

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.

**Transaction 5**

<u>Transferor</u>	<u>Licensee</u>	<u>Transferee</u>	<u>Market</u>
Virginia Metronet, Inc.	Northeast Pennsylvania SMSA Limited Partnership	GTE Wireless of Ohio Incorporated	Northeast PA MSA
Virginia Metronet, Inc.	Pennsylvania RSA No. 5 General Partnership	GTE Wireless of Ohio Incorporated	PA5, RSA 616 (Wayne)

In Transaction 5, Virginia Metronet, Inc. ("Metronet"), an indirect, wholly-owned subsidiary of ALLTEL, will transfer its 40 percent general and 38.98 percent limited partnership interests in Northeast Pennsylvania SMSA Limited Partnership to GTE Wireless of Ohio Incorporated ("Ohio NewCo"), a majority-owned and controlled subsidiary of GTE Mobilnet of Ohio Limited Partnership ("GTE Ohio"). Metronet also will transfer its 28.5715 percent general partnership interest in Pennsylvania RSA No. 5 General Partnership and its 40 percent general partnership interest in CLNS General Partnership<sup>4</sup> to Ohio NewCo. Transaction 5 requires prior FCC approval. FCC Forms 603 are being filed on this date in accordance with Commission staff instructions.

**Transaction 6**

<u>Transferor</u>	<u>Licensee</u>	<u>Transferee</u>	<u>Market</u>
360° Communications Company of Pennsylvania No. 1	Pennsylvania RSA 1 Limited Partnership	GTE Wireless of Ohio Incorporated	PA1, RSA 612 (Crawford)
360° Communications Company of Pennsylvania No. 1	Pennsylvania RSA No. 6(1) Limited Partnership	GTE Wireless of Ohio Incorporated	PA6B1, RSA 617 (Lawrence)

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<sup>4</sup> CLNS General Partnership holds a 28.5714 percent general partnership interest in Pennsylvania RSA No. 5 General Partnership.

In Transaction 6, 360° Communications Company of Pennsylvania No. 1, an indirect, wholly-owned subsidiary of ALLTEL, will transfer its 80 percent general partnership interest in Pennsylvania RSA 1 Limited Partnership and its 57.13 percent general partnership interest in Pennsylvania RSA No. 6(1) Limited Partnership to Ohio NewCo, a majority-owned and controlled subsidiary of GTE Ohio. Transaction 6 requires prior FCC approval. The required FCC Forms 603 are being filed on this date in accordance with Commission staff instructions.

**Transaction 7**

<u>Transferor</u>	<u>Licensee</u>	<u>Transferee</u>	<u>Market</u>
360° Communications Company	Pennsylvania 4 Sector 2 Limited Partnership	GTE Wireless of Ohio Incorporated	PA4B2, RSA 615 (Bradford)

In Transaction 7, 360° Communications Company, a direct, wholly-owned subsidiary of ALLTEL, will transfer its 50 percent limited partnership interest in Pennsylvania 4 Sector 2 Limited Partnership to Ohio NewCo. Transaction 7 requires prior FCC approval. The required FCC Form 603 is being filed on this date in accordance with Commission staff instructions.

**Transaction 8**

<u>Transferor</u>	<u>Licensee</u>	<u>Transferee</u>	<u>Market</u>
360° Communications Company	Pennsylvania 3 Sector 2 Limited Partnership	GTE Wireless of Ohio Incorporated	PA3B2, RSA 614 (Potter)

In Transaction 8, a total 61.53 percent limited partnership interest in Pennsylvania 3 Sector 2 Limited Partnership will be transferred to Ohio NewCo. This transfer of control from 360° Communications Company to Ohio NewCo in fact will be accomplished through two separate transactions. First, Virginia Metronet, a wholly-owned subsidiary of 360° Communications Company and an indirect, wholly-owned subsidiary of ALLTEL, will transfer its 16.66 percent limited partnership interest in the licensee to Ohio NewCo. Second, 360° Communications Company will transfer its 44.87 percent limited partnership interest in the licensee to Ohio NewCo. Transaction 8 requires prior FCC approval. The required FCC Form 603 is being filed on this date in accordance with Commission staff instructions.

