



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
445 12th St. SW
WASHINGTON, D.C. 20554

News media information 202/418-0500
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Internet: <http://www.fcc.gov> <ftp.fcc.gov>

DA 00-502

Released: March 3, 2000

**BELL ATLANTIC, GTE, AND ALLTEL SEEK FCC CONSENT
FOR ASSIGNMENT AND TRANSFER OF CONTROL OF WIRELESS
LICENSES TO COMPLY WITH SPECTRUM CAP RULES AND
DEPARTMENT OF JUSTICE CONSENT DECREE REGARDING
PENDING APPLICATIONS OF BELL ATLANTIC, GTE, AND
VODAFONE AIRTOUCH**

WT Docket No. 00-38

Petitions/Comments due: April 3, 2000

Oppositions/Responses due: April 13, 2000

On February 7 and 8, 2000, Bell Atlantic Corporation and various affiliates ("Bell Atlantic"), GTE Corporation and various affiliates ("GTE"), and ALLTEL Corporation and various affiliates ("ALLTEL") 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 or transfer of control of certain cellular, microwave, and telephone maintenance radio service licenses issued by the Commission.

On January 31, 2000, Bell Atlantic and GTE entered into a series of agreements with ALLTEL providing 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 result in the elimination of some of the ownership overlaps between GTE and Bell Atlantic or Vodafone Airtouch Plc ("Vodafone") by transferring GTE's interests in certain of the overlap markets, directly or indirectly, to ALLTEL. As part of the transactions, ALLTEL would transfer its interests in certain other markets, directly or indirectly, to GTE.

The transactions contemplated by these applications are intended to enable Bell Atlantic and GTE, which seek to merge their operations,¹ to achieve compliance with both the Commission's spectrum cap rules, as contemplated in October 1998 applications before the Commission, and with the December 1999 consent decree they reached with the U.S. Department of Justice (US DOJ). In their commitments to both the Commission and the USDOJ, Bell Atlantic and GTE agreed to divest various overlapping wireless licenses.

This public notice lists eight groups of applications. The first two groups consist of applications for assignments of licenses between GTE and ALLTEL, representing an exchange of wholly-owned licenses. The third group involves assignments of licenses and transfers of control of entities holding licenses from GTE to New York NewCo Subsidiary, Inc. (which is majority-owned and controlled by Bell Atlantic) in preparation for the transactions included within the fourth group of applications. The fourth group involves transfers of control of entities holding licenses from New York SMSA Limited Partnership (through its subsidiary New York NewCo Subsidiary, Inc.) to ALLTEL. The fifth group consists of applications for assignment of licenses and transfers of control of entities holding licenses from ALLTEL to GTE, in preparation for the applications reflected in the remaining three listings. The sixth group consists of an application involving the *pro forma* assignment of a GTE license in an internal restructuring. The seventh group consists of an application for transfer of control, from GTE to ALLTEL, of an entity holding licenses. The eighth group consists of a transfer of control of authorizations to GTE. Detailed descriptions of the transactions are set forth in the applications.

In these applications, GTE, Bell Atlantic, 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 certain ownership overlaps between GTE and Bell Atlantic or 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 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 in which national coverage is increasingly important.

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

¹ On July 28, 1998, GTE and Bell Atlantic entered into an agreement whereby the two companies will merge. In applications filed with the Commission seeking its approval of the transfer of control of various authorizations called for by the agreement, Bell Atlantic and GTE stated that they hold overlapping interests in a number of wireless markets around the country. See "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," Public Notice, CC Dkt. No. 98-184 (rel. Oct. 8, 1998).

SECTION 310 APPLICATIONS

Assignments of GTE Licenses to ALLTEL

The following are applications for consent to assign licenses, from GTE to ALLTEL, that involve authorizations in the Part 22 Cellular Radiotelephone Service, the Part 101 Fixed Microwave Service, and the Part 90 Telephone Maintenance Radio Service (TMRS)²:

<u>File No.</u>	<u>Licensee</u>	<u>(Lead) Call Sign</u>
0000076215	GTE Wireless of the South Incorporated	KNKA227
0000076308	GTE Wireless of the South Incorporated	KNKA278
0000076309	GTE Wireless of the South Incorporated	KNKA491
	GTE Wireless of the South Incorporated	WPLQ637(TMRS)
	GTE Wireless of the South Incorporated	KNNJ677(TMRS)
	GTE Wireless of the South Incorporated	WPGU712(TMRS)

Assignments of ALLTEL Licenses to GTE

The following are applications for consent to assign licenses, from ALLTEL to GTE, 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>
0000076331	ALLTEL Wireless Holdings, LLC	KNKN925
0000076329	ALLTEL Illinois Limited Partnership	WLN227
0000078031	ALLTEL Wireless Holdings, LLC	KNKN768

Transfer of GTE License Interests to New York NewCo Subsidiary, Inc.

