

WT 01-8

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 12/27/2000 at 11:57AM File Number: 0000304925
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1) Application Purpose: Assignment of Authorization	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation? No
5) Does this 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? Sale or other assignment or transfer of stock 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: L00000534	10b) SGIN: 000	10c) FCC Registration Number (FRN): 3474152
11) First Name (if individual):	MI:	Last Name:
12) Entity Name (if not an individual): Price Communications Wireless II Inc		
13) Attention To: Lawrence Roberts, Esq.		
14) P.O. Box:	And / Or	15) Street Address: 45 Rockefeller Plaza, Suite 3201
16) City: New York	17) State: NY	18) Zip: 10020
19) Telephone Number: (212)757-5600	20) FAX: (212)397-3755	
21) E-Mail Address: larryroberts@dwt.com		

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:	23b) SGIN:	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:
25) Entity Name (if not an individual):		
26) P.O. Box:	And / Or	27) Street Address:
28) City:	29) State:	30) Zip:
31) Telephone Number:	32) FAX:	
33) E-Mail Address:		

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

34) First Name:	MI:	Last Name:	Suffix:
35) Company Name:			
36) P. O. Box:	And / Or:	37) Street Address:	
38) City:	39) State:	40) Zip:	
41) Telephone Number:		42) FAX:	
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Partnership			
45a) Taxpayer Identification Number: L00000722		45b) SGIN: 000	45c) FCC Registration Number (FRN): 3290673
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): Cellco Partnership dba Verizon Wireless			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Patricia A. Croal			
51) P. O. Box:	And / Or:	52) Street Address: 180 Washington Valley Road	
53) City: Bedminster	54) State: NJ	55) Zip: 07921	
56) Telephone Number: (908)306-7304		57) FAX: (908)306-6836	
58) E-Mail Address: Patricia.Croal@VerizonWireless.com			

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

59) First Name: Patricia	MI: A	Last Name: Croal	Suffix:
60) Company Name: Verizon Wireless			
61) P. O. Box:	And / Or:	62) Street Address: 180 Washington Valley Road	
63) City: Bedminster	64) State: NJ	65) Zip: 07921	
66) Telephone Number: (908)306-7304		67) FAX: (908)306-6836	
68) E-Mail Address: Patricia.Croal@VerizonWireless.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.	Yes

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: **Robert** MI: Last Name: **Price** Suffix:

80) Title: **President**

Signature: **Robert Price** 81) Date: **12/27/00**

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: **John** MI: **T** Last Name: **Scott** Suffix: **III**

83) Title: **VP Deputy General Counsel Regulatory Law**

Signature: **John T Scott III** 84) Date: **12/27/00**

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
KNKN684					Yes
KNKN777					Yes
WML214					Yes
KNKN744					Yes
KNKN709					Yes
KNKQ356					Yes
WHT980					Yes
WHT982					Yes
KNKN676					Yes
KNKA440					Yes

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.

Attachment List

Attachment Type	Date	Description	Contents
Ownership	12/22/00	Question 73	17614709.0.pdf
Other	12/22/00	Question 77	17614710.0.pdf
Other	12/22/00	Description of Transaction	17614751.0.pdf

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

This application requests the Commission's consent to assign certain cellular radiotelephone licenses (and any associated point-to-point microwave licenses) from entities that are ultimately controlled by Price Communications Corporation ("PCC"), to Cellco Partnership ("Cellco"). The call signs for the licenses are set forth on the application.

Cellco is a general partnership, which is ultimately owned by Verizon Communications Inc. ("Verizon Communications") and Vodafone Group Plc. ("Vodafone"). Information as to Cellco's ownership is provided in Exhibit 2 to this application and in Cellco's Form 602, which is on file with the Commission. Vodafone's minority, indirect, non-controlling interest in the partnership, and its qualifications (as a foreign corporation) to hold indirect ownership interests in common carrier licenses have been previously authorized by the FCC under Section 310(b)(4) of the Communications Act.¹ Neither Vodafone nor any of its foreign subsidiaries hold any direct ownership interests in any common carrier licenses. No changes have occurred in Cellco's foreign ownership. Accordingly, Cellco requests the Commission find that no new foreign ownership issues are raised by this filing and extend the previous section 310(b)(4) authorization to the licenses in this application.