**Transaction 9**

<u>Transferor</u>	<u>Licensee</u>	<u>Transferee</u>	<u>Market</u>
360° Communications Company of Indiana No. 1	Indiana RSA 2 Limited Partnership	GTE Wireless of Ohio Incorporated	IN2, RSA 404 (Kosciusko)

In Transaction 9, 360° Communications Company of Indiana No. 1, an indirect, wholly-owned subsidiary of ALLTEL, will transfer its 75 percent general partnership interest in Indiana RSA 2 Limited Partnership to Ohio NewCo, a majority-owned and controlled subsidiary of GTE Ohio. Transaction 9 requires prior FCC approval. The required FCC Form 603 is being filed on this date in accordance with Commission staff instructions.

**Transaction 10**

<u>Assignor/Licensee</u>	<u>Assignee</u>	<u>Market</u>
Youngstown-Warren MSA Limited Partnership	GTE Wireless of Ohio Incorporated	Sharon, PA MSA

In Transaction 10, Youngstown-Warren MSA Limited Partnership<sup>5</sup> will assign to Ohio NewCo, a majority-owned and controlled subsidiary of GTE Ohio, its cellular and related microwave interests in the Sharon, PA MSA. Transaction 10 requires prior FCC approval. The required FCC Form 603 is being filed on this date in accordance with Commission staff instructions.

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<sup>5</sup> Youngstown-Warren MSA Limited Partnership is majority owned and controlled by TeleSpectrum, Inc., an indirect, wholly-owned subsidiary of ALLTEL.

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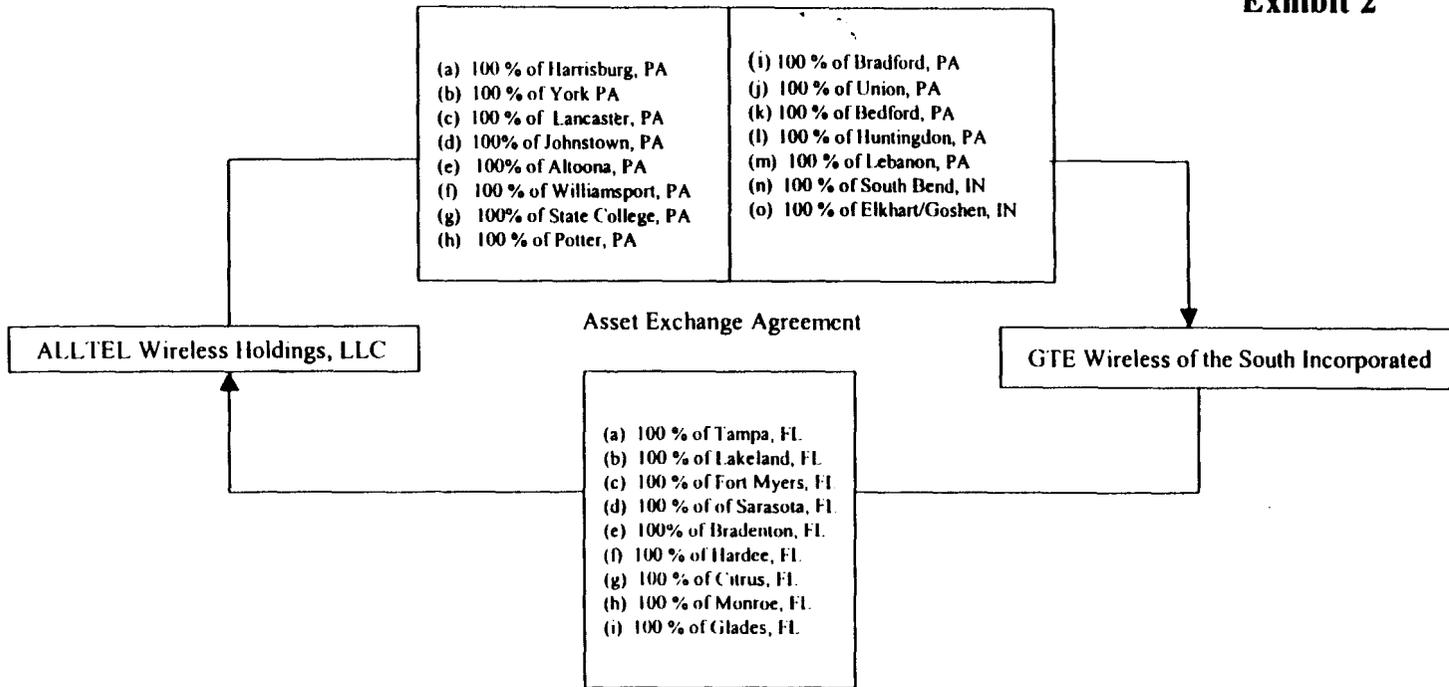
<sup>11</sup> See, e.g., *Applications of Winston, Inc., et al.*, 14 FCC Rcd 3844 (WTB 1998) (approving transfer of Vanguard Cellular licenses to AT&T Wireless in which AT&T committed to spin off overlapping ownership interests that would have resulted from the transaction).

