

FEDERAL COMMUNICATIONS COMMISSION

Washington, D. C. 20554

MAR 19 2001

OFFICE OF  
MANAGING DIRECTOR

86-285

Lawrence J. Movshin  
Brian W. Higgins  
Wilkinson Barker Knauer, LLP  
2300 N Street, NW, Suite 700  
Washington, DC 20037

Re: Petition for Waiver and  
Refund of Application Filing Fees

Fee Control Nos. 0002158994040001;  
0002158994043007; 0002158994043012;  
0002158994043013; 0002158994043014;  
& 0002158994038001

Gentlemen:

This letter is in response to your petition for waiver and refund of \$8,595 in application filing fees submitted on behalf of CellNet Data Systems, Inc., Debtor-In-Possession ("CellNet") in connection with CellNet's applications for transfer of control of Part 101 station authorizations.

You state that CellNet is the parent of six wholly-owned subsidiaries that own a total of 191 private Multiple Address System ("MAS") stations licensed under Part 101 of the Commission's rules. Because CellNet was unable to obtain sufficient funding to continue its operations, you state that it filed a Chapter 11 petition in the United States Bankruptcy Court in Delaware on February 4, 2000. You further state that CellNet has also entered into an agreement with Schlumberger Resource Management Services, Inc. ("SRMS") by which SRMS will acquire all of CellNet's assets.

You recite that on February 9, 2000 CellNet filed two sets of transfer of control applications with the Commission. The first, which is the subject of this petition, seeks consent to the transfer of control of the six licensee-subsiaries and associated stations from CellNet Data Systems, Inc. to CellNet Data Systems, Inc., Debtor-In-Possession as a result of the Chapter 11 bankruptcy court filing. The second seeks consent to the transfer of control from CellNet to SRMS. The filing fees pertaining to transfers of control, as set forth in Section 1.1102(35) of the Commission's rules, totaled \$8,595 for each set of applications. Given CellNet's current status, you assert that the fees paid in connection with CellNet's transfer of control to the debtor-in-possession constitute a financial hardship and should be waived and refunded.

Section 1.1117 of the Commission's Rules, 47 C.F.R. § 1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, 2 FCC Rcd 3558, 3572-73 (1990). We find that CellNet's filing of a Chapter 11 petition in the Delaware bankruptcy court substantiates CellNet's claim of financial hardship and demonstrates good cause for waiver of the filing fees. See MobileMedia Corporation, 14 FCC Rcd 8017, 8027 (1999) (bankruptcy establishes good cause for waiver of filing fee); see also Implementation of Section 9 of the Communications Act, 10 FCC Rcd 12759, 12762 (1995) (evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiver of regulatory fees). Moreover, waiver of the filing fee will serve the public interest by protecting the interests of CellNet's creditors. Therefore, your petition for waiver and refund of application filing fees is granted. Insofar as you also request a waiver of the filing fee requirement for rule waiver requests set forth in Section 1.1102(21) of the Commission's rules, this request will be dismissed because, in accordance with Section 8(d) of the Communications Act and Section 1.1117 of the Commission's rules, you have already established good cause for waiver of the specific fees in question, and therefore no additional fee is required.

A check, made payable to the maker of the original checks, in the amount of \$8,595 will be sent to you at the earliest practicable time. If you have any questions concerning this refund, please contact the Credit and Debt Management Group at (202) 418-1995.

Sincerely,



 Mark A. Reger  
Chief Financial Officer

COPY

MAR 20 2000

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

Before the  
Federal Communications Commission  
Washington, D.C. 20554

In the Matter of	)	
	)	File Nos. 0000076962
CELLNET DATA SYSTEMS, INC.,	)	0000076965
DEBTOR-IN-POSSESSION	)	0000076971
	)	0000077593
Applications for Transfer of Control of	)	0000077600
Part 101 Station Authorizations	)	0000077603

To: The Managing Director

**PETITION FOR WAIVER AND REFUND OF  
APPLICATION FILING FEES**

Pursuant to Section 1.1117(a) of the Commission's rules,<sup>1</sup> CellNet Data Systems, Inc., Debtor-In-Possession ("CellNet"), hereby requests a waiver of Section 1.1102(35) of the Commission's rules,<sup>2</sup> and a refund of filing fees in the amount of \$8,595.00 paid in connection with the above-referenced applications for transfer of control. In addition, CellNet hereby requests a waiver of the fee filing requirements for rule waiver requests as set forth in Section 1.1102(21) of the Commission's rules.<sup>3</sup>

As background, CellNet is the parent of six wholly-owned subsidiaries that own, in the aggregate, 191 private Multiple Address System ("MAS") stations licensed under Part 101 of

<sup>1</sup>47 C.F.R. § 1.1117(a).

<sup>2</sup>47 C.F.R. § 1.1102(35).

<sup>3</sup>47 C.F.R. § 1102(21).

the Commission's rules.<sup>4</sup> CellNet has used these stations to create a low-cost, private internal telemetry services network which allows it to transmit and receive data for the remote monitoring and control of devices, primarily utility meters. Development of this network, the largest and fastest growing of its kind, has required substantial expenditures of capital resulting in immediate and significant financial hardship for CellNet. Unfortunately, because it was unable to secure sufficient funding to continue its ongoing operations (including, but not limited to, the ongoing provision of information network services, the deployment of networks as necessary to fulfill commitments to its current customers, and the marketing of its services to prospective customers), CellNet filed a petition under Chapter 11 of the United States Bankruptcy Code in the U.S. Bankruptcy Court in Delaware. That petition was filed on February 4, 2000. In order to provide for a more orderly management of its internal affairs, CellNet has also entered into an agreement with Schlumberger Resource Management Services, Inc. ("SRMS") by which SRMS will acquire all of CellNet's assets, including the stock of CellNet's licensee-subidiaries, from the bankruptcy estate..

On February 9, 2000, CellNet filed two sets of transfer of control applications with the Commission for its six licensee-subidiaries (twelve applications in total). The first set of applications (and the set subject to the instant petition, copies of which are attached) seeks Commission consent for the involuntary transfer of control of the six licensee-subidiaries (and all associated stations) from CellNet Data Systems, Inc. to CellNet Data Systems, Inc., Debtor-Possession as a result of CellNet's Chapter 11 status. The second set of applications seeks Commission consent for the voluntary transfer of control of the six licensee-subidiaries (and all associated stations) from CellNet Data Systems, Inc., Debtor-In-Possession to SRMS. The filing

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<sup>4</sup>The subsidiaries are: CN Frequency (IS), Inc., CN Frequency (KC), Inc., CN Frequency (MSP), Inc., CN Frequency (SE), Inc., CN Frequency (SL), Inc., and CN WAN Corporation.

fees for these applications, which are calculated on a *per station* basis (\$45.00 for each call sign involved), totaled \$17,190.00 or \$8,595.00 for each set of applications. Given CellNet's financial condition, these fees constitute an additional hardship and are contrary to the public interest. Accordingly, and pursuant to Section 1.1117 of the Commission's rules, CellNet hereby requests a waiver and refund of filing fees.