The transaction will involve three steps. First, the licenses will be contributed by each current licensee, through intermediate subsidiaries, to Price Communications Wireless, Inc. ("PCW"), a wholly owned subsidiary of PCC. This will be a *pro forma* assignment because each licensee and intermediate subsidiary is presently ultimately controlled by PCC. In step two, PCW will assign the licenses to Cellco in return for a partnership interest in Cellco. At the conclusion of these two steps, Cellco will become the licensee of the subject stations.² In step three, Verizon Wireless Inc. ("VWI") will acquire PCW, in exchange for VWI common stock.

¹ See In re Applications of Vodafone AirTouch Plc and Bell Atlantic Corporation, For Consent to the Transfer of Control or Assignment of Licenses and Authorizations, *Memorandum Opinion and Order*, DA 00-721 at ¶ 19 (Intl. and Wir. Tel. Burs., rel. Mar. 30, 2000); *FCC Public Notice*, "International Authorizations Granted," Report No. TEL-00174, DA No. 99-3033 (IB and WTB, rel. Dec. 30, 1999); In re AirTouch Communications, Inc., Transferor, and Vodafone Group, Plc., Transferee, For Consent to the Transfer of Control of Licenses and Authorizations, *Memorandum Opinion and Order*, 14 FCC Rcd 9430, ¶ 9 (WTB 1999).

² As discussed above, PCW will engage in a series of *pro forma* consolidations prior to consummation of the ultimate transaction. At this time, it is not possible to know whether the applicants will ultimately require authority either to transfer control of the licensee or to assign

(continued...)

The transaction will not occur unless an initial public offering ("IPO") is completed for VWI. Following the completion of all three steps, VWI will own PCW, and PCW will own an indirect minority ownership interest in Cellco. Verizon Communications will continue to hold ultimate control of Cellco through its rights to elect a majority of the board of directors of VWI.³

This application raises no issues under the Commission's spectrum cap rule, 47 CFR § 20.6. The majority of the cellular systems are located in markets in which Cellco currently holds no interests in CMRS licenses. Several of the cellular systems are located in RSAs which overlap the Jacksonville, Florida MTA, in which Cellco holds a PCS 30 MHz license. The combined spectrum will thus total 55 MHz. Under the spectrum cap rule, 47 CFR § 20.6(a), as applied to rural service areas, a single entity is permitted to hold up to 55 MHz of cellular and PCS spectrum in overlapping markets. Finally, the cellular system located in the Panama City, Florida MSA overlaps with the Jacksonville, Florida MTA. The combined spectrum will total 55 MHz. Under the spectrum cap rule, 47 CFR § 20.6(c)(1), significant overlap, resulting in a violation of the spectrum cap, occurs when at least 10 percent of the population of the PCS licensed service area for the counties contained therein is located within the CGSA of the cellular system. The Panama City MSA is comprised of just one county, Bay County. Based on the most recent available decennial census figures, only six percent of the population of the Jacksonville MTA is located within the Panama City MSA. Accordingly, Cellco will be in compliance with the rule.

Grant of this application will serve the public interest because it will enable customers in these markets to have access as part of a national plan to the large array of wireless voice and data services that Cellco offers today and plans to offer in the future. These service offerings include advanced calling features, access to the mobile web, and digital text and numeric messaging. While PCC could offer these services, Cellco, will because of its experience in providing advanced services throughout the United States, be better able to respond to consumer demands for these and future wireless services. In addition, the transaction will enable Cellco to integrate these theretofore-regional cellular systems into a national footprint. With the exception of the several permissible overlaps discussed above, Cellco currently does not provide service to

(...continued)

the licenses. Accordingly, at the direction of Commission staff the applicants request alternative consents to assign the licenses or transfer of control of the licensees.

³ After the consummation of the transaction, PCC will continue to hold through a separate wholly-owned subsidiary (Gulf Coast Broadcasting Corporation) a Block B cellular license for formerly unserved area in the Fresno, California MSA. The call sign for the license is KNKR215 and the market designator is CMA074. Gulf Coast Broadcasting Corporation is not a subsidiary of PCW.

the markets that are the subject of this application. Therefore, grant of the subject applications will provide the public in the relevant areas with a new national wireless carrier. The Commission has repeatedly acknowledged the public interest is served by allowing carriers to assemble national footprints.⁴ Cellco, as a large national carrier, will be able to compete more vigorously with other CMRS carriers in these markets while making new wireless services available to the public. As a regional carrier, Price is unable to offer its customers advantages inherent to a national wireless system. The addition of these markets to Cellco's national footprint will allow it to offer service plans to its customers that include the advantages of reduced long distance and roaming charges. Further, unifying the two companies' wireless properties will result in customer benefits associated with Cellco's substantial savings from economies of scale from the consolidation of billing and management, pooled equipment purchasing, and more cost-effective advertising. Grant of this application is thus in the public interest.