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

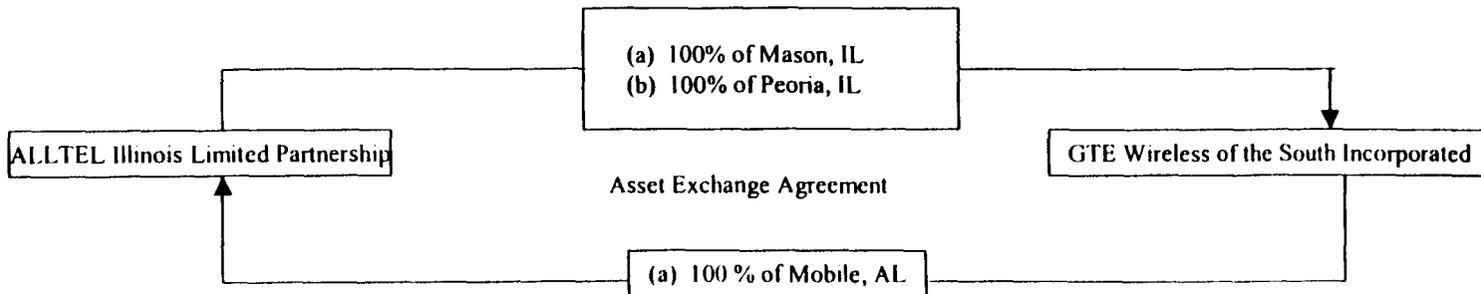
### **Conclusion**

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.