Section 1.1117(a) of the Commission's rules authorizes the Commission to waive fees "where good cause is shown and where waiver or deferral of the fee would promote the public interest."<sup>5</sup> In general, the Commission "recognizes that the trustee [in bankruptcy] has a specific statutory mission and that strict enforcement of our procedural rules may conflict with the bankruptcy laws."<sup>6</sup> In particular, a receiver, trustee or debtor-in-possession is "charged with the duty of disposing [or preserving] of the [debtor's] assets in a manner that maximize[s] the interests of the creditors."<sup>7</sup> Thus, the Commission, in *Martin W. Hoffman, Trustee*, found that a waiver of a hearing fee deadline "served the public interest by accommodating the bankruptcy laws and by enabling [the trustee] to carry out his responsibilities as the appointed trustee."<sup>8</sup> Further, the Commission has already recognized, in the context of regulatory fees, that "where a bankruptcy trustee, receiver, or debtor in possession is negotiating a possible transfer of a licensee, the regulatory fee could act as an impediment to the negotiations and the transfer of the new station to a licensee."<sup>9</sup> Following this reasoning, the Commission has previously waived regulatory fee

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<sup>5</sup>47 C.F.R. § 1.1117(a)

<sup>6</sup>*Application of Martin W. Hoffman, Trustee*, Memorandum Opinion and Order, 12 FCC Rcd 11722, 11723 (1997).

<sup>7</sup>*LaRose v. FCC*, 494 F.2d at 1149.

<sup>8</sup>12 FCC Rcd 11722, 11723 (1997).

<sup>9</sup>*Implementation of Section 9 of the Communications Act*, 10 FCC Rcd 12759, 12762 (1995).

requirements for numerous other companies facing similar circumstances.<sup>10</sup> In addition, the Commission has previously found that waiver of its application filing fees for companies in bankruptcy serves the public interest by enabling the bankrupt licensee to “. . . preserve assets that will accrue to innocent creditors.”<sup>11</sup> In sum, waiving and refunding the application filing fees paid by CellNet in connection with its debtor-in-possession filing, and waiving the filing fee requirement for the instant petition (which would otherwise require an additional filing fee of \$135.00 per call sign, or \$25,785 total), is consistent with Commission precedent, and will help CellNet to emerge from bankruptcy; preserve its assets; and more fully satisfy its obligations to its creditors.

In light of the foregoing, CellNet respectfully submits that the public interest would be served by, and good cause is shown for, waiving the filing fee requirements of Sections 1.1102(21) and 1.1102(35), and for refunding the \$8,595.00 of filing fees paid in connection with the above-referenced debtor-in-possession transfer of control applications.

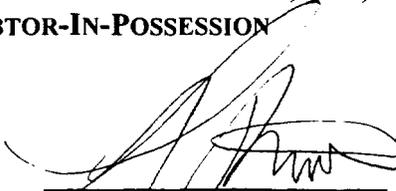
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<sup>10</sup>See Letter to John S. Neeley, Esq., from Marilyn J. McDermott, Associate Managing Director for Operations, FCC (April 18, 1997) (which granted the request of American Broadcasting Systems, Inc. (“ABS”) for a waiver and refund on the FY 1996 Regulatory Fees based on the fact that ABS was undergoing a Chapter 11 reorganization and was named a debtor-in-possession by the United States Bankruptcy Court); Letters to Brian M. Madden, Esq., from Marilyn J. McDermott, Associate Managing Director for Operations, FCC (April 17, 1996 and Oct. 25, 1996) (which granted the requests of Allan B. Mendelsohn, appointed trustee of the estate of the licensee of Radio Station WUSS by the United States Bankruptcy Court for waivers of the FY 1995 and FY 1996 Regulatory Fees for Radio Station WUSS); Letters to Jack Lotsof, President of Stereo 97, Inc., from Marilyn J. McDermott, Associate Managing Director of Operations, FCC (Feb. 23, 1996 and March 27, 1997)(which granted requests for waivers of the FY 1994, FY 1995 and FY 1996 Regulatory Fees for FM Station KAVV-FM based on the licensee’s existing state of undue financial hardship); Letter to R. Edward Price, Esq., from Marilyn J. McDermott, Associate Managing Director for Operations, FCC (Nov. 14, 1996) (which granted request to defer payment and waive the FY 1996 Regulatory Fees for Stations KVVQ(AM) and KVVQ-FM based on the fact that the stations were currently in receivership).

<sup>11</sup>*MobileMedia Corporation, et al., Applicant for Authorizations and Licenses of Certain Stations in Various Services*, 14 FCC Rcd 8017, 8027 (1999).

Respectfully submitted,

**CELLNET DATA SYSTEMS, INC.,  
DEBTOR-IN-POSSESSION**

By: 

Lawrence J. Movshin

Brian W. Higgins

WILKINSON BARKER KNAUER, LLP

2300 N Street, NW, Suite 700

Washington, DC 20037

(202) 783-4141

Its Attorneys

March 20, 2000

**DATE-STAMPED COPIES OF TRANSFER OF CONTROL APPLICATIONS**

<b>FCC 603</b>	<b>FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 02/09/2000 at 06:54PM
		File Number: <b>0000076962</b>

1) Application Purpose: <b>Transfer of Control</b>	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

### Type of Transaction

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

### Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? <b>Chap. 11 Bankruptcy Proceeding</b> If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: <b>Involuntary</b>

### Licensee/Assignor Information

10a) Taxpayer Identification Number: <b>943287727</b>		10b) SGIN: <b>000</b>	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): <b>CN Frequency (IS), Inc.</b>			
13) Attention To: <b>Ben Lyon</b>			
14) P.O. Box:	And / Or	15) Street Address: <b>125 Shoreway Road</b>	
16) City: <b>San Carlos</b>	17) State: <b>CA</b>	18) Zip: <b>94070</b>	
19) Telephone Number: <b>(650)508-6000</b>		20) FAX: <b>(650)592-6858</b>	
21) E-Mail Address:			

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

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

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

23a) Taxpayer Identification Number: <b>942951096</b>		23b) SGIN: <b>000</b>	
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): <b>CellNet Data Systems, Inc.</b>			
26) P.O. Box:	And / Or	27) Street Address: <b>125 Shoreway Rd</b>	
28) City: <b>San Carlos</b>	29) State: <b>CA</b>		30) Zip: <b>94070</b>
31) Telephone Number: <b>(650)508-6000</b>		32) FAX: <b>(650)508-6700</b>	
33) E-Mail Address:			

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

34) First Name: <b>Lawrence</b>	MI: <b>J</b>	Last Name: <b>Movshin</b>	Suffix:
35) Company Name: <b>Wilkinson Barker Knauer, LLP</b>			
36) P.O. Box:	And / Or	37) Street Address: <b>2300 N St, NW, Suite 700</b>	
38) City: <b>Washington</b>	39) State: <b>DC</b>		40) Zip: <b>20037-1128</b>
41) Telephone Number: <b>(202)783-4141</b>		42) FAX: <b>(202)783-5851</b>	
43) E-Mail Address:			

**Assignee/Transferee Information**

44) The Assignee is a(n): <b>Corporation</b>			
45a) Taxpayer Identification Number: <b>A00001610</b>		45b) SGIN: <b>000</b>	
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): <b>CellNet Data Systems, Inc., Debtor in Possession</b>			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: <b>125 Shoreway Rd</b>	
53) City: <b>San Carlos</b>	54) State: <b>CA</b>		55) Zip: <b>94070</b>
56) Telephone Number: <b>(650)508-6000</b>		57) FAX: <b>(650)508-6700</b>	
58) E-Mail Address:			