The following are applications for consent to assign licenses or transfer control of licensees, from GTE to New York NewCo Subsidiary, Inc., that involve authorizations in the Part 22 Cellular Radiotelephone Service and/or the Part 101 Fixed Microwave Service:

<u>File No.</u>	<u>Licensee</u>	<u>(Lead) Call Sign</u>
0000076963	Florida RSA #1B (Naples) Limited Partnership	KNKN767
0000076964	Ohio RSA #3 Limited Partnership	KNKQ312
0000076966	GTE Mobilnet of Cleveland Incorporated	KNKN987

² No file number has been assigned to applications concerning Part 90. Copies of these particular applications may be obtained by checking the general call sign records from the public reference room or through the Commission's duplicating contractor, International Transcription Services, Inc. (ITS), as discussed below.

Transfer of New York SMSA Limited Partnership Interests in New York NewCo Subsidiary, Inc. to ALLTEL

The following are applications for consent to transfer control of licensees, from New York SMSA Limited Partnership (through its subsidiary New York NewCo Subsidiary, Inc.) to ALLTEL, that involve authorizations in the Part 22 Cellular Radiotelephone Service and Part 101 Fixed Microwave Service:

<u>File No.</u>	<u>Licensee</u>	<u>(Lead) Call Sign</u>
0000077601	Florida RSA #1B (Naples) Limited Partnership	KNKN767
0000077604	Ohio RSA #3 Limited Partnership	KNKQ312
00003-CL-TC-00 ³	New York NewCo Subsidiary, Inc.	KNKN987

Transfer of ALLTEL License Interests to Corporation Owned by a GTE-Controlled Partnership

The following are applications for consent to assign licenses or transfer control of licensees, from ALLTEL to a corporation owned by a GTE-controlled partnership, 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>
0000076349	Northeast Pennsylvania SMSA Limited Partnership	KNKA326
0000076821	Pennsylvania RSA No. 5 General Partnership	KNKN800
0000077963	Pennsylvania RSA 1 Limited Partnership	KNKQ275
0000076897	Pennsylvania RSA No. 6(1) Limited Partnership	KNKN870
0000078683	Pennsylvania No. 4 Sector 2 Limited Partnership	KNKQ411
0000078680	Pennsylvania No. 3 Sector 2 Limited Partnership	KNKQ412
0000076869	Indiana RSA 2 Limited Partnership	KNKQ299
0000076939	Youngstown-Warren, MSA Limited Partnership	WLM661

³ Because this particular application was not filed electronically, the applicants requested waiver of 47 C.F.R. Section 1.913(b). We hereby grant that request, given the practical difficulties associated with filing at one time more than one application involving the same license(s), as is involved in this case. A copy of this application has been electronically scanned into the Universal Licensing System (ULS), and may be accessed as attachments to File No. 0000076966.

GTE Internal Restructuring

The following is an application for consent to assign a license, in a GTE internal restructuring, that involves an authorization in the Part 22 Cellular Radiotelephone Service:

<u>File No.</u>	<u>Licensee</u>	<u>Call Sign</u>
0000078113 ⁴	GTE Mobilnet of Ohio Limited Partnership	KNKA496

Transfer of Control of GTE License Interests to ALLTEL

The following is an application for consent to transfer control of a licensee, from GTE to ALLTEL, that involves authorizations in the Part 22 Cellular Radiotelephone Service and Part 101 Fixed Microwave Service:

<u>File No.</u>	<u>Licensee</u>	<u>(Lead) Call Sign</u>
0000077623	GTE Mobilnet of Ohio Limited Partnership	KNKA248

Transfer of License Interests to GTE

The following is an application for consent to transfer control of a licensee, to GTE, that involves authorizations in the Part 22 Cellular Radiotelephone Service and Part 101 Fixed Microwave Service:

<u>File No.</u>	<u>Licensee</u>	<u>(Lead) Call Sign</u> ⁵
00002-CL-TC-00 ⁶	GTE Wireless of Ohio Incorporated	KNKA496

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.

⁴ The parties have waived forbearance with respect to the processing of this application and have filed an application for *pro forma* processing to permit all of the subject authorizations to be explicitly covered by the Commission's decision in this proceeding.

⁵ We note, as confirmed by ALLTEL's counsel, that Exhibit 1 to the Form 603 application (as well as in the other applications) inadvertently omitted but should have listed, as indicated in the actual Form 603, that the market for Pennsylvania 3 Sector 2 (Potter, Pa; RSA 614) was to be included in the transfer of license interests in this particular transaction.