⁴ See, e.g., *Vodafone AirTouch Plc*, DA 00-721 (rel. March 30, 2000), at ¶ 33; *Voicestream Wireless Corp.*, FCC 00-53 (rel. Feb. 15, 2000).

RESPONSE TO QUESTION 73

The Applicant is part of Verizon Wireless, a national commercial wireless carrier. Verizon Wireless is owned and controlled, ultimately, by a partnership between Verizon Communications Inc. (“Verizon”) and Vodafone Group Plc (“Vodafone”).¹ Verizon, a Delaware Corporation, owns 55% of this partnership; Vodafone, a company organized under the laws of the United Kingdom, owns 45%. Control of this partnership is vested in a Board of Representatives, which in turn is controlled by Verizon. In sum, Verizon is the majority owner and possesses sole affirmative control of the partnership and Verizon Wireless. Vodafone’s minority, indirect, non-controlling interest in the partnership, and its qualifications (as a foreign corporation) to hold indirect ownership interests in common carrier licenses have been previously authorized by the FCC under Section 310(b)(4) of the Communications Act.² Neither Vodafone nor any of its foreign subsidiaries hold any direct ownership interests in any common carrier licenses. No new foreign ownership issues are raised by this filing.

¹Bell Atlantic Corporation changed its name to Verizon Communications Inc. in September, 2000; Vodafone AirTouch Plc changed its name to Vodafone Group Plc in July, 2000.

²See *In re Applications of Vodafone AirTouch Plc and Bell Atlantic Corporation, For Consent to the Transfer of Control or Assignment of Licenses and Authorizations, Memorandum Opinion and Order*, DA 00-721 at ¶ 19 (Intl. and Wir. Tel. Burs., rel. Mar. 30, 2000); *FCC Public Notice*, “International Authorizations Granted,” Report No. TEL-00174, DA No. 99-3033 (Intl. Bur., rel. Dec. 30, 1999); *In re AirTouch Communications, Inc., Transferor, and Vodafone Group, Plc., Transferee, For Consent to the Transfer of Control of Licenses and Authorizations, Memorandum Opinion and Order*, 14 FCC Rcd 9430, ¶ 9 (Wir. Tel. Bur., 1999).

PENDING LITIGATION
(Response to Question 77)

Parties holding a controlling interest in the Applicant are subject (either directly or indirectly) to the following pending matters.

Rita K. Parrish and Susan Schutz v. Pacific Telesis Group, et al. (Sacramento County Super. Ct.). A suit has been filed in Sacramento County, California state court alleging that the Fresno MSA Limited Partnership and 12 other cellular entities conspired to create a monopoly with respect to the sale of cellular radio services in the state of California. Plaintiffs filed on behalf of themselves and all other cellular service subscribers and resellers in several California SMSA's. Defendant's demurrer to the amended complaint was denied.

New England Mobile Communications, Inc. d/b/a Kartele v. Bell Atlantic NYNEX Mobile, Inc. (BANM) and Metro Mobile CTS of Fairfield County, Inc. (Metro Mobile) (Conn. Super. Ct.) Kartele, a former agent, alleges Defendant improperly terminated the agency agreement and violated the Connecticut Unfair Trade Practices Act by engaging in below-cost pricing in its own retail stores. Defendant successfully moved to dismiss Plaintiff's breach of contract and promissory estoppel claims; unfair trade practice and Connecticut Franchise Act claims remain. Defendant has served its answer and filed a counterclaim for breach of contract. The case has been transferred to the complex litigation docket and discovery is in progress.

Electronics Store, Inc. v. Cellco Partnership and Cedar Point Federal Credit Union (MD Cir. Ct., St. Mary's Co.) Plaintiff, a former agent, alleges that Defendants committed antitrust violations under Maryland law, breached its agency agreement and interfered with its contracts with cellular customers. Summary judgment for Defendants was reversed in part permitting the case to proceed on breach of contract, implied covenant of good faith and fair dealing and unfair competition theories. Plaintiff has appealed dismissal of antitrust claims. The suit was bifurcated. The liability phase went to trial on July 27, 2000. The jury found for Plaintiff on the breach of contract and tortious interference claims. The damages phase has not yet been scheduled for trial.