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

59) First Name: <b>Ben</b>	MI: <b>H</b>	Last Name: <b>Lyon</b>	Suffix:
60) Company Name: <b>CellNet Data Systems, Inc., Debtor in Possession</b>			
61) P.O. Box:	And / Or	62) Street Address: <b>125 Shoreway Rd</b>	
63) City: <b>San Carlos</b>	64) State: <b>CA</b>		65) Zip: <b>94070</b>
66) Telephone Number: <b>(650)508-6000</b>		67) FAX: <b>(650)508-6700</b>	
68) E-Mail Address:			

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	<b>No</b>
70) Is the Assignee or Transferee an alien or the representative of an alien?	<b>No</b>
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	<b>No</b>
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?	<b>No</b>
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.	<b>No</b>

**Basic Qualification Questions**



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: Ben | Mi: H | Last Name: Lyon | Suffix:

83) Title: V.P. & General Counsel

Signature: Ben H Lyon | 84) Date: 02/09/00

**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
WNTW488					

**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**

<b>Attachment Type</b>	<b>Date</b>	<b>Description</b>	<b>Contents</b>
Other	02/08/00	Exhibit 1: Description of Transaction	<u>17545539.0.pdf</u>

## Description of Transaction

The instant application is one of a group of related applications which seek approval for the transfer control over the MAS licenses held by subsidiaries of CellNet Data Systems, Inc. ("CellNet") to a subsidiary of Schlumberger Limited ("Schlumberger"). The stock of the licensee will be acquired by Schlumberger Resource Management Services, Inc. ("RMS"). RMS is a wholly-owned subsidiary of Schlumberger Technology Corporation. Schlumberger Technology Corporation, in turn, is a wholly-owned subsidiary of Schlumberger, the ultimate parent corporation. Schlumberger is incorporated in the Netherlands Antilles.

The transaction requires two steps, as discussed below: step one, transferring control of the licenses involuntarily from CellNet Data Systems, Inc. to CellNet Data Systems, Inc., Debtor-in-Possession ("DIP"), as a result of CellNet's filing for protection under Chapter 11 of the Bankruptcy Code; and step 2, transferring control from CellNet Data Systems, Inc., Debtor-in-Possession to RMS.

CellNet Data Systems, Inc. is an industry pioneer and leading information services provider to the energy industry and other municipal markets. Using a combination of MAS licenses and Part 15 devices, CellNet has created a low-cost, private internal telemetry services network which allows it to transmit and receive data for the remote monitoring and control of devices, primarily utility meters. CellNet's private internal networks are the largest and fastest-growing of their kind in the world, providing connectivity to, and the ability to obtain and process information from, millions of metering devices for utility customers throughout the nation.

RMS provides professional business services for utilities, energy service providers and industry worldwide. Through consulting, meter deployment and management, data collection and processing, and information analysis, RMS helps clients achieve network optimization, greater operating efficiency and increased customer loyalty. Active in all utility sectors -water, gas, electricity and heat -the RMS group is present in more than 30 countries.

RMS has reached an agreement to acquire the assets of CellNet, including the stock of CellNet's subsidiaries which hold FCC authorizations. In light of CellNet's current financial condition, and in connection with the asset acquisition, the parties agreed that CellNet would file a petition under Chapter 11 of the United States Bankruptcy Code in the U.S. Bankruptcy Court in Delaware. That petition was filed on February 4, 2000. In connection with CellNet's bankruptcy filing, RMS has agreed to provide debtor-in-possession (DIP) funding to enable CellNet to continue its ongoing operations, including, but not limited to, the ongoing provision of information network services, the deployment of networks as necessary to fulfill commitments to its current customers, and the marketing of its services to prospective customers. The proposed acquisition, including the acquisition of CellNet's licensee subsidiaries, will require final approval by the bankruptcy court.

The transaction ensures that CellNet can continue to provide service to its current utility customers. With the provision of the DIP funding and the proposed acquisition plan, CellNet is able to remove the short-term financial uncertainty surrounding its ongoing operations.

Two steps are necessary to accomplish this transaction. Pursuant to Section 1.948(g), the first group of applications notifies the Commission that CellNet, the parent company of the licensee, has been voluntarily placed in bankruptcy, and requests the Commission's consent to the transfer of control of the licensee to CellNet Data Systems, Inc., Debtor-in-Possession.

The second group of applications requests Commission approval pursuant to Section 1.948(a) to a further transfer of control of the licensee from CellNet Data Systems, Inc., Debtor-in-Possession to RMS, who will become the parent of the licensee. This transfer will only occur after bankruptcy approval of the transaction has been obtained.

While the applications for approval of the transfer of control of the licensee are intended to be complete, the licensee may have on file, and may, in its ordinary course of business during the pendency of the bankruptcy, file for additional authorizations for new or modified facilities which may be granted during the pendency of the transfer of control applications. Accordingly, the parties request that the grant of the transfer of control applications include authority for the transferee in each case to acquire control of: (1) any authorization issued to the licensee during the pendency of the Commission's consideration of the transfer of control applications or during the period required for consummation of the transfer following approval; and (2) applications that are filed by the licensee and that are pending at the time of consummation of the proposed transfer. Since the transfers of control for which these applications request approval are the result of the bankruptcy of the licensee's ultimate parent, and the subsequent reorganization of its financial affairs through the sale of its interests in the licensee to RMS, Section 101.55(a)(2) would apply to allow the transfer of any facilities prior to construction.

Such action would be consistent with prior decisions of the Commission.<sup>1</sup> In addition, and pursuant to Section 1.927(h) and 1.933(b) of the Commission's Rules, the parties request a blanket exemption from any applicable requirements in cases where the licensee files amendments to pending applications to reflect the consummation of the proposed transfer of

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<sup>1</sup>See *Applications of PacifiCorp Holdings, Inc. and Century Telephone Enterprises, Inc.*, Memorandum Opinion & Order, 13 FCC Rcd 8891, 8915-16 (1997) ("*PacifiCorp Holdings*"); *Applications of Pacific Telesis Group and SBC Communications, Inc.*, Memorandum Opinion and Order, 12 FCC Rcd 2624, 2665 (1997); *Applications of Craig O. McCaw and American Telephone and Telegraph Co.*, Memorandum Opinion and Order, 9 FCC Rcd 5836, 5909 n.300 (1994) ("*Craig O. McCaw*").

control. The exemption is requested so that such amendments reporting the change in ownership will not be treated as major amendments requiring a second public notice. Since any ownership changes that result with respect to any particular pending application are part of a larger transaction undertaken for a legitimate business purpose, grant of such an exemption would be consistent with previous Commission decisions routinely granting a blanket exemption in cases involving large transactions.<sup>2</sup>

Finally, since these applications involve facilities in the Private Wireless Services, and none of the parties to this transaction are foreign governments nor the representatives of foreign governments, the restrictions of Section 310(b) of the Communications Act and of Section 101.7 of the FCC's rules do not apply to the transfer of control to a corporation organized under the laws of a foreign country.

