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DA 00-502

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**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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