H.T. Communications, Inc. f/k/a H.T. Auto v. Bell Atlantic Mobile Systems, Inc. and Cellco Partnership (NJ Super. Ct., Law Div.) Plaintiff, a former agent, filed suit on October 22, 1999, alleging that Defendants breached their agency agreement by failing and refusing to pay all commissions due, anniversary payments and residuals. Plaintiff has brought a number of causes of action, including unfair competition. Defendants' motion to compel arbitration of plaintiff's claim was denied by the trial court. Defendants' motion for leave to appeal that decision is pending.

Your First Choice Communications, Inc. v. Bell Atlantic Mobile, Inc. (D. Mass.)

Plaintiff, a reseller of Defendant's cellular service, alleges that Defendant breached the reseller contract, used deceptive trade practices and attempted to restrain Plaintiff from expanding its business. The complaint was filed in February 2000. Plaintiff's breach of contract and unfair practices claims, and Defendant's counterclaim for monies owed, have been referred to arbitration. The court has referred the contract and unfair competition claims to arbitration and has reserved decision on Defendant's motion to compel arbitration of Plaintiff's antitrust and 1996 Telecommunications Act claims.

Richard Hill v. PrimeCo Personal Communications, L.P. (Fla. Cir. Ct., Dade

County) This purported class action lawsuit alleges a violation of state statutes regarding deceptive and unfair trade practices arising from PrimeCo's negative check-off promotion of Roadside Assistance in 1997. The parties have reached a settlement in principle.

Elizabeth Martin v. PrimeCo Personal Communications, L.P. (Fla. Cir. Ct., Lee

County) This purported class action lawsuit alleges breach of contract, deceptive and unfair advertising and trade practices, and civil conspiracy arising from PrimeCo's rounding up airtime charges to the next full minute. Plaintiff filed an amended class action complaint on March 2, 2000. PrimeCo's motion to dismiss and compel arbitration is pending.

Garabedian d/b/a Western Mobile Telephone Company v. Pactel, GTE Mobilnet, Inc., Contel Cellular, Inc., et al. and Garabedian v. LASMSA LP, et al. (California

Fourth District Court of Appeals) In these two parallel class actions filed in Orange County Superior Court, Plaintiff alleged that Defendants conspired to fix prices for cellular service in the Los Angeles market. The first suit covers the period 1984 to 1993, while the second suit covers 1993 to the present. Plaintiff sought damages for the class in excess of \$100 million. The trial court approved a class settlement of both suits in early 1998, and coupons were distributed to class members. Approval of that settlement is on appeal. The appeal has been briefed but no hearing date has been set.

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 12/27/2000 at 12:08PM File Number: 0000304918
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1) Application Purpose: Assignment of Authorization	
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:
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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

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9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: L00000494	10b) SGIN: 000	10c) FCC Registration Number (FRN): 3474111	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Price Communications Wireless III Inc			
13) Attention To: Lawrence Roberts, Esq.			
14) P.O. Box:	And / Or	15) Street Address: 45 Rockefeller Plaza, Suite 3201	
16) City: New York	17) State: NY	18) Zip: 10020	
19) Telephone Number: (212)757-5600		20) FAX: (212)397-3755	
21) E-Mail Address: larryroberts@dwt.com			

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:			
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28) City:	29) State:	30) Zip:	
31) Telephone Number:		32) FAX:	
33) E-Mail Address:			

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

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).

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79) Typed or Printed Name of Party Authorized to Sign

First Name: **Robert** MI: Last Name: **Price** Suffix:

80) Title: **President**

Signature: **Robert Price** 81) Date: **12/27/00**

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: **John** MI: **T** Last Name: **Scott** Suffix: **III**

83) Title: **VP Deputy General Counsel Regulatory Law**

Signature: **John T Scott III** 84) Date: **12/27/00**

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
WLV253					Yes
KNKA688					Yes
WLV257					Yes
WLU391					Yes
WLU392					Yes
WLU393					Yes
WLU394					Yes
WLU395					Yes
WMT662					Yes
WPQR760					Yes
WPQR761					Yes

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.