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<sup>2</sup>See, e.g., *PacifiCorp Holdings*, 13 FCC Rcd at 8915; *Craig O. McCaw*, 9 FCC Rcd at 5909 n.300 (1994); *Applications of Centel Corporation and Sprint Corporation*, Memorandum Opinion and Order, 8 FCC Rcd 1829, 1833 (1993).

\_\_\_\_\_, certify under penalty of perjury that the foregoing and supporting information

**PRINT NAME)**

**true and correct to the best of my knowledge, information, and belief. SIGNATURE**

you would like to pay the fee due by mail using a check or credit card number, use the button below for formatting the 59 form for suitable printing output. When the formatting is complete, use the "File - Print" facility from this window.

To configure your browser to produce the best possible print output, see [this help page](#).

Printable Form 159

Click this button if you would like to pay the amount due on-line by using MasterCard or Visa.

Pay Online Now

<b>FCC 603</b>	<b>FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 02/09/2000 at 06:47PM
		File Number: <b>0000076965</b>

1) Application Purpose: <b>Transfer of Control</b>	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

### Type of Transaction

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

### Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? <b>Chap. 11 Bankruptcy Proceeding</b> If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: <b>Involuntary</b>

### Licensee/Assignor Information

10a) Taxpayer Identification Number: <b>943229137</b>		10b) SGIN: <b>000</b>	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): <b>CN Frequency (KC), Inc.</b>			
13) Attention To: <b>Ben Lyon</b>			
14) P.O. Box:	And / Or	15) Street Address: <b>125 Shoreway Rd</b>	
16) City: <b>San Carlos</b>	17) State: <b>CA</b>	18) Zip: <b>94070</b>	
19) Telephone Number: <b>(650)508-6000</b>		20) FAX: <b>(650)508-6700</b>	
21) E-Mail Address:			

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

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

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

23a) Taxpayer Identification Number: <b>942951096</b>			23b) SGIN: <b>000</b>		
24) First Name (if individual):		MI:	Last Name:		Suffix:
25) Entity Name (if not an individual): <b>CellNet Data Systems, Inc.</b>					
26) P.O. Box:		And / Or	27) Street Address: <b>125 Shoreway Rd</b>		
28) City: <b>San Carlos</b>			29) State: <b>CA</b>		30) Zip: <b>94070</b>
31) Telephone Number: <b>(650)508-6000</b>			32) FAX: <b>(650)508-6700</b>		
33) E-Mail Address:					

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

34) First Name: <b>Lawrence</b>		MI: <b>J</b>	Last Name: <b>Movshin</b>		Suffix:
35) Company Name: <b>Wilkinson Barker Knauer, LLP</b>					
36) P.O. Box:		And / Or	37) Street Address: <b>2300 N St, NW, Suite 700</b>		
38) City: <b>Washington</b>			39) State: <b>DC</b>		40) Zip: <b>20037-1128</b>
41) Telephone Number: <b>(202)783-4141</b>			42) FAX: <b>(202)783-5851</b>		
43) E-Mail Address:					

**Assignee/Transferee Information**

44) The Assignee is a(n): <b>Corporation</b>					
45a) Taxpayer Identification Number: <b>A00001610</b>			45b) SGIN: <b>000</b>		
46) First Name (if individual):		MI:	Last Name:		Suffix:
47) Entity Name (if other than individual): <b>CellNet Data Systems, Inc., Debtor in Possession</b>					
48) Name of Real Party in Interest:					49) TIN:
50) Attention To:					
51) P.O. Box:		And / Or	52) Street Address: <b>125 Shoreway Rd</b>		
53) City: <b>San Carlos</b>			54) State: <b>CA</b>		55) Zip: <b>94070</b>
56) Telephone Number: <b>(650)508-6000</b>			57) FAX: <b>(650)508-6700</b>		
58) E-Mail Address:					

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

59) First Name: <b>Ben</b>		MI: <b>H</b>	Last Name: <b>Lyon</b>		Suffix:
60) Company Name: <b>CellNet Data Systems, Inc., Debtor in Possession</b>					
61) P.O. Box:		And / Or	62) Street Address: <b>125 Shoreway Rd</b>		
63) City: <b>San Carlos</b>			64) State: <b>CA</b>		65) Zip: <b>94070</b>
66) Telephone Number: <b>(650)508-6000</b>			67) FAX: <b>(650)508-6700</b>		
68) E-Mail Address:					

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	<b>No</b>
70) Is the Assignee or Transferee an alien or the representative of an alien?	<b>No</b>
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	<b>No</b>
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?	<b>No</b>
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.	<b>No</b>

**Basic Qualification Questions**



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: **Ben** MI: **H** Last Name: **Lyon** Suffix:

83) Title: **V.P. & General Counsel**

Signature: **Ben H Lyon**

84) Date: **02/09/00**

**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
<b>WNEU870</b>					
<b>WPNN313</b>					
<b>WPNN314</b>					

**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 1: Description of Transaction	<u>17545535.0.pdf</u>

## Description of Transaction

The instant application is one of a group of related applications which seek approval for the transfer control over the MAS licenses held by subsidiaries of CellNet Data Systems, Inc. ("CellNet") to a subsidiary of Schlumberger Limited ("Schlumberger"). The stock of the licensee will be acquired by Schlumberger Resource Management Services, Inc. ("RMS"). RMS is a wholly-owned subsidiary of Schlumberger Technology Corporation. Schlumberger Technology Corporation, in turn, is a wholly-owned subsidiary of Schlumberger, the ultimate parent corporation. Schlumberger is incorporated in the Netherlands Antilles.

The transaction requires two steps, as discussed below: step one, transferring control of the licenses involuntarily from CellNet Data Systems, Inc. to CellNet Data Systems, Inc., Debtor-in-Possession ("DIP"), as a result of CellNet's filing for protection under Chapter 11 of the Bankruptcy Code; and step 2, transferring control from CellNet Data Systems, Inc., Debtor-in-Possession to RMS.

CellNet Data Systems, Inc. is an industry pioneer and leading information services provider to the energy industry and other municipal markets. Using a combination of MAS licenses and Part 15 devices, CellNet has created a low-cost, private internal telemetry services network which allows it to transmit and receive data for the remote monitoring and control of devices, primarily utility meters. CellNet's private internal networks are the largest and fastest-growing of their kind in the world, providing connectivity to, and the ability to obtain and process information from, millions of metering devices for utility customers throughout the nation.

RMS provides professional business services for utilities, energy service providers and industry worldwide. Through consulting, meter deployment and management, data collection and processing, and information analysis, RMS helps clients achieve network optimization, greater operating efficiency and increased customer loyalty. Active in all utility sectors -water, gas, electricity and heat -the RMS group is present in more than 30 countries.

RMS has reached an agreement to acquire the assets of CellNet, including the stock of CellNet's subsidiaries which hold FCC authorizations. In light of CellNet's current financial condition, and in connection with the asset acquisition, the parties agreed that CellNet would file a petition under Chapter 11 of the United States Bankruptcy Code in the U.S. Bankruptcy Court in Delaware. That petition was filed on February 4, 2000. In connection with CellNet's bankruptcy filing, RMS has agreed to provide debtor-in-possession (DIP) funding to enable CellNet to continue its ongoing operations, including, but not limited to, the ongoing provision of information network services, the deployment of networks as necessary to fulfill commitments to its current customers, and the marketing of its services to prospective customers. The proposed acquisition, including the acquisition of CellNet's licensee subsidiaries, will require final approval by the bankruptcy court.

