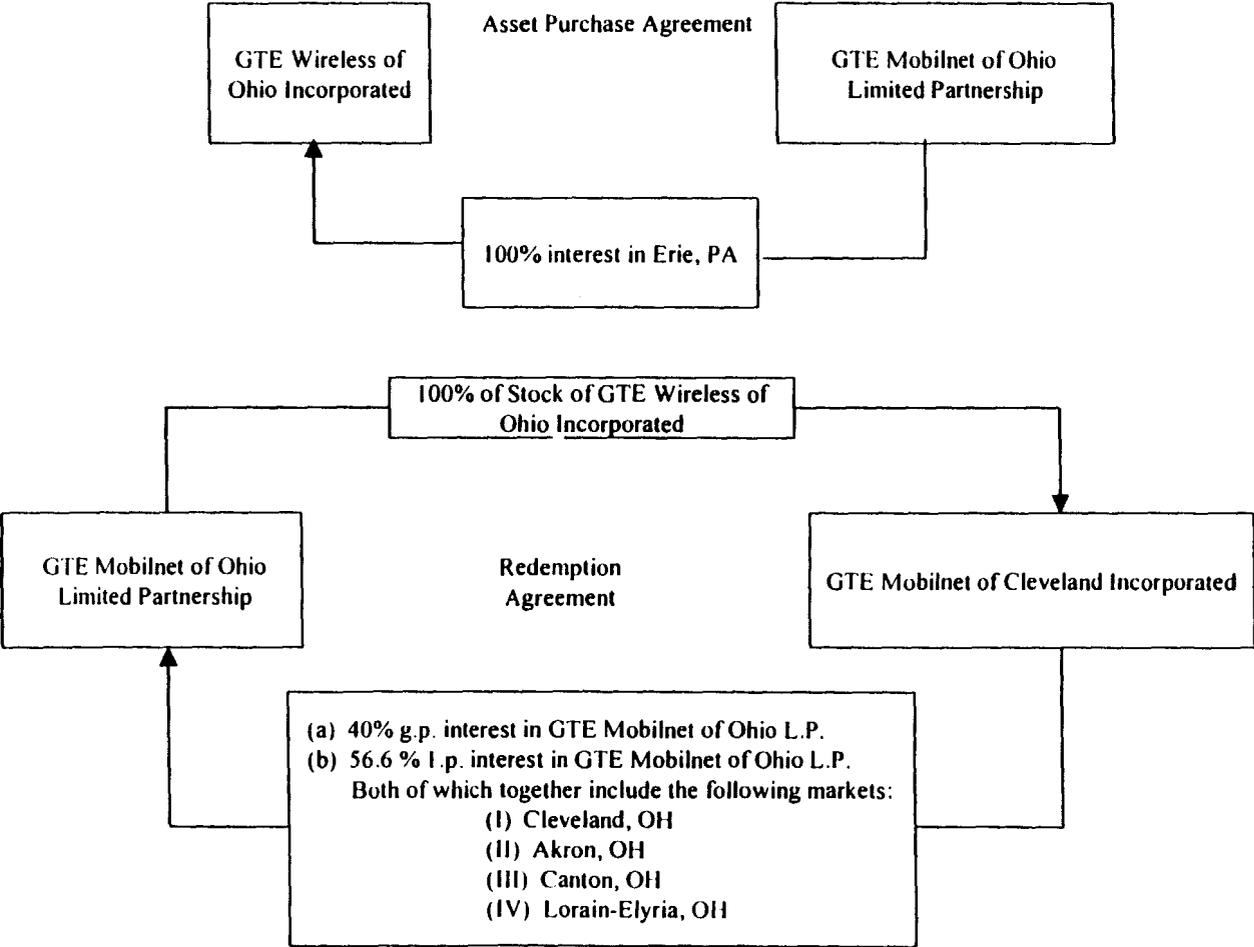
## Transaction 9



## Transaction 10



# Transaction 11



### EXHIBIT 3

#### REPORTABLE LITIGATION

The Department of Justice is investigating one or more allegations that some participants in the FCC's auctions of PCS spectrum may have signaled bidding intentions. GTE Wireless Incorporated, formerly GTE Mobilnet Incorporated, one of GTE Corporation's subsidiaries, is one of an unknown number of companies on which the Department of Justice served Civil Investigative Demands for documents and information.