⁶ Because this particular application was not filed electronically, the applicants requested waiver of 47 C.F.R. Section 1.913(b). As above, we also grant this request. A copy of this application has been electronically scanned into the Universal Licensing System (ULS), and may be accessed as attachments to File No. 0000078113.

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). As indicated above, interested parties may file comments or petitions to deny no later than **April 3, 2000**. Reply comments and oppositions to such pleadings may be filed no later than **April 13, 2000**. All filings concerning matters referenced in this Public Notice should refer to WT Docket No. 00-38 and DA 00-502, 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. § 1.2000(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), Reference Operations Division, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554; (3) Lauren Kravetz, Policy and Rules Branch, Commercial Wireless Division, Wireless Telecommunications Bureau, 445 12th Street, S.W., Room 4-A163, Washington, D.C. 20554; (4) Paul Murray, Policy and Rules Branch, Commercial Wireless Division, Wireless Telecommunications Bureau, 445 12th St., S.W., Room 4-B442, Washington, D.C. 20554; and (5) Monica Desai, Policy and Rules Branch, Public Safety and Private Wireless Division, Wireless Telecommunications Bureau, 445 12th Street, S.W., Room 4-A232, 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, 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.

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, with the exception of the TMRS licenses, 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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DOCKET FILE COPY ORIGINAL 00-38

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 02/08/2000 at 06:59PM
		File Number: 0000078683

1) Application Purpose: **Transfer of Control**

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? **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?

4) For assignment of authorization only, is this a partition and/or disaggregation?

5) Does filing request a waiver of the Commission's rules? **No**

6) Are attachments being filed with this application? **Yes**

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? **Yes**

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? **No**

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? **See Description of Transaction**
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: **Voluntary**

Licensee/Assignor Information

10a) Taxpayer Identification Number: [REDACTED] 10b) SGIN: **000**

11) First Name (if individual): [REDACTED] MI: [REDACTED] Last Name: [REDACTED] Suffix: [REDACTED]

12) Entity Name (if not an individual): **Pennsylvania No. 4 Sector 2 Limited Partnership**

13) Attention To: **Patricia Croal**

14) P.O. Box: [REDACTED] And / Or 15) Street Address: **180 Washington Valley Road**

16) City: **Bedminster** 17) State: **NJ** 18) Zip: **07921**

19) Telephone Number: **(908)306-7304** 20) FAX: **(908)306-7240**

21) E-Mail Address: _____

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

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

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: [REDACTED] 23b) SGIN: **000**

24) First Name (if individual): [REDACTED] MI: [REDACTED] Last Name: [REDACTED] Suffix: [REDACTED]

25) Entity Name (if not an individual): **360° Communications Company**

26) P.O. Box: [REDACTED] And / Or 27) Street Address: **8725 W. Higgins Road**

28) City: **Chicago** 29) State: **IL** 30) Zip: **60631**

31) Telephone Number: **(773)399-2644** 32) FAX: _____

33) E-Mail Address: _____

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

34) First Name: Regulatory	MI:	Last Name: Department	Suffix:
35) Company Name: 360* Communications Company			
36) P.O. Box:	And / Or	37) Street Address: 8725 W. Higgins Road	
38) City: Chicago		39) State: IL	40) Zip: 60631
41) Telephone Number: (773)399-2644		42) FAX:	
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number:		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@mobili.net.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)

Race: American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity: Hispanic or Latino:	Not Hispanic or Latino:			
Gender: 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: **02/08/00**

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: **02/08/00**

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
KNKQ411					

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	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

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	02/08/00	Exhibit 2-Transaction Schematic	17545513.0.pdf
Other	02/08/00	Exhibit 3	17545516.0.pdf
Other	02/08/00	Exhibit 1	17545578.0.pdf

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.¹

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

¹ 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.² Each Transaction involves Part 22 cellular authorizations and related Part 101 point-to-point microwave authorizations held by the assignor or transferor.³ 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)

² Attached as Exhibit 2 are diagrams of each of the identified Transactions.

³ 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

Assignor/Licensee

Assignee

Market

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 Partnership⁴ 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)

⁴ 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 Partnership⁵ 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.

⁵ 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 ⁶	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 ⁷	Erie, PA MSA ⁸ 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

⁶ 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.

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

⁸ 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.⁹ 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.¹⁰

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

⁹ 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.

¹⁰ 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.¹¹

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.¹²

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.