The transaction ensures that CellNet can continue to provide service to its current utility customers. With the provision of the DIP funding and the proposed acquisition plan, CellNet is able to remove the short-term financial uncertainty surrounding its ongoing operations.

Two steps are necessary to accomplish this transaction. Pursuant to Section 1.948(g), the first group of applications notifies the Commission that CellNet, the parent company of the licensee, has been voluntarily placed in bankruptcy, and requests the Commission's consent to the transfer of control of the licensee to CellNet Data Systems, Inc., Debtor-in-Possession.

The second group of applications requests Commission approval pursuant to Section 1.948(a) to a further transfer of control of the licensee from CellNet Data Systems, Inc., Debtor-in-Possession to RMS, who will become the parent of the licensee. This transfer will only occur after bankruptcy approval of the transaction has been obtained.

While the applications for approval of the transfer of control of the licensee are intended to be complete, the licensee may have on file, and may, in its ordinary course of business during the pendency of the bankruptcy, file for additional authorizations for new or modified facilities which may be granted during the pendency of the transfer of control applications. Accordingly, the parties request that the grant of the transfer of control applications include authority for the transferee in each case to acquire control of: (1) any authorization issued to the licensee during the pendency of the Commission's consideration of the transfer of control applications or during the period required for consummation of the transfer following approval; and (2) applications that are filed by the licensee and that are pending at the time of consummation of the proposed transfer. Since the transfers of control for which these applications request approval are the result of the bankruptcy of the licensee's ultimate parent, and the subsequent reorganization of its financial affairs through the sale of its interests in the licensee to RMS, Section 101.55(a)(2) would apply to allow the transfer of any facilities prior to construction.

Such action would be consistent with prior decisions of the Commission.<sup>1</sup> In addition, and pursuant to Section 1.927(h) and 1.933(b) of the Commission's Rules, the parties request a blanket exemption from any applicable requirements in cases where the licensee files amendments to pending applications to reflect the consummation of the proposed transfer of

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<sup>1</sup>See *Applications of PacifiCorp Holdings, Inc. and Century Telephone Enterprises, Inc.*, Memorandum Opinion & Order, 13 FCC Rcd 8891, 8915-16 (1997) ("*PacifiCorp Holdings*"); *Applications of Pacific Telesis Group and SBC Communications, Inc.*, Memorandum Opinion and Order, 12 FCC Rcd 2624, 2665 (1997); *Applications of Craig O. McCaw and American Telephone and Telegraph Co.*, Memorandum Opinion and Order, 9 FCC Rcd 5836, 5909 n.300 (1994) ("*Craig O. McCaw*").

control. The exemption is requested so that such amendments reporting the change in ownership will not be treated as major amendments requiring a second public notice. Since any ownership changes that result with respect to any particular pending application are part of a larger transaction undertaken for a legitimate business purpose, grant of such an exemption would be consistent with previous Commission decisions routinely granting a blanket exemption in cases involving large transactions.<sup>2</sup>

Finally, since these applications involve facilities in the Private Wireless Services, and none of the parties to this transaction are foreign governments nor the representatives of foreign governments, the restrictions of Section 310(b) of the Communications Act and of Section 101.7 of the FCC's rules do not apply to the transfer of control to a corporation organized under the laws of a foreign country.

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<sup>2</sup>See, e.g., *PacifiCorp Holdings*, 13 FCC Rcd at 8915; *Craig O. McCaw*, 9 FCC Rcd at 5909 n.300 (1994); *Applications of Centel Corporation and Sprint Corporation*, Memorandum Opinion and Order, 8 FCC Rcd 1829, 1833 (1993).

<b>FCC 603</b>	<b>FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate  Submitted 02/09/2000 at 07:17PM  File Number: <b>0000076971</b>
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1) Application Purpose: <b>Transfer of Control</b>	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

### Type of Transaction

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

### Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? <b>Chap. 11 Bankruptcy Proceeding</b> If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: <b>Involuntary</b>

### Licensee/Assignor Information

10a) Taxpayer Identification Number: <b>943229140</b>		10b) SGIN: <b>000</b>	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): <b>CN Frequency (SL), Inc.</b>			
13) Attention To: <b>Ben Lyon</b>			
14) P.O. Box:	And / Or	15) Street Address: <b>125 Shoreway Rd</b>	
16) City: <b>San Carlos</b>	17) State: <b>CA</b>	18) Zip: <b>94070</b>	
19) Telephone Number: <b>(650)508-6000</b>		20) FAX: <b>(650)508-6700</b>	
21) E-Mail Address:			

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

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

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

23a) Taxpayer Identification Number: <b>942951096</b>			23b) SGIN: <b>000</b>		
24) First Name (if individual):		MI:	Last Name:		Suffix:
25) Entity Name (if not an individual): <b>CellNet Data Systems, Inc.</b>					
26) P.O. Box:		And / Or	27) Street Address: <b>125 Shoreway Rd</b>		
28) City: <b>San Carlos</b>			29) State: <b>CA</b>		30) Zip: <b>94070</b>
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**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

34) First Name: <b>Lawrence</b>		MI: <b>J</b>	Last Name: <b>Movshin</b>		Suffix:
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36) P.O. Box:		And / Or	37) Street Address: <b>2300 N St, NW, Suite 700</b>		
38) City: <b>Washington</b>			39) State: <b>DC</b>		40) Zip: <b>20037-1128</b>
41) Telephone Number: <b>(202)783-4141</b>			42) FAX: <b>(202)783-5851</b>		
43) E-Mail Address:					

**Assignee/Transferee Information**

44) The Assignee is a(n): <b>Corporation</b>					
45a) Taxpayer Identification Number: <b>A00001610</b>			45b) SGIN: <b>000</b>		
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47) Entity Name (if other than individual): <b>CellNet Data Systems, Inc., Debtor in Possession</b>					
48) Name of Real Party in Interest:					49) TIN:
50) Attention To:					
51) P.O. Box:		And / Or	52) Street Address: <b>125 Shoreway Rd</b>		
53) City: <b>San Carlos</b>			54) State: <b>CA</b>		55) Zip: <b>94070</b>
56) Telephone Number: <b>(650)508-6000</b>			57) FAX: <b>(650)508-6700</b>		
58) E-Mail Address:					

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

59) First Name: <b>Ben</b>		MI: <b>H</b>	Last Name: <b>Lyon</b>		Suffix:
60) Company Name: <b>CellNet Data Systems, Inc., Debtor in Possession</b>					
61) P.O. Box:		And / Or	62) Street Address: <b>125 Shoreway Rd</b>		
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68) E-Mail Address:					

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	<b>No</b>
70) Is the Assignee or Transferee an alien or the representative of an alien?	<b>No</b>
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	<b>No</b>
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?	<b>No</b>
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.	<b>No</b>

**Basic Qualification Questions**



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).