Additionally, a suit has been filed in Sacramento County, California state court (*Rita Parrish and Susan Schutz v. Pacific Telesis Group, et al.*) alleging that the Fresno MSA Limited Partnership (which is a majority-owned affiliate of GTE Wireless Incorporated) and 12 other cellular entities conspired to create a monopoly with respect to the sale of cellular radio services in the state of California. The plaintiffs have filed on behalf of themselves and all other cellular service subscribers and resellers in several California SMSAs.

DOCKET FILE COPY ORIGINAL

00-38

<b>FCC 603</b>	<b>FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate  Submitted 02/07/2000 at 06:32PM  File Number: <b>0000076869</b>
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<b>1) Application Purpose: Transfer of Control</b>	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

**Type of Transaction**

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? <b>No</b>
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does filing request a waiver of the Commission's rules? <b>No</b>
6) Are attachments being filed with this application? <b>Yes</b>
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? <b>Yes</b>
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? <b>No</b>

**Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? <b>See Description of Transaction</b> If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: <b>Voluntary</b>

**Licensee/Assignor Information**

10a) Taxpayer Identification Number: [REDACTED]		10b) SGIN: 000	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): <b>Indiana RSA 2 Partnership</b>			
13) Attention To: <b>Mona Unwer</b>			
14) P.O. Box:	And / Or	15) Street Address: <b>One Allied Drive</b>	
16) City: <b>Little Rock</b>	17) State: <b>AR</b>	18) Zip: <b>72202</b>	
19) Telephone Number: <b>(501)905-8555</b>		20) FAX: <b>(501)905-6193</b>	
21) E-Mail Address: <b>mona.unwer@alltel.com</b>			

**22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Transferor Information (for transfers of control only)**

23a) Taxpayer Identification Number: [REDACTED]		23b) SGIN: 000	
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): 360* Communications Company of Indiana No. 1			
26) P.O. Box:	And / Or	27) Street Address: One Allied Drive	
28) City: Little Rock	29) State: AR	30) Zip: 72202	
31) Telephone Number: (501)905-8500		32) FAX: (501)905-0962	
33) E-Mail Address:			

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

34) First Name: Glenn	MI: S	Last Name: Rabin	Suffix:
35) Company Name: ALLTEL Corporation			
36) P.O. Box:	And / Or	37) Street Address: 601 Pennsylvania Avenue, N.W., Suite 720	
38) City: Washington	39) State: DC	40) Zip: 20004	
41) Telephone Number: (202)783-3976		42) FAX: (202)783-3982	
43) E-Mail Address: glenn.s.rabin@alltel.com			

**Assignee/Transferee Information**

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number: [REDACTED]		45b) SGIN: 000	
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): GTE Wireless of Ohio Incorporated			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: One GTE Place - GA3B1REG	
53) City: Alpharetta	54) State: GA	55) Zip: 30004	
56) Telephone Number: (678)339-4271		57) FAX: (678)339-8552	
58) E-Mail Address: JRobbins@mobilnet.gte.com			

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

59) First Name: Suzanne	MI:	Last Name: Carmel	Suffix:
60) Company Name: GTE Service Corporation			
61) P.O. Box:	And / Or	62) Street Address: 1850 M Street, NW, Suite 1200	
63) City: Washington	64) State: DC	65) Zip: 20036	
66) Telephone Number: (202)463-5295		67) FAX: (202)463-5239	
68) E-Mail Address: scarmel@dcoffice.gte.com			

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation 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?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

**Basic Qualification Questions**

74) Has the 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? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or 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 unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

**78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Assignor/Transferor Certification Statements**

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293(1998).