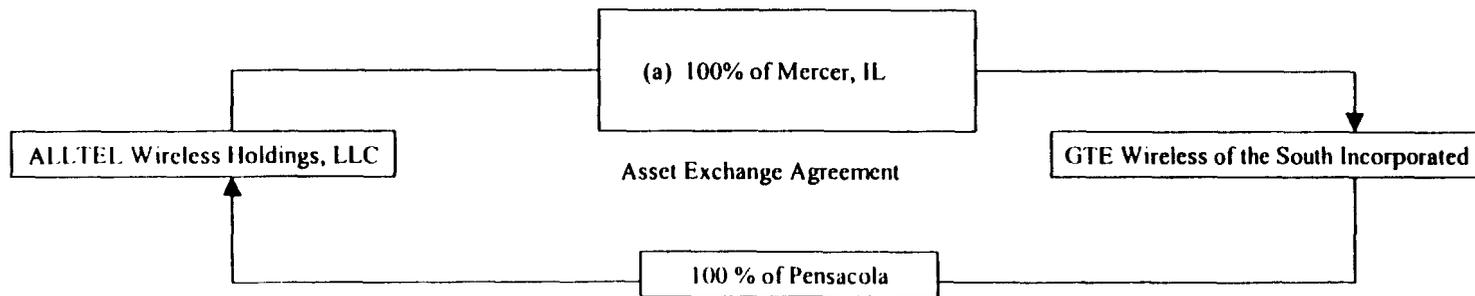
### Transaction 1



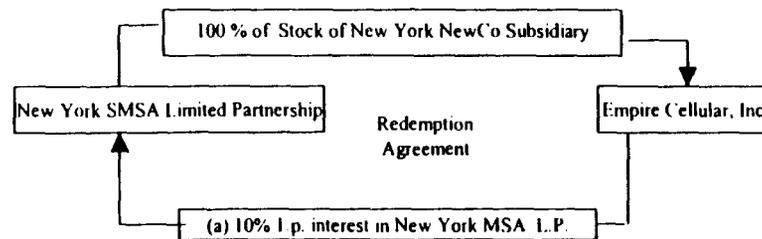
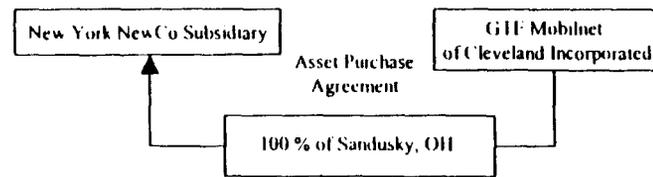
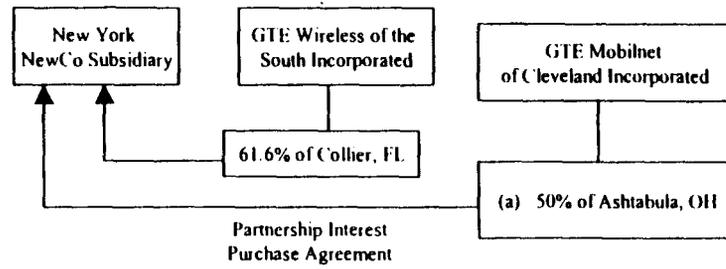
### Transaction 2