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\*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: Ben

MI: H

Last Name: Lyon

Suffix:

83) Title: V.P. & General Counsel

Signature: Ben H Lyon

84) Date: 02/09/00

**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
WNTX754					
WPJA430					
WPJE936					
WPND246					
WPND247					
WPND248					
WPNF286					
WPNL734					
WPNL735					
WPNL736					
WPNL737					
WPNL738					
WPNL739					
WPNL740					
WPNL741					
WPNL742					
WPNL743					
WPNL754					
WPNL755					
WPNL756					
WPNL757					
WPNL758					
WPNL759					
WPNM585					
WPOP381					
WPOP382					
WPOP383					
WPOP384					
WPOP385					
WPOT614					
WPND295					

**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	02/09/00	Exhibit 1: Description of Transaction	Not Available

## Description of Transaction

The instant application is one of a group of related applications which seek approval for the transfer control over the MAS licenses held by subsidiaries of CellNet Data Systems, Inc. ("CellNet") to a subsidiary of Schlumberger Limited ("Schlumberger"). The stock of the licensee will be acquired by Schlumberger Resource Management Services, Inc. ("RMS"). RMS is a wholly-owned subsidiary of Schlumberger Technology Corporation. Schlumberger Technology Corporation, in turn, is a wholly-owned subsidiary of Schlumberger, the ultimate parent corporation. Schlumberger is incorporated in the Netherlands Antilles.

The transaction requires two steps, as discussed below: step one, transferring control of the licenses involuntarily from CellNet Data Systems, Inc. to CellNet Data Systems, Inc., Debtor-in-Possession ("DIP"), as a result of CellNet's filing for protection under Chapter 11 of the Bankruptcy Code; and step 2, transferring control from CellNet Data Systems, Inc., Debtor-in-Possession to RMS.

CellNet Data Systems, Inc. is an industry pioneer and leading information services provider to the energy industry and other municipal markets. Using a combination of MAS licenses and Part 15 devices, CellNet has created a low-cost, private internal telemetry services network which allows it to transmit and receive data for the remote monitoring and control of devices, primarily utility meters. CellNet's private internal networks are the largest and fastest-growing of their kind in the world, providing connectivity to, and the ability to obtain and process information from, millions of metering devices for utility customers throughout the nation.

RMS provides professional business services for utilities, energy service providers and industry worldwide. Through consulting, meter deployment and management, data collection and processing, and information analysis, RMS helps clients achieve network optimization, greater operating efficiency and increased customer loyalty. Active in all utility sectors -water, gas, electricity and heat -the RMS group is present in more than 30 countries.

RMS has reached an agreement to acquire the assets of CellNet, including the stock of CellNet's subsidiaries which hold FCC authorizations. In light of CellNet's current financial condition, and in connection with the asset acquisition, the parties agreed that CellNet would file a petition under Chapter 11 of the United States Bankruptcy Code in the U.S. Bankruptcy Court in Delaware. That petition was filed on February 4, 2000. In connection with CellNet's bankruptcy filing, RMS has agreed to provide debtor-in-possession (DIP) funding to enable CellNet to continue its ongoing operations, including, but not limited to, the ongoing provision of information network services, the deployment of networks as necessary to fulfill commitments to its current customers, and the marketing of its services to prospective customers. The proposed acquisition, including the acquisition of CellNet's licensee subsidiaries, will require final approval by the bankruptcy court.

The transaction ensures that CellNet can continue to provide service to its current utility customers. With the provision of the DIP funding and the proposed acquisition plan, CellNet is able to remove the short-term financial uncertainty surrounding its ongoing operations.

Two steps are necessary to accomplish this transaction. Pursuant to Section 1.948(g), the first group of applications notifies the Commission that CellNet, the parent company of the licensee, has been voluntarily placed in bankruptcy, and requests the Commission's consent to the transfer of control of the licensee to CellNet Data Systems, Inc., Debtor-in-Possession.

The second group of applications requests Commission approval pursuant to Section 1.948(a) to a further transfer of control of the licensee from CellNet Data Systems, Inc., Debtor-in-Possession to RMS, who will become the parent of the licensee. This transfer will only occur after bankruptcy approval of the transaction has been obtained.

While the applications for approval of the transfer of control of the licensee are intended to be complete, the licensee may have on file, and may, in its ordinary course of business during the pendency of the bankruptcy, file for additional authorizations for new or modified facilities which may be granted during the pendency of the transfer of control applications. Accordingly, the parties request that the grant of the transfer of control applications include authority for the transferee in each case to acquire control of: (1) any authorization issued to the licensee during the pendency of the Commission's consideration of the transfer of control applications or during the period required for consummation of the transfer following approval; and (2) applications that are filed by the licensee and that are pending at the time of consummation of the proposed transfer. Since the transfers of control for which these applications request approval are the result of the bankruptcy of the licensee's ultimate parent, and the subsequent reorganization of its financial affairs through the sale of its interests in the licensee to RMS, Section 101.55(a)(2) would apply to allow the transfer of any facilities prior to construction.

Such action would be consistent with prior decisions of the Commission.<sup>1</sup> In addition, and pursuant to Section 1.927(h) and 1.933(b) of the Commission's Rules, the parties request a blanket exemption from any applicable requirements in cases where the licensee files amendments to pending applications to reflect the consummation of the proposed transfer of

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<sup>1</sup>See *Applications of PacifiCorp Holdings, Inc. and Century Telephone Enterprises, Inc.*, Memorandum Opinion & Order, 13 FCC Rcd 8891, 8915-16 (1997) ("*PacifiCorp Holdings*"); *Applications of Pacific Telesis Group and SBC Communications, Inc.*, Memorandum Opinion and Order, 12 FCC Rcd 2624, 2665 (1997); *Applications of Craig O. McCaw and American Telephone and Telegraph Co.*, Memorandum Opinion and Order, 9 FCC Rcd 5836, 5909 n.300 (1994) ("*Craig O. McCaw*").

control. The exemption is requested so that such amendments reporting the change in ownership will not be treated as major amendments requiring a second public notice. Since any ownership changes that result with respect to any particular pending application are part of a larger transaction undertaken for a legitimate business purpose, grant of such an exemption would be consistent with previous Commission decisions routinely granting a blanket exemption in cases involving large transactions.<sup>2</sup>

Finally, since these applications involve facilities in the Private Wireless Services, and none of the parties to this transaction are foreign governments nor the representatives of foreign governments, the restrictions of Section 310(b) of the Communications Act and of Section 101.7 of the FCC's rules do not apply to the transfer of control to a corporation organized under the laws of a foreign country.

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<sup>2</sup>See, e.g., *PacifiCorp Holdings*, 13 FCC Rcd at 8915; *Craig O. McCaw*, 9 FCC Rcd at 5909 n.300 (1994); *Applications of Centel Corporation and Sprint Corporation*, Memorandum Opinion and Order, 8 FCC Rcd 1829, 1833 (1993).