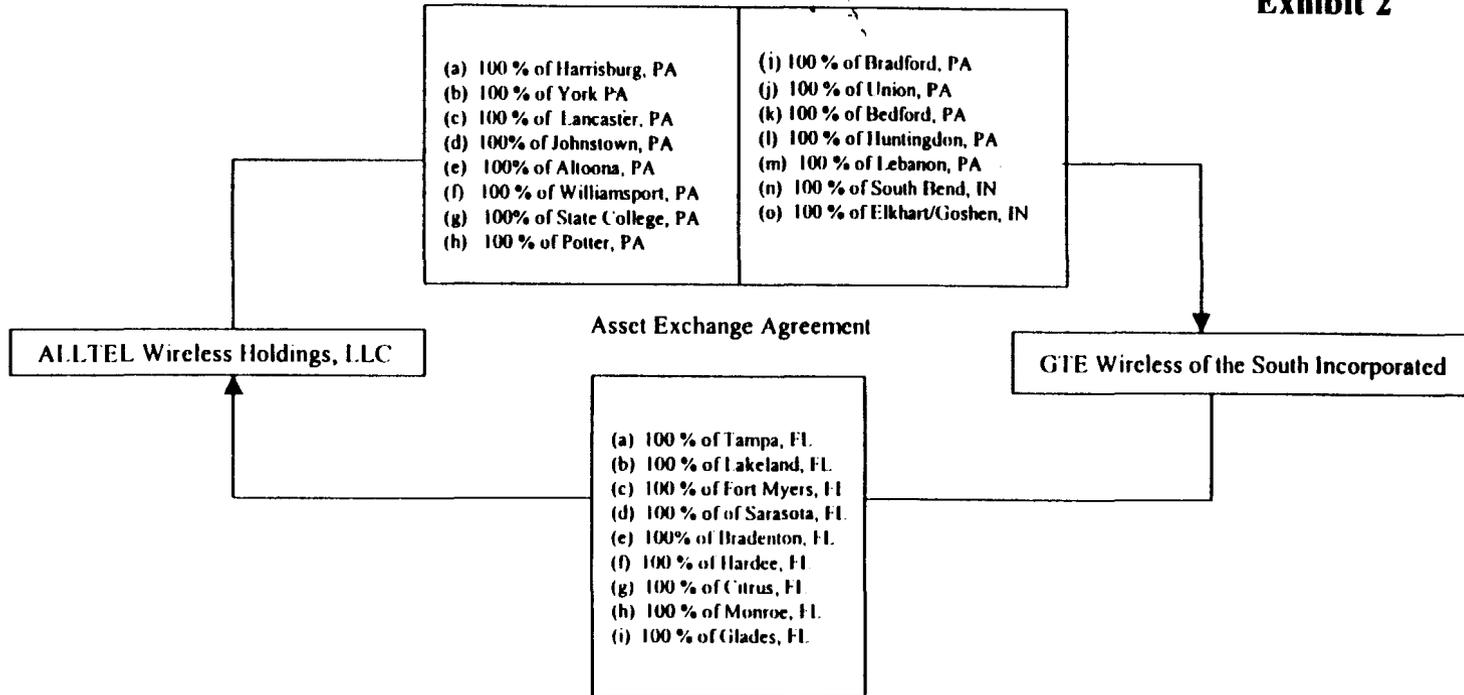
¹¹ See, e.g., *Applications of Winston, Inc., et al.*, 14 FCC Rcd 3844 (WTB 1998) (approving transfer of Vanguard Cellular licenses to AT&T Wireless in which AT&T committed to spin off overlapping ownership interests that would have resulted from the transaction).

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

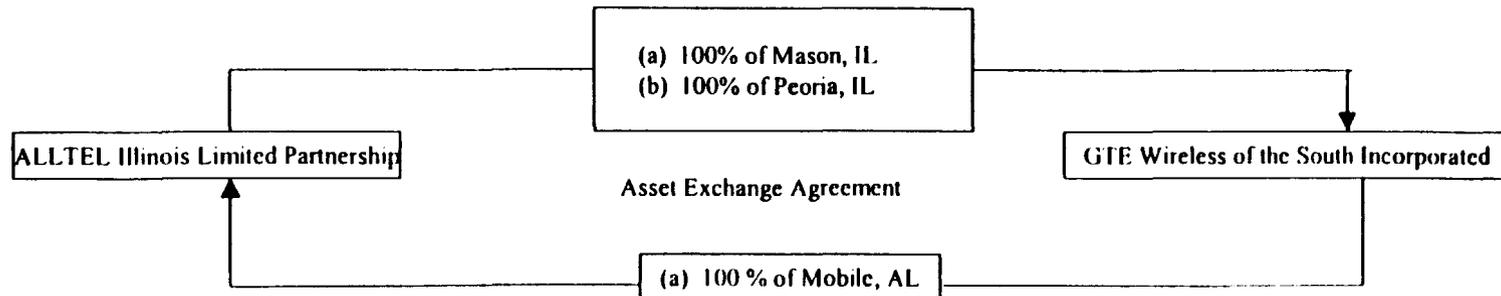
Conclusion

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.