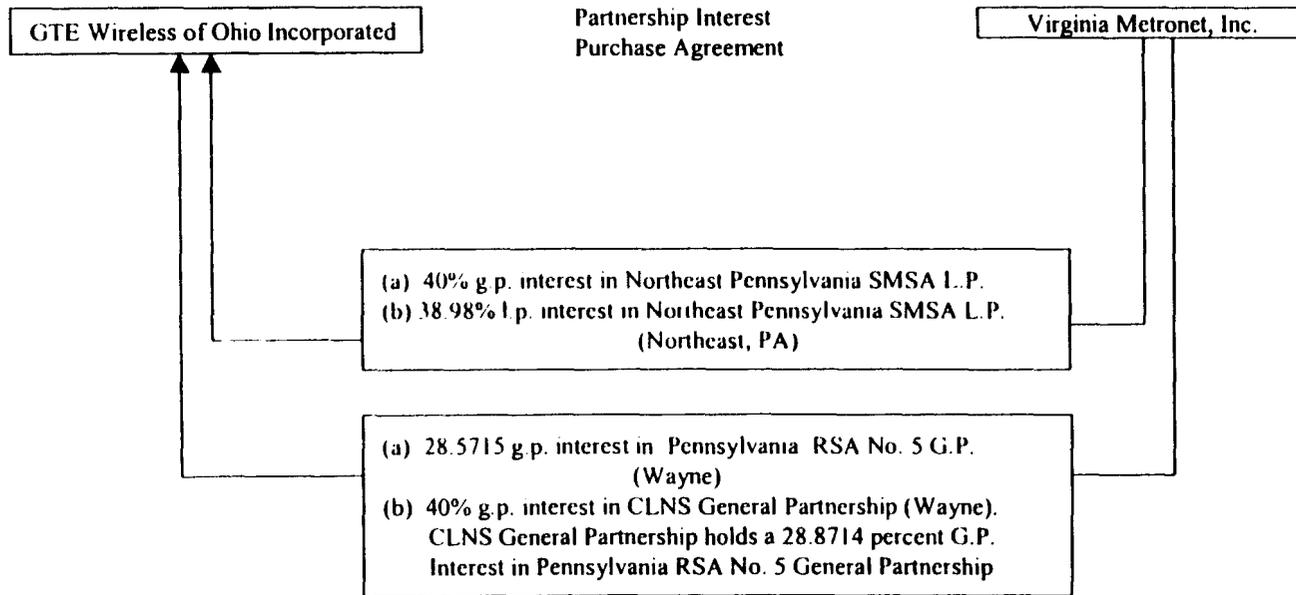
# Transaction 3



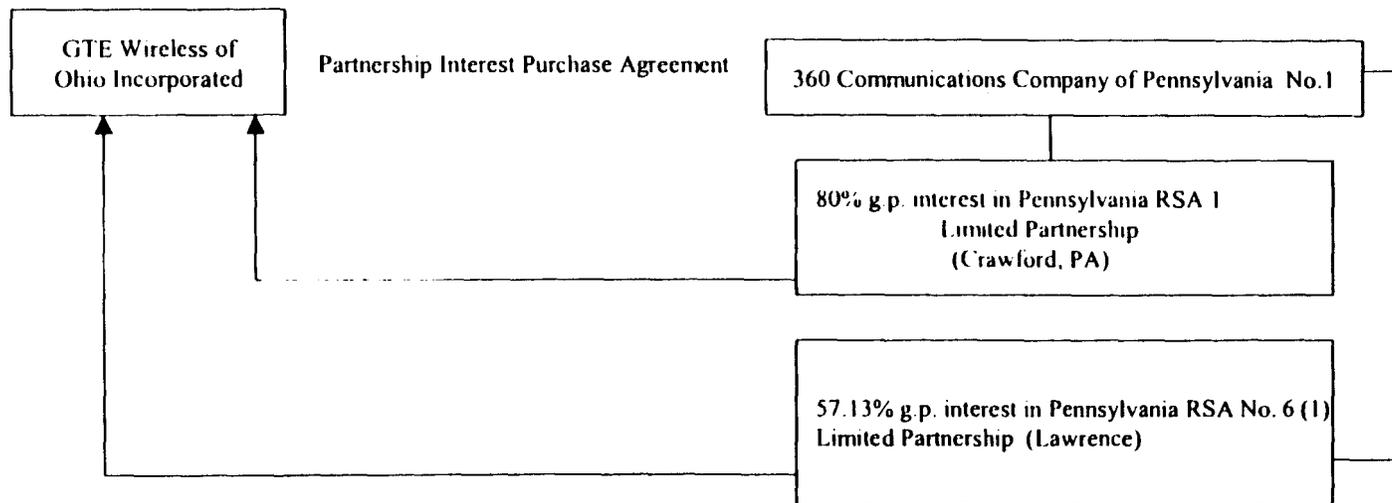
# Transaction 4



# Transaction 5

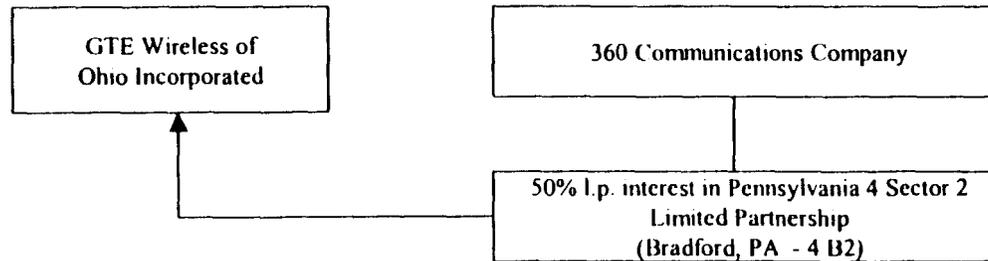


# Transaction 6

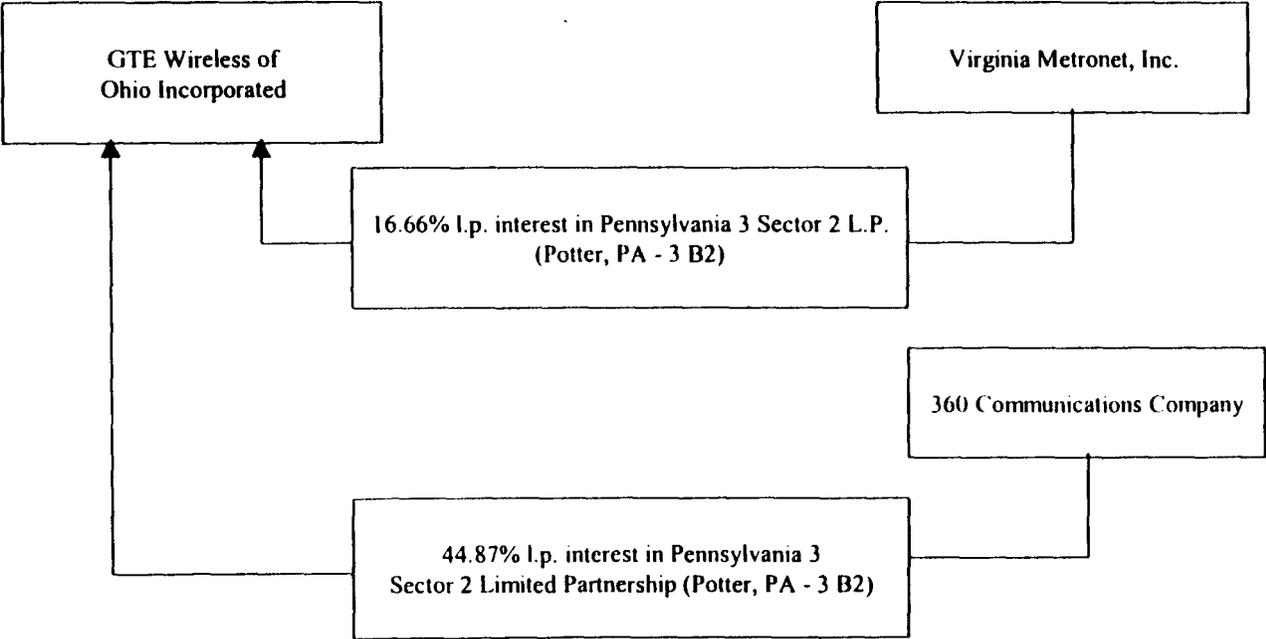


# Transaction 7

## Partnership Interest Purchase