2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

79) Typed or Printed Name of Party Authorized to Sign

First Name: Francis | MI: X | Last Name: Frantz | Suffix:

80) Title: Exec.VP-Ext. Affairs, Gen. Couns. & Sect

Signature: Francis X Frantz | 81) Date: 02/07/00

**Assignee/Transferee Certification Statements**

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) 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, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule." "If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on 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.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Laura | MI: E | Last Name: Binion | Suffix:

83) Title: Assistant Secretary

Signature: Laura E Binion | 84) Date: 02/07/00

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS 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).**

**Authorizations To Be Assigned or Transferred**

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKQ299					
WHB497					
WHB498					
WMK272					
WMM674					
WMN837					
WMT405					
WPNC755					

<b>FCC Form 603 Schedule A</b>	<b>Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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**Assignments of Authorization**

**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

**2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)**

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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**3) Certification Statements**

**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

**For Assignees Claiming Eligibility as a Publicly Traded Corporation**

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

**For Assignees Claiming Eligibility Using a Control Group Structure**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Rural Telephone Company**

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

**Transfers of Control**

**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

**Certification Statement for Transferees**

**Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing.

**Attachment List**

Attachment Type	Date	Description	Contents
Other	02/07/00	Exhibit 1	<a href="#">17545043.0.pdf</a>
Other	02/07/00	Exhibit 3	<a href="#">17545044.0.pdf</a>
Other	02/07/00	Exhibit 2	<a href="#">17545251.0.pdf</a>

## **EXHIBIT 1**

### **DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT**

This and certain other applications (the "Applications"), described below, are being filed contemporaneously on FCC Forms 603 and Forms 600 and 1046 to request Federal Communications Commission ("FCC" or "Commission") consent to the assignment or transfer of control of certain cellular and related microwave and telephone maintenance radio station authorizations. The Applications are filed pursuant to a series of agreements entered into by Bell Atlantic Corporation or its affiliates ("Bell Atlantic"), GTE Corporation or its affiliates ("GTE") and ALLTEL Corporation or its affiliates ("ALLTEL") providing for like-kind asset exchanges of cellular and related microwave properties, as well as various assignments and transfers of control of cellular and related microwave properties. The proposed assignments and transfers will eliminate certain overlapping cellular interests held by GTE, Bell Atlantic and Vodafone AirTouch Plc ("Vodafone"), and will have other public interest benefits as described below.

#### **Background**

On July 28, 1998, GTE and Bell Atlantic entered into an agreement whereby the two companies will merge. On September 21, 1999, Vodafone and Bell Atlantic entered into a "U.S. Wireless Alliance Agreement," pursuant to which their domestic wireless operations will be combined. On December 6, 1999, Vodafone, Bell Atlantic and GTE Corporation entered into a Consent Decree with the U.S. Department of Justice, in which the parties agreed to divest either Vodafone's or Bell Atlantic's interests in overlapping properties and to eliminate overlapping

interests between GTE, on the one hand, and Bell Atlantic or Vodafone, on the other hand, in numerous markets.<sup>1</sup>

GTE plans to exit from certain overlap properties by transferring them to ALLTEL. GTE plans to exit from other overlap properties by having its interests in a partnership redeemed. Those transactions will eliminate ownership overlaps between GTE and Bell Atlantic or Vodafone and enable GTE and Bell Atlantic to finalize their merger – and achieve the many pro-competitive benefits of that merger – in compliance with the Commission’s cross-ownership rules and the Consent Decree with the Department of Justice.