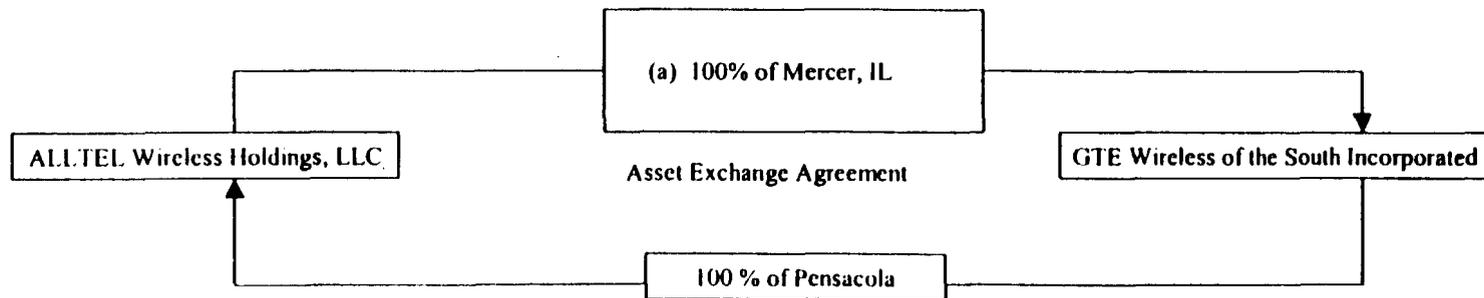
Transaction 1



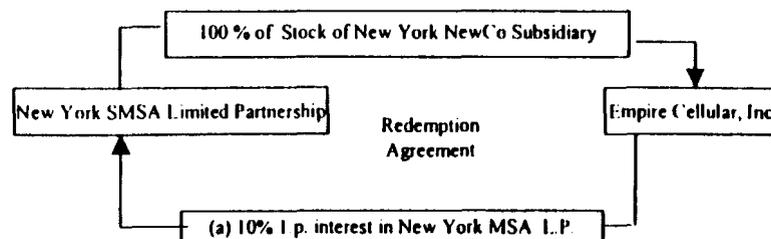
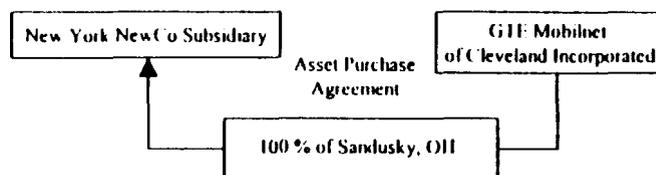
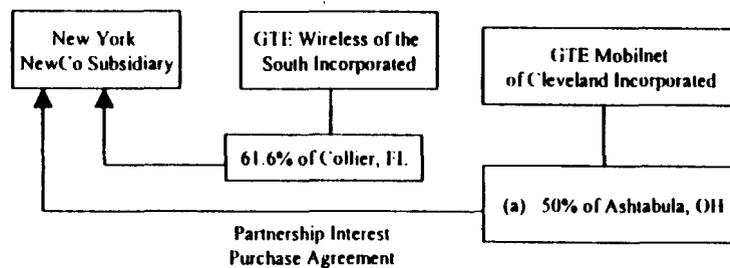
Transaction 2