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 02/09/2000  
at 06:32PM

File Number:  
0000077593

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? **Chap. 11 Bankruptcy Proceeding**  
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: **Involuntary**

Licensee/Assignor Information

10a) Taxpayer Identification Number: **943256487**

10b) SGIN: **000**

11) First Name (if individual):

MI:

Last Name:

Suffix:

12) Entity Name (if not an individual): **CN Frequency (SE), Inc.**

13) Attention To: **Ben Lyon**

14) P.O. Box:

And / Or

15) Street Address: **125 Shoreway Rd**

16) City: **San Carlos**

17) State: **CA**

18) Zip: **94070**

19) Telephone Number: **(650)508-6000**

20) FAX: **(650)508-6700**

21) E-Mail Address:

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

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

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: <b>942951096</b>			23b) SGIN: <b>000</b>
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): <b>CellNet Data Systems, Inc.</b>			
26) P.O. Box:	And / Or	27) Street Address: <b>125 Shoreway Rd</b>	
28) City: <b>San Carlos</b>		29) State: <b>CA</b>	30) Zip: <b>94070</b>
31) Telephone Number: <b>(650)508-6000</b>		32) FAX: <b>(650)508-6700</b>	
33) E-Mail Address:			

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

34) First Name: <b>Lawrence</b>	MI: <b>J</b>	Last Name: <b>Movshin</b>	Suffix:
35) Company Name: <b>Wilkinson Barker Knauer, LLP</b>			
36) P.O. Box:	And / Or	37) Street Address: <b>2300 N St, NW, Suite 700</b>	
38) City: <b>Washington</b>		39) State: <b>DC</b>	40) Zip: <b>20037-1128</b>
41) Telephone Number: <b>(202)783-4141</b>		42) FAX: <b>(202)783-5851</b>	
43) E-Mail Address:			

**Assignee/Transferee Information**

44) The Assignee is a(n): <b>Corporation</b>			
45a) Taxpayer Identification Number: <b>A00001610</b>			45b) SGIN: <b>000</b>
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): <b>CellNet Data Systems, Inc., Debtor in Possession</b>			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: <b>125 Shoreway Rd</b>	
53) City: <b>San Carlos</b>		54) State: <b>CA</b>	55) Zip: <b>94070</b>
56) Telephone Number: <b>(650)508-6000</b>		57) FAX: <b>(650)508-6700</b>	
58) E-Mail Address:			

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

59) First Name: <b>Ben</b>	MI: <b>H</b>	Last Name: <b>Lyon</b>	Suffix:
60) Company Name: <b>CellNet Data Systems, Inc., Debtor in Possession</b>			
61) P.O. Box:	And / Or	62) Street Address: <b>125 Shoreway Rd</b>	
63) City: <b>San Carlos</b>		64) State: <b>CA</b>	65) Zip: <b>94070</b>
66) Telephone Number: <b>(650)508-6000</b>		67) FAX: <b>(650)508-6700</b>	
68) E-Mail Address:			

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	<b>No</b>
70) Is the Assignee or Transferee an alien or the representative of an alien?	<b>No</b>
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	<b>No</b>
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?	<b>No</b>
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.	<b>No</b>

**Basic Qualification Questions**



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: **Ben** MI: **H** Last Name: **Lyon** Suffix:

83) Title: **V.P. & General Counsel**

Signature: **Ben H Lyon** 84) Date: **02/09/00**

**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

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<b>WNTU234</b>					
<b>WNTY231</b>					
<b>WPJF889</b>					
<b>WPNE451</b>					
<b>WPNL730</b>					

**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

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

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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**

<b>Attachment Type</b>	<b>Date</b>	<b>Description</b>	<b>Contents</b>
Other	02/08/00	Exhibit 1: Eescription of Transaction	<u>17545524.0.pdf</u>

## Description of Transaction

The instant application is one of a group of related applications which seek approval for the transfer control over the MAS licenses held by subsidiaries of CellNet Data Systems, Inc. ("CellNet") to a subsidiary of Schlumberger Limited ("Schlumberger"). The stock of the licensee will be acquired by Schlumberger Resource Management Services, Inc. ("RMS"). RMS is a wholly-owned subsidiary of Schlumberger Technology Corporation. Schlumberger Technology Corporation, in turn, is a wholly-owned subsidiary of Schlumberger, the ultimate parent corporation. Schlumberger is incorporated in the Netherlands Antilles.

The transaction requires two steps, as discussed below: step one, transferring control of the licenses involuntarily from CellNet Data Systems, Inc. to CellNet Data Systems, Inc., Debtor-in-Possession ("DIP"), as a result of CellNet's filing for protection under Chapter 11 of the Bankruptcy Code; and step 2, transferring control from CellNet Data Systems, Inc., Debtor-in-Possession to RMS.

CellNet Data Systems, Inc. is an industry pioneer and leading information services provider to the energy industry and other municipal markets. Using a combination of MAS licenses and Part 15 devices, CellNet has created a low-cost, private internal telemetry services network which allows it to transmit and receive data for the remote monitoring and control of devices, primarily utility meters. CellNet's private internal networks are the largest and fastest-growing of their kind in the world, providing connectivity to, and the ability to obtain and process information from, millions of metering devices for utility customers throughout the nation.

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The transaction ensures that CellNet can continue to provide service to its current utility customers. With the provision of the DIP funding and the proposed acquisition plan, CellNet is able to remove the short-term financial uncertainty surrounding its ongoing operations.

Two steps are necessary to accomplish this transaction. Pursuant to Section 1.948(g), the first group of applications notifies the Commission that CellNet, the parent company of the licensee, has been voluntarily placed in bankruptcy, and requests the Commission's consent to the transfer of control of the licensee to CellNet Data Systems, Inc., Debtor-in-Possession.

The second group of applications requests Commission approval pursuant to Section 1.948(a) to a further transfer of control of the licensee from CellNet Data Systems, Inc., Debtor-in-Possession to RMS, who will become the parent of the licensee. This transfer will only occur after bankruptcy approval of the transaction has been obtained.

While the applications for approval of the transfer of control of the licensee are intended to be complete, the licensee may have on file, and may, in its ordinary course of business during the pendency of the bankruptcy, file for additional authorizations for new or modified facilities which may be granted during the pendency of the transfer of control applications. Accordingly, the parties request that the grant of the transfer of control applications include authority for the transferee in each case to acquire control of: (1) any authorization issued to the licensee during the pendency of the Commission's consideration of the transfer of control applications or during the period required for consummation of the transfer following approval; and (2) applications that are filed by the licensee and that are pending at the time of consummation of the proposed transfer. Since the transfers of control for which these applications request approval are the result of the bankruptcy of the licensee's ultimate parent, and the subsequent reorganization of its financial affairs through the sale of its interests in the licensee to RMS, Section 101.55(a)(2) would apply to allow the transfer of any facilities prior to construction.

Such action would be consistent with prior decisions of the Commission.<sup>1</sup> In addition, and pursuant to Section 1.927(h) and 1.933(b) of the Commission's Rules, the parties request a blanket exemption from any applicable requirements in cases where the licensee files amendments to pending applications to reflect the consummation of the proposed transfer of

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<sup>1</sup>See *Applications of PacifiCorp Holdings, Inc. and Century Telephone Enterprises, Inc.*, Memorandum Opinion & Order, 13 FCC Rcd 8891, 8915-16 (1997) ("*PacifiCorp Holdings*"); *Applications of Pacific Telesis Group and SBC Communications, Inc.*, Memorandum Opinion and Order, 12 FCC Rcd 2624, 2665 (1997); *Applications of Craig O. McCaw and American Telephone and Telegraph Co.*, Memorandum Opinion and Order, 9 FCC Rcd 5836, 5909 n.300 (1994) ("*Craig O. McCaw*").

control. The exemption is requested so that such amendments reporting the change in ownership will not be treated as major amendments requiring a second public notice. Since any ownership changes that result with respect to any particular pending application are part of a larger transaction undertaken for a legitimate business purpose, grant of such an exemption would be consistent with previous Commission decisions routinely granting a blanket exemption in cases involving large transactions.<sup>2</sup>

Finally, since these applications involve facilities in the Private Wireless Services, and none of the parties to this transaction are foreign governments nor the representatives of foreign governments, the restrictions of Section 310(b) of the Communications Act and of Section 101.7 of the FCC's rules do not apply to the transfer of control to a corporation organized under the laws of a foreign country.