Agreement

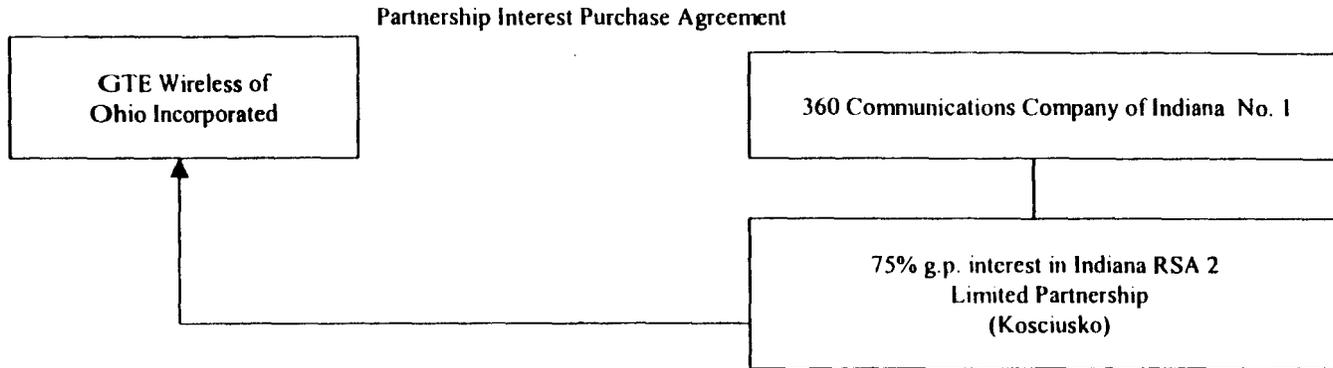


# Transaction 8

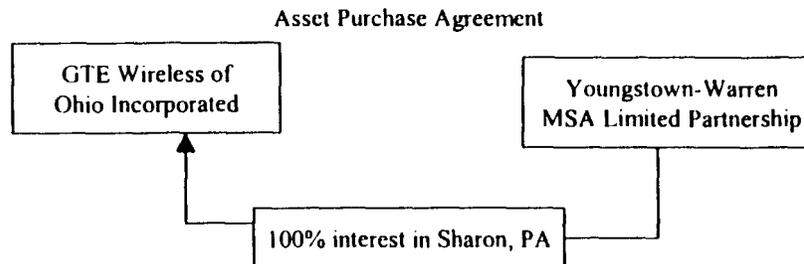


Partnership Interest  
Purchase Agreement

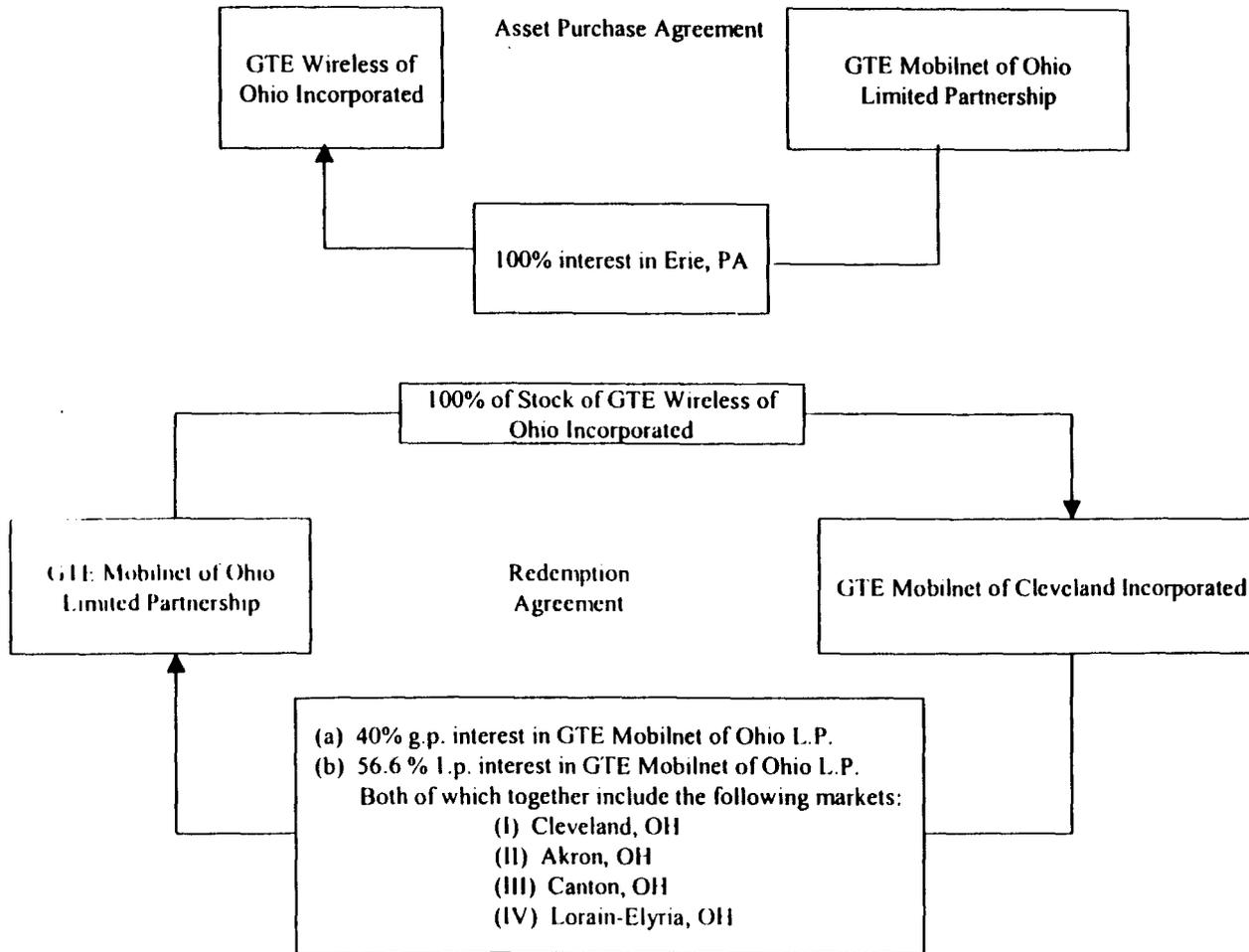
# Transaction 9



# 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.

*Wiley, Rein & Fielding*

DUPLICATE

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February 7, 2000

**VIA HAND DELIVERY**

Ms. Magalie Roman Salas, Secretary  
Federal Communications Commission  
The Portals, 445 - 12<sup>th</sup> Street, S.W.  
12<sup>th</sup> Street Lobby, TW-A325  
Washington, D.C. 20554