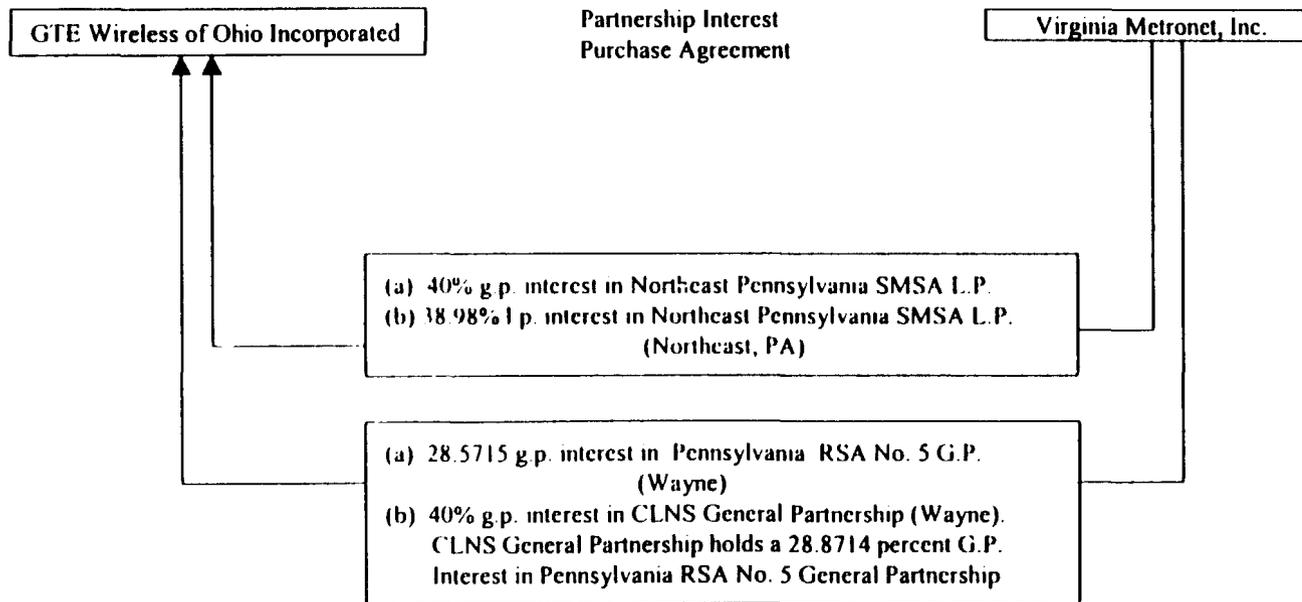
Transaction 3



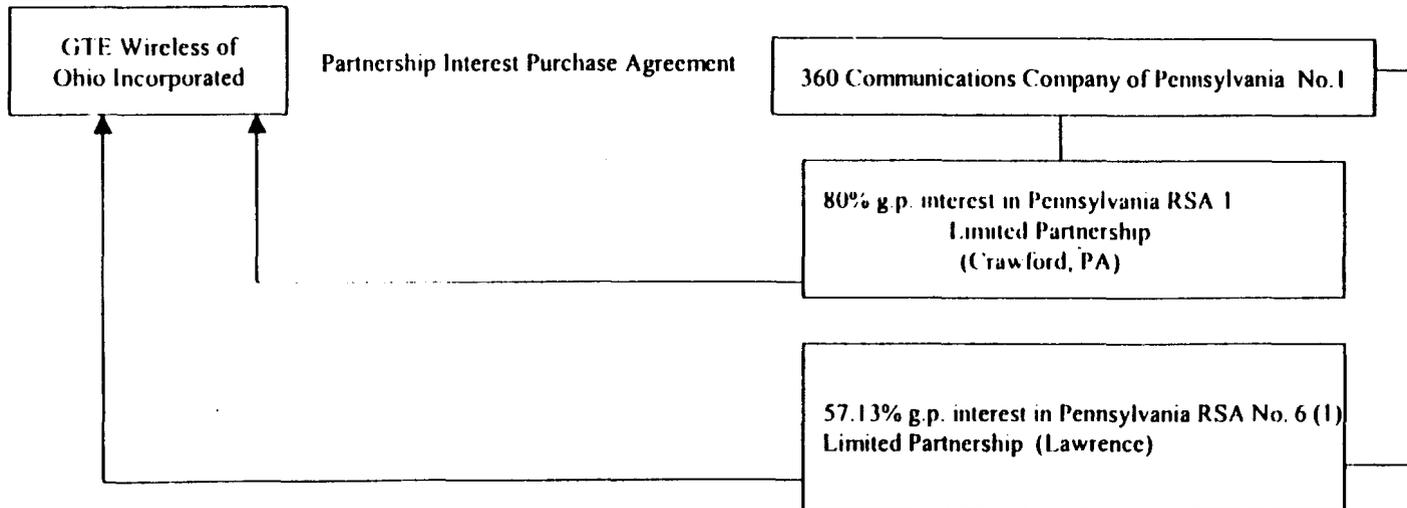
Transaction 4



Transaction 5

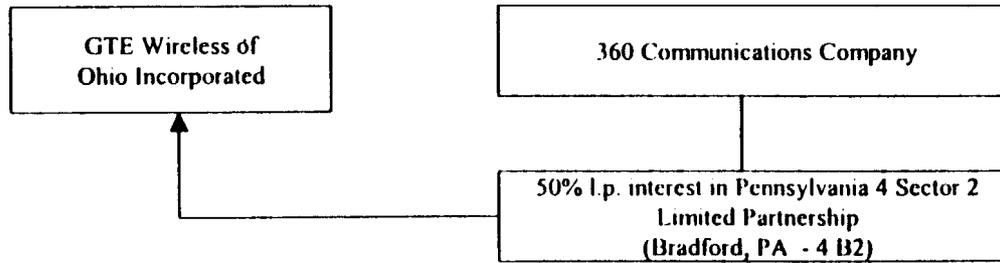


Transaction 6