Attachment List

Attachment Type	Date	Description	Contents
Ownership	12/22/00	Question 73	17614679.0.pdf
Other	12/22/00	Question 77	17614680.0.pdf
Other	12/22/00	Description of Transaction	17614763.0.pdf

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

This application requests the Commission's consent to assign certain cellular radiotelephone licenses (and any associated point-to-point microwave licenses) from entities that are ultimately controlled by Price Communications Corporation ("PCC"), to Cellco Partnership ("Cellco"). The call signs for the licenses are set forth on the application.

Cellco is a general partnership, which is ultimately owned by Verizon Communications Inc. ("Verizon Communications") and Vodafone Group Plc. ("Vodafone"). Information as to Cellco's ownership is provided in Exhibit 2 to this application and in Cellco's Form 602, which is on file with the Commission. Vodafone's minority, indirect, non-controlling interest in the partnership, and its qualifications (as a foreign corporation) to hold indirect ownership interests in common carrier licenses have been previously authorized by the FCC under Section 310(b)(4) of the Communications Act.¹ Neither Vodafone nor any of its foreign subsidiaries hold any direct ownership interests in any common carrier licenses. No changes have occurred in Cellco's foreign ownership. Accordingly, Cellco requests the Commission find that no new foreign ownership issues are raised by this filing and extend the previous section 310(b)(4) authorization to the licenses in this application.

The transaction will involve three steps. First, the licenses will be contributed by each current licensee, through intermediate subsidiaries, to Price Communications Wireless, Inc. ("PCW"), a wholly owned subsidiary of PCC. This will be a *pro forma* assignment because each licensee and intermediate subsidiary is presently ultimately controlled by PCC. In step two, PCW will assign the licenses to Cellco in return for a partnership interest in Cellco. At the conclusion of these two steps, Cellco will become the licensee of the subject stations.² In step three, Verizon Wireless Inc. ("VWI") will acquire PCW, in exchange for VWI common stock.

¹ See *In re Applications of Vodafone AirTouch Plc and Bell Atlantic Corporation, For Consent to the Transfer of Control or Assignment of Licenses and Authorizations, Memorandum Opinion and Order*, DA 00-721 at ¶ 19 (Intl. and Wir. Tel. Burs., rel. Mar. 30, 2000); *FCC Public Notice*, "International Authorizations Granted," Report No. TEL-00174, DA No. 99-3033 (IB and WTB, rel. Dec. 30, 1999); *In re AirTouch Communications, Inc., Transferor, and Vodafone Group, Plc., Transferee, For Consent to the Transfer of Control of Licenses and Authorizations, Memorandum Opinion and Order*, 14 FCC Rcd 9430, ¶ 9 (WTB 1999).

² As discussed above, PCW will engage in a series of *pro forma* consolidations prior to consummation of the ultimate transaction. At this time, it is not possible to know whether the applicants will ultimately require authority either to transfer control of the licensee or to assign

(continued...)

The transaction will not occur unless an initial public offering ("IPO") is completed for VWI. Following the completion of all three steps, VWI will own PCW, and PCW will own an indirect minority ownership interest in Cellco. Verizon Communications will continue to hold ultimate control of Cellco through its rights to elect a majority of the board of directors of VWI.³

This application raises no issues under the Commission's spectrum cap rule, 47 CFR § 20.6. The majority of the cellular systems are located in markets in which Cellco currently holds no interests in CMRS licenses. Several of the cellular systems are located in RSAs which overlap the Jacksonville, Florida MTA, in which Cellco holds a PCS 30 MHz license. The combined spectrum will thus total 55 MHz. Under the spectrum cap rule, 47 CFR § 20.6(a), as applied to rural service areas, a single entity is permitted to hold up to 55 MHz of cellular and PCS spectrum in overlapping markets. Finally, the cellular system located in the Panama City, Florida MSA overlaps with the Jacksonville, Florida MTA. The combined spectrum will total 55 MHz. Under the spectrum cap rule, 47 CFR § 20.6(c)(1), significant overlap, resulting in a violation of the spectrum cap, occurs when at least 10 percent of the population of the PCS licensed service area for the counties contained therein is located within the CGSA of the cellular system. The Panama City MSA is comprised of just one county, Bay County. Based on the most recent available decennial census figures, only six percent of the population of the Jacksonville MTA is located within the Panama City MSA. Accordingly, Cellco will be in compliance with the rule.