RECEIVED

FEB - 7 2000

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

Re: Application for Commission Consent to the Transfer of Control of GTE  
Wireless of Ohio Incorporated from GTE Mobilnet of Ohio Limited  
Partnership to GTE Mobilnet of Cleveland Incorporated;  
Lead Call Sign: KNKA496

Dear Madam Secretary:

Enclosed for filing are an original and three copies of an FCC Form 603 application seeking Commission consent to transfer control of GTE Wireless of Ohio Incorporated and its cellular and point-to-point microwave authorizations from GTE Mobilnet of Ohio Limited Partnership to GTE Mobilnet of Cleveland Incorporated. Due to the nature of the transaction, and in accordance with Commission staff instructions, the parties seek a waiver of 47 C.F.R. § 1.913(b) of the Commission's rules requiring that this transfer of control application be filed electronically. The required filing fee has been electronically submitted, as indicated on the attached Form 159.

If any questions arise concerning this application, please contact me at 202/719-7245.

Respectfully submitted,



Katherine M. Harris

KMH/cet  
Enclosures

FCC 603  
Main Form

FCC Wireless Telecommunications Bureau  
Application for Assignments of Authorization  
and Transfers of Control

Approved by OMB  
3080-0600  
See instructions for  
public burden estimate

1) Application Purpose (Select only one) (TC)

AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal	NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or Transfer)
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 pro forma assignment of authorization or transfer of control?	( Y ) Yes No
3b) If the answer to item 3a is 'yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?	( N ) Yes No
4) For assignments of authorization only, is this a partition and/or disaggregation?	( ) Yes No
5) Does this filing request a waiver of the Commission's rules?	( Y ) Yes No
6) Are attachments being filed with this application?	( Y ) Yes No
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?	( Y ) Yes No
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?	( N ) Yes No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: ( S )

Sale or other assignment or transfer of stock                      Court Order

Other (voting trust agreement, management contract, etc.): \_\_\_\_\_

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: ( V ) Voluntary Inventory

Licenses/Assignor Information

10a) Taxpayer Identification Number:		10b) SGIN:	
11) First Name (if individual):	MI	Last Name	Suffix:
12) Entity Name (if not an individual): GTE Wireless of Ohio Incorporated			
13) Attention To:			
14) P.O. Box:	And /Or	15) Street Address One JTE	GA3B1REG
16) City: Alpharetta	17) State: GA	18) Zip: 30004	
19) Telephone Number: (678) 339-4271	20) FAX 678-339-8552		
21) E-Mail Address: JRobbins@mobilnet.gte.com			

**22) Race, Ethnicity, and 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		
24) First Name (if individual):		MI:	Last Name:		Suffix:
25) Entity Name (if other than individual): GTE Mobilnet of Ohio Limited Partnership					
26) P.O. Box:		And /Or	27) Street Address: One GTE Place - GA3B1REG		
28) City: Alpharetta			29) State: GA	30) Zip: 30004	
31) Telephone Number: (678) 339-4271			32) FAX: (678) 339-8552		
33) E-Mail Address: JRobbins@mobilnet.gte.com					

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

34) First Name: Suzanne		MI:	Last Name: Carmel		Suffix:
35) Company Name: GTE Service Corporation					
36) P.O. Box:		And /Or	37) Street Address: 1850 M St., N.W., Suite 1200		
38) City: Washington			39) State: DC	40) Zip: 20036	
41) Telephone Number: (202) 463-5295			42) FAX: (202) 463-5239		
43) E-Mail Address: scarmel@dcoffice.gte.com					

**Assignee/Transferee Information**

44) Assignee is a(n): ( <input checked="" type="radio"/> ) Individual Corporation <input type="radio"/> Unincorporated Association <input type="radio"/> Trust Partnership <input type="radio"/> Government Entity Consortium <input type="radio"/> Joint Venture Limited Liability Corporation					
45a) Taxpayer Identification Number: [REDACTED]			45b) SGIN		
46) First Name (if individual):		MI:	Last Name:		Suffix:
47) Entity Name (if other than individual): GTE Mobilnet of Cleveland Incorporated					
48) Name of Real Party in Interest:				49) TIN	
50) Attention To:					