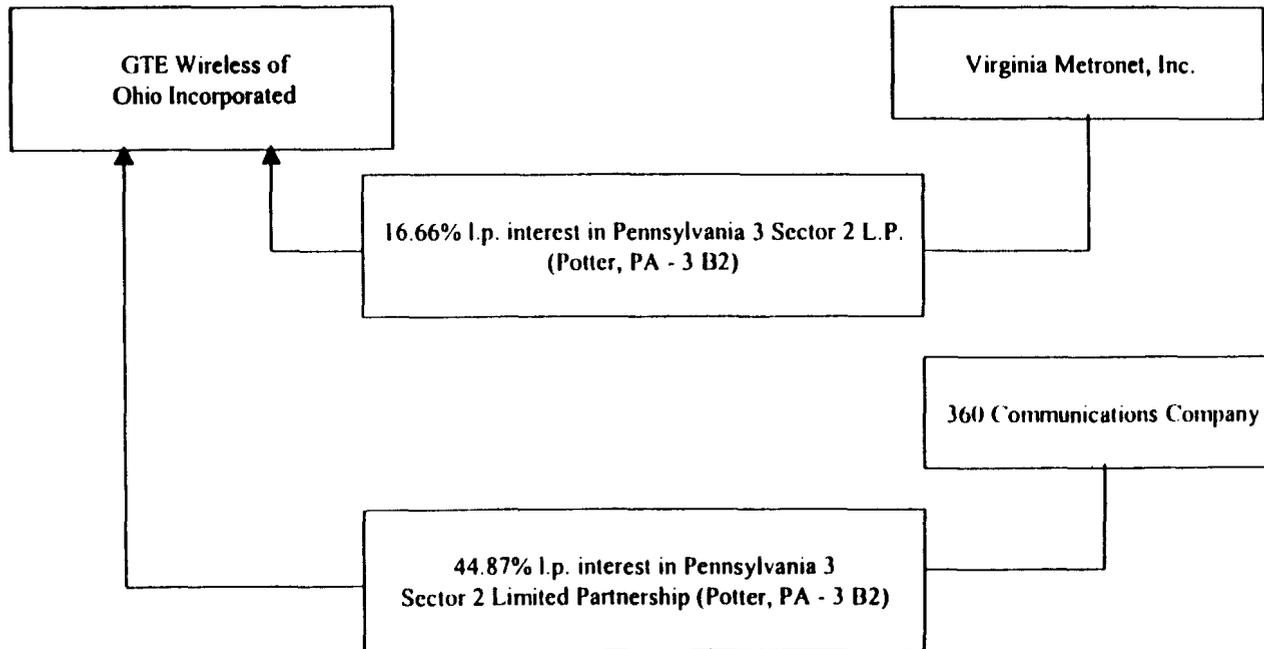


Transaction 7

Partnership Interest Purchase Agreement

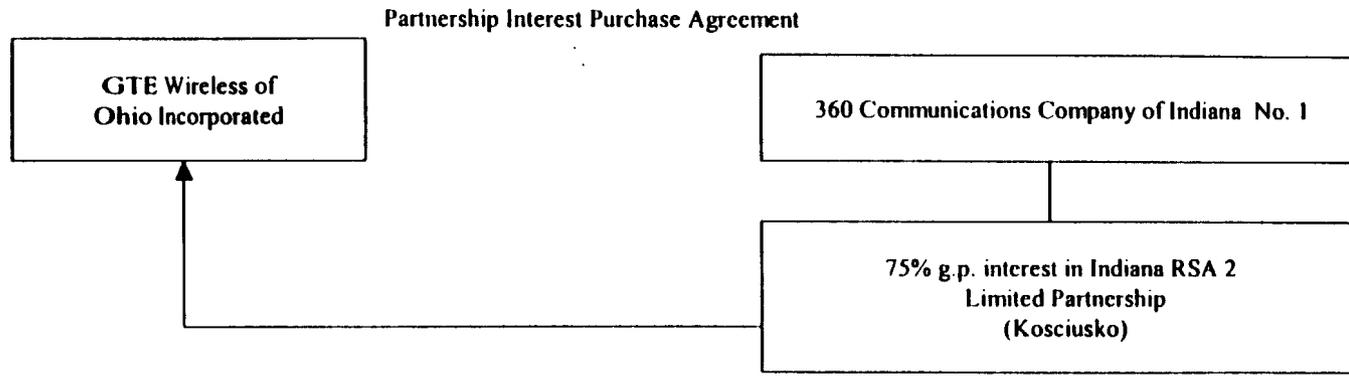


Transaction 8

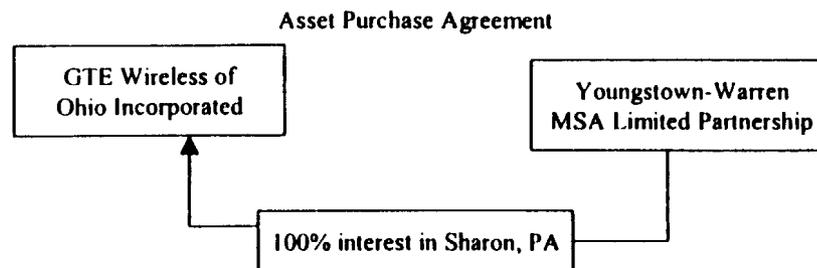


Partnership Interest