#### **Description of the Transactions**

The transactions (“Transactions”) are structured as a series of license assignments (identified below in Transactions 1-3) (the “Assignments”) between GTE and ALLTEL or partnership interest redemptions (the “Redemptions”) (identified below as Transactions 4 and 11). Prior to consummation of the Redemption described in Transaction 11, certain intermediate transactions (the “Consolidation Transactions”) must be completed in order for the ultimate transfer to occur as proposed (identified below in Transactions 5-10). The Consolidation

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<sup>1</sup> Proposed Final Judgment, *United States v. Bell Atlantic Corp.*, Civil No. 1:99 CV 01119 (D.D.C. filed Dec. 6, 1999) (“Consent Decree”). A copy of the Consent Decree has been filed with the Commission. Reply Comments of Vodafone AirTouch Plc and Bell Atlantic Corporation, DA 99-2451, Exhibit A (filed Dec. 10, 1999). The instant Applications address only overlaps between GTE and Bell Atlantic or Vodafone. Separate applications have been filed with the Commission to address the Bell Atlantic-Vodafone overlapping interests.

Transactions will consolidate the cellular and related microwave interests of ALLTEL that are to be transferred pursuant to the Redemption described in Transaction 11.

All eleven Transactions required to complete the Assignments and Redemptions are described below.<sup>2</sup> Each Transaction involves Part 22 cellular authorizations and related Part 101 point-to-point microwave authorizations held by the assignor or transferor.<sup>3</sup> The parties request that the Commission consider contemporaneously all of the Applications associated with the eleven Transactions.

**Transaction 1**

<u>Assignor/Licensee</u>	<u>Assignee</u>	<u>Market</u>
ALLTEL Wireless Holdings, LLC	GTE Wireless of the South Incorporated	Harrisburg, PA MSA York, PA MSA Lancaster, PA MSA Johnstown, PA MSA Altoona, PA MSA Williamsport, PA MSA State College, PA MSA PA3B1, RSA 614 (Potter) PA4B1, RSA 615 (Bradford) PA8, RSA 619 (Union) PA10B1, RSA 621 (Bedford) PA11B1, RSA 622 (Huntingdon)

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<sup>2</sup> Attached as Exhibit 2 are diagrams of each of the identified Transactions.

<sup>3</sup> Certain transactions also include Telephone Maintenance Radio Service authorizations.

GTE Wireless of the South  
 Incorporated

ALLTEL Wireless Holdings, LLC

PA12, RSA 623  
 (Lebanon)  
 South Bend, IN MSA  
 Elkhart/Goshen, IN MSA

Tampa, FL MSA  
 Lakeland, FL MSA  
 Fort Myers, FL  
 MSA  
 Sarasota, FL MSA  
 Bradenton, FL MSA  
 FL3, RSA 362  
 (Hardee)  
 FL4B1, RSA 363  
 (Citrus)  
 FL11B2, RSA  
 370 (Monroe)  
 FL2B1, RSA 361  
 (Glades)

In Transaction 1, ALLTEL Wireless Holdings, LLC (“ALLTEL Holdings”) will assign to GTE Wireless of the South Incorporated (“GTE South”) all of its cellular and related microwave interests in the identified Pennsylvania and Indiana markets, in exchange for the assignment by GTE South to ALLTEL Holdings of all GTE South’s cellular and related microwave interests in the identified Florida markets, as well as a TMRS authorization used with some of these markets. Transaction 1 requires prior FCC approval. FCC Forms 603 seeking FCC authorization for the assignment of the cellular and microwave licenses associated with the listed markets are being filed on this date, as well as a Form 600 concerning the TMRS license.

**Transaction 2**

<u>Assignor/Licensee</u>	<u>Assignee</u>	<u>Market</u>
ALLTEL Illinois Limited Partnership	GTE Wireless of the South Incorporated	IL5B1, RSA 398 (Mason) Peoria, IL MSA
GTE Wireless of the South Incorporated	ALLTEL Illinois Limited Partnership	Mobile, AL MSA

In Transaction 2, ALLTEL Illinois Limited Partnership ("ALLTEL Illinois") will assign to GTE South all of its cellular and related microwave interests in the identified Illinois markets in exchange for the assignment by GTE South to ALLTEL Illinois of all of GTE South's cellular and related microwave interests and a TMRS license in the Mobile, AL market. Transaction 2 requires prior FCC approval. FCC Forms 603 seeking FCC authorization for the assignment of the cellular and microwave licenses associated with the identified markets and a Form 600 for the TMRS license are being filed on this date.