Grant of this application will serve the public interest because it will enable customers in these markets to have access as part of a national plan to the large array of wireless voice and data services that Cellco offers today and plans to offer in the future. These service offerings include advanced calling features, access to the mobile web, and digital text and numeric messaging. While PCC could offer these services, Cellco, will because of its experience in providing advanced services throughout the United States, be better able to respond to consumer demands for these and future wireless services. In addition, the transaction will enable Cellco to integrate these theretofore-regional cellular systems into a national footprint. With the exception of the several permissible overlaps discussed above, Cellco currently does not provide service to

(...continued)

the licenses. Accordingly, at the direction of Commission staff the applicants request alternative consents to assign the licenses or transfer of control of the licensees.

³ After the consummation of the transaction, PCC will continue to hold through a separate wholly-owned subsidiary (Gulf Coast Broadcasting Corporation) a Block B cellular license for formerly unserved area in the Fresno, California MSA. The call sign for the license is KNKR215 and the market designator is CMA074. Gulf Coast Broadcasting Corporation is not a subsidiary of PCW.

the markets that are the subject of this application. Therefore, grant of the subject applications will provide the public in the relevant areas with a new national wireless carrier. The Commission has repeatedly acknowledged the public interest is served by allowing carriers to assemble national footprints.⁴ Cellco, as a large national carrier, will be able to compete more vigorously with other CMRS carriers in these markets while making new wireless services available to the public. As a regional carrier, Price is unable to offer its customers advantages inherent to a national wireless system. The addition of these markets to Cellco's national footprint will allow it to offer service plans to its customers that include the advantages of reduced long distance and roaming charges. Further, unifying the two companies' wireless properties will result in customer benefits associated with Cellco's substantial savings from economies of scale from the consolidation of billing and management, pooled equipment purchasing, and more cost-effective advertising. Grant of this application is thus in the public interest.

⁴ See, e.g., *Vodafone AirTouch Plc*, DA 00-721 (rel. March 30, 2000), at ¶ 33; *Voicestream Wireless Corp.*, FCC 00-53 (rel. Feb. 15, 2000).

RESPONSE TO QUESTION 73

The Applicant is part of Verizon Wireless, a national commercial wireless carrier. Verizon Wireless is owned and controlled, ultimately, by a partnership between Verizon Communications Inc. ("Verizon") and Vodafone Group Plc ("Vodafone").¹ Verizon, a Delaware Corporation, owns 55% of this partnership; Vodafone, a company organized under the laws of the United Kingdom, owns 45%. Control of this partnership is vested in a Board of Representatives, which in turn is controlled by Verizon. In sum, Verizon is the majority owner and possesses sole affirmative control of the partnership and Verizon Wireless. Vodafone's minority, indirect, non-controlling interest in the partnership, and its qualifications (as a foreign corporation) to hold indirect ownership interests in common carrier licenses have been previously authorized by the FCC under Section 310(b)(4) of the Communications Act.² Neither Vodafone nor any of its foreign subsidiaries hold any direct ownership interests in any common carrier licenses. No new foreign ownership issues are raised by this filing.

¹Bell Atlantic Corporation changed its name to Verizon Communications Inc. in September, 2000; Vodafone AirTouch Plc changed its name to Vodafone Group Plc in July, 2000.

²*See In re Applications of Vodafone AirTouch Plc and Bell Atlantic Corporation, For Consent to the Transfer of Control or Assignment of Licenses and Authorizations, Memorandum Opinion and Order, DA 00-721 at ¶ 19 (Intl. and Wir. Tel. Burs., rel. Mar. 30, 2000); FCC Public Notice, "International Authorizations Granted," Report No. TEL-00174, DA No. 99-3033 (Intl. Bur., rel. Dec. 30, 1999); In re AirTouch Communications, Inc., Transferor, and Vodafone Group, Plc., Transferee. For Consent to the Transfer of Control of Licenses and Authorizations. Memorandum Opinion and Order, 14 FCC Rcd 9430, ¶ 9 (Wir. Tel. Bur., 1999).*

PENDING LITIGATION

(Response to Question 77)

Parties holding a controlling interest in the Applicant are subject (either directly or indirectly) to the following pending matters.