Purchase Agreement

Transaction 9



Transaction 10



Transaction 11

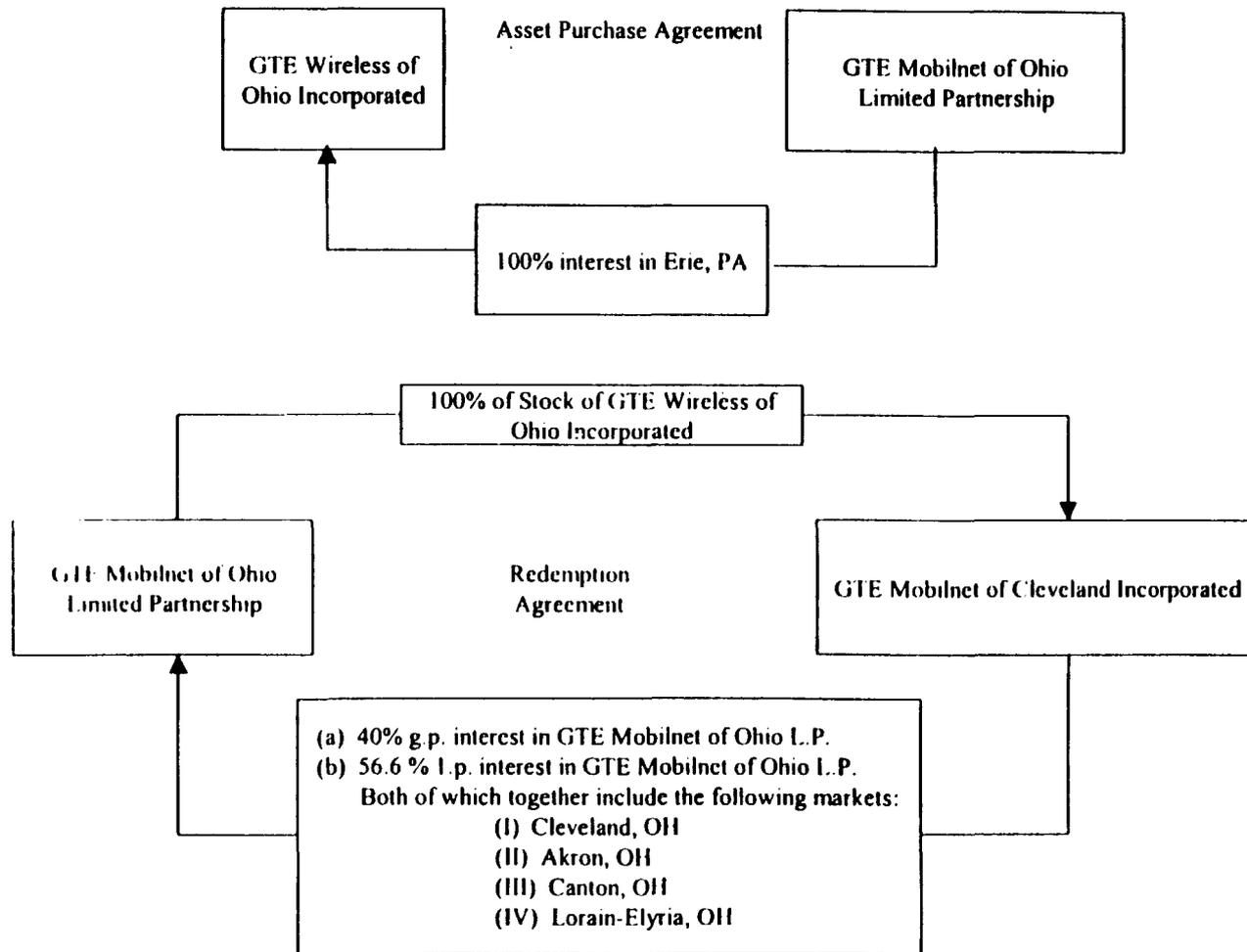


EXHIBIT 3
REPORTABLE LITIGATION

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.