**Transaction 3**

<u>Assignor/Licensee</u>	<u>Assignee</u>	<u>Market</u>
ALLTEL Wireless Holdings, LLC	GTE Wireless of the South Incorporated	IL3, RSA 396 (Mercer)
GTE Wireless of the South Incorporated	ALLTEL Wireless Holdings, LLC	Pensacola, FL MSA

In Transaction 3, ALLTEL Holdings will assign to GTE South all of its cellular and microwave interests in the Mercer, IL market in exchange for the assignment by GTE South to ALLTEL Holdings of all GTE South's cellular and related microwave interests and a TMRS license in the Pensacola, FL market. Transaction 3 requires prior FCC approval. FCC Forms 603 and a Form 600 seeking FCC authorization for the assignment of the cellular and microwave licenses and the TMRS license, respectively, associated with the indicated markets are being filed on this date.

**Transaction 4**

**Step 1**

<u>Transferor</u>	<u>Licensee</u>	<u>Transferee</u>	<u>Market</u>
GTE Wireless of the South Incorporated	Florida RSA #1B (Naples) Limited Partnership	New York NewCo Subsidiary, Inc.	FL1B1, RSA 360 (Collier)
GTE Mobilnet of Cleveland Incorporated	Ohio RSA #3 Limited Partnership	New York NewCo Subsidiary, Inc.	OH3B, RSA 587 (Ashtabula)

<u>Assignor/Licensee</u>	<u>Assignee</u>	<u>Market</u>
GTE Mobilnet of Cleveland Incorporated	New York NewCo Subsidiary, Inc.	OH2B2, RSA 586 (Sandusky)

**Step 2**

<u>Transferor</u>	<u>Licensee</u>	<u>Transferee</u>	<u>Market</u>
New York SMSA Limited Partnership	Florida RSA #1B (Naples) Limited Partnership	Empire Cellular, Inc.	FL1B1, RSA 360 (Collier)
New York SMSA Limited Partnership	Ohio RSA #3 Limited Partnership	Empire Cellular, Inc.	OH3B, RSA 587 (Ashtabula)
New York SMSA Limited Partnership	New York NewCo Subsidiary, Inc.	Empire Cellular, Inc.	OH2B2, RSA 586 (Sandusky)

In Transaction 4, Empire Cellular, Inc. ("Empire"), an indirect wholly-owned subsidiary of ALLTEL, will surrender, pursuant to a redemption agreement, its 10 percent limited partnership interest in New York SMSA Limited Partnership ("NY SMSA"), a limited partnership controlled by subsidiaries of Bell Atlantic. In exchange for such limited partnership interest, NY SMSA will transfer its stock in New York NewCo Subsidiary, Inc. ("NY NewCo"), a majority-owned and controlled subsidiary of NY SMSA, from NY SMSA to Empire. In preparation for the surrender and exchange of such interest pursuant to the redemption agreement, the following interests will be transferred to NY NewCo: (1) GTE Wireless of the South Incorporated will transfer its 61.6 percent interest in Florida RSA #1B (Naples) Limited Partnership, the licensee of the Collier, Florida system; (2) GTE Mobilnet of Cleveland Incorporated will transfer its 50 percent interest in Ohio RSA #3 Limited Partnership, the licensee of the Ashtabula, Ohio system; (3) GTE Mobilnet of Cleveland Incorporated will assign the license for the Sandusky, Ohio system. Thus, following Transaction 4, Empire (and thus ALLTEL) will control, directly or indirectly through its interest in NY NewCo, the licensees associated with the above-listed markets.