Rita K. Parrish and Susan Schutz v. Pacific Telesis Group, et al. (Sacramento County Super. Ct.). A suit has been filed in Sacramento County, California state court alleging that the Fresno MSA Limited Partnership and 12 other cellular entities conspired to create a monopoly with respect to the sale of cellular radio services in the state of California. Plaintiffs filed on behalf of themselves and all other cellular service subscribers and resellers in several California SMSA's. Defendant's demurrer to the amended complaint was denied.

New England Mobile Communications, Inc. d/b/a Kartele v. Bell Atlantic NYNEX Mobile, Inc. (BANM) and Metro Mobile CTS of Fairfield County, Inc. (Metro Mobile) (Conn. Super. Ct.) Kartele, a former agent, alleges Defendant improperly terminated the agency agreement and violated the Connecticut Unfair Trade Practices Act by engaging in below-cost pricing in its own retail stores. Defendant successfully moved to dismiss Plaintiff's breach of contract and promissory estoppel claims; unfair trade practice and Connecticut Franchise Act claims remain. Defendant has served its answer and filed a counterclaim for breach of contract. The case has been transferred to the complex litigation docket and discovery is in progress.

Electronics Store, Inc. v. Celco Partnership and Cedar Point Federal Credit Union (MD Cir. Ct., St. Mary's Co.) Plaintiff, a former agent, alleges that Defendants committed antitrust violations under Maryland law, breached its agency agreement and interfered with its contracts with cellular customers. Summary judgment for Defendants was reversed in part permitting the case to proceed on breach of contract, implied covenant of good faith and fair dealing and unfair competition theories. Plaintiff has appealed dismissal of antitrust claims. The suit was bifurcated. The liability phase went to trial on July 27, 2000. The jury found for Plaintiff on the breach of contract and tortious interference claims. The damages phase has not yet been scheduled for trial.

H.T. Communications, Inc. f/k/a H.T. Auto v. Bell Atlantic Mobile Systems, Inc. and Celco Partnership (NJ Super. Ct., Law Div.) Plaintiff, a former agent, filed suit on October 22, 1999, alleging that Defendants breached their agency agreement by failing and refusing to pay all commissions due, anniversary payments and residuals. Plaintiff has brought a number of causes of action, including unfair competition. Defendants' motion to compel arbitration of plaintiff's claim was denied by the trial court. Defendants' motion for leave to appeal that decision is pending.

Your First Choice Communications, Inc. v. Bell Atlantic Mobile, Inc. (D. Mass.)

Plaintiff, a reseller of Defendant's cellular service, alleges that Defendant breached the reseller contract, used deceptive trade practices and attempted to restrain Plaintiff from expanding its business. The complaint was filed in February 2000. Plaintiff's breach of contract and unfair practices claims, and Defendant's counterclaim for monies owed, have been referred to arbitration. The court has referred the contract and unfair competition claims to arbitration and has reserved decision on Defendant's motion to compel arbitration of Plaintiff's antitrust and 1996 Telecommunications Act claims.

Richard Hill v. PrimeCo Personal Communications, L.P. (Fla. Cir. Ct., Dade

County) This purported class action lawsuit alleges a violation of state statutes regarding deceptive and unfair trade practices arising from PrimeCo's negative check-off promotion of Roadside Assistance in 1997. The parties have reached a settlement in principle.

Elizabeth Martin v. PrimeCo Personal Communications, L.P. (Fla. Cir. Ct., Lee

County) This purported class action lawsuit alleges breach of contract, deceptive and unfair advertising and trade practices, and civil conspiracy arising from PrimeCo's rounding up airtime charges to the next full minute. Plaintiff filed an amended class action complaint on March 2, 2000. PrimeCo's motion to dismiss and compel arbitration is pending.

Garabedian d/b/a Western Mobile Telephone Company v. Pactel, GTE Mobilnet, Inc., Contel Cellular, Inc., et al. and Garabedian v. LASMSA LP, et al. (California Fourth District Court of Appeals) In these two parallel class actions filed in Orange County Superior Court, Plaintiff alleged that Defendants conspired to fix prices for cellular service in the Los Angeles market. The first suit covers the period 1984 to 1993, while the second suit covers 1993 to the present. Plaintiff sought damages for the class in excess of \$100 million. The trial court approved a class settlement of both suits in early 1998, and coupons were distributed to class members. Approval of that settlement is on appeal. The appeal has been briefed but no hearing date has been set.