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<sup>2</sup>See, e.g., *PacifiCorp Holdings*, 13 FCC Rcd at 8915; *Craig O. McCaw*, 9 FCC Rcd at 5909 n.300 (1994); *Applications of Centel Corporation and Sprint Corporation*, Memorandum Opinion and Order, 8 FCC Rcd 1829, 1833 (1993).

FCC 603	<b>FCC Wireless Telecommunications Bureau</b> <b>Application for Assignments of Authorization</b> <b>and Transfers of Control</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate  Submitted 02/09/2000 at 06:40PM  File Number: <b>0000077600</b>
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1) Application Purpose: <b>Transfer of Control</b>	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

**Type of Transaction**

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

**Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? <b>Chap. 11 Bankruptcy Proceeding</b> If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: <b>Involuntary</b>

**Licensee/Assignor Information**

10a) Taxpayer Identification Number: <b>943229152</b>		10b) SGIN: <b>000</b>	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): <b>CN Frequency (MSP), Inc.</b>			
13) Attention To: <b>Ben Lyon</b>			
14) P.O. Box:	And / Or	15) Street Address: <b>125 Shoreway Rd</b>	
16) City: <b>San Carlos</b>	17) State: <b>CA</b>	18) Zip: <b>94070</b>	
19) Telephone Number: <b>(650)508-6000</b>		20) FAX: <b>(650)508-6700</b>	
21) E-Mail Address:			

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

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

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

23a) Taxpayer Identification Number: <b>942951096</b>			23b) SGIN: <b>000</b>
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): <b>CellNet Data Systems, Inc.</b>			
26) P.O. Box:	And / Or	27) Street Address: <b>125 Shoreway Rd</b>	
28) City: <b>San Carlos</b>	29) State: <b>CA</b>	30) Zip: <b>94070</b>	
31) Telephone Number: <b>(650)508-6000</b>		32) FAX: <b>(650)508-6700</b>	
33) E-Mail Address:			

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

34) First Name: <b>Lawrence</b>	MI: <b>J</b>	Last Name: <b>Movshin</b>	Suffix:
35) Company Name: <b>Wilkinson Barker Knauer, LLP</b>			
36) P.O. Box:	And / Or	37) Street Address: <b>2300 N St, NW, Suite 700</b>	
38) City: <b>Washington</b>	39) State: <b>DC</b>	40) Zip: <b>20037-1128</b>	
41) Telephone Number: <b>(202)783-4141</b>		42) FAX: <b>(202)783-5851</b>	
43) E-Mail Address:			

**Assignee/Transferee Information**

44) The Assignee is a(n): <b>Corporation</b>			
45a) Taxpayer Identification Number: <b>A00001610</b>			45b) SGIN: <b>000</b>
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): <b>CellNet Data Systems, Inc., Debtor in Possession</b>			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: <b>125 Shoreway Rd</b>	
53) City: <b>San Carlos</b>	54) State: <b>CA</b>	55) Zip: <b>94070</b>	
56) Telephone Number: <b>(650)508-6000</b>		57) FAX: <b>(650)508-6700</b>	
58) E-Mail Address:			

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

59) First Name: <b>Ben</b>	MI: <b>H</b>	Last Name: <b>Lyon</b>	Suffix:
60) Company Name: <b>CellNet Data Systems, Inc., Debtor in Possession</b>			
61) P.O. Box:	And / Or	62) Street Address: <b>125 Shoreway Rd</b>	
63) City: <b>San Carlos</b>	64) State: <b>CA</b>	65) Zip: <b>94070</b>	
66) Telephone Number: <b>(650)508-6000</b>		67) FAX: <b>(650)508-6700</b>	
68) E-Mail Address:			

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	<b>No</b>
70) Is the Assignee or Transferee an alien or the representative of an alien?	<b>No</b>
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	<b>No</b>
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?	<b>No</b>
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.	<b>No</b>

**Basic Qualification Questions**



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: Ben MI: H Last Name: Lyon Suffix:

83) Title: V.P. & General Counsel

Signature: Ben H Lyon 84) Date: 02/09/00

**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
WNTR453					
WNTZ633					
WPJF434					
WPND228					
WPND232					
WPND238					
WPND240					
WPNH231					
WPNH232					
WPNH233					
WPNH234					
WPNH235					
WPNH236					
WPOQ681					

**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 1: Description of Transaction	<u>17545526.0.pdf</u>

## Description of Transaction

The instant application is one of a group of related applications which seek approval for the transfer control over the MAS licenses held by subsidiaries of CellNet Data Systems, Inc. ("CellNet") to a subsidiary of Schlumberger Limited ("Schlumberger"). The stock of the licensee will be acquired by Schlumberger Resource Management Services, Inc. ("RMS"). RMS is a wholly-owned subsidiary of Schlumberger Technology Corporation. Schlumberger Technology Corporation, in turn, is a wholly-owned subsidiary of Schlumberger, the ultimate parent corporation. Schlumberger is incorporated in the Netherlands Antilles.

The transaction requires two steps, as discussed below: step one, transferring control of the licenses involuntarily from CellNet Data Systems, Inc. to CellNet Data Systems, Inc., Debtor-in-Possession ("DIP"), as a result of CellNet's filing for protection under Chapter 11 of the Bankruptcy Code; and step 2, transferring control from CellNet Data Systems, Inc., Debtor-in-Possession to RMS.

CellNet Data Systems, Inc. is an industry pioneer and leading information services provider to the energy industry and other municipal markets. Using a combination of MAS licenses and Part 15 devices, CellNet has created a low-cost, private internal telemetry services network which allows it to transmit and receive data for the remote monitoring and control of devices, primarily utility meters. CellNet's private internal networks are the largest and fastest-growing of their kind in the world, providing connectivity to, and the ability to obtain and process information from, millions of metering devices for utility customers throughout the nation.

RMS provides professional business services for utilities, energy service providers and industry worldwide. Through consulting, meter deployment and management, data collection and processing, and information analysis, RMS helps clients achieve network optimization, greater operating efficiency and increased customer loyalty. Active in all utility sectors -water, gas, electricity and heat -the RMS group is present in more than 30 countries.

RMS has reached an agreement to acquire the assets of CellNet, including the stock of CellNet's subsidiaries which hold FCC authorizations. In light of CellNet's current financial condition, and in connection with the asset acquisition, the parties agreed that CellNet would file a petition under Chapter 11 of the United States Bankruptcy Code in the U.S. Bankruptcy Court in Delaware. That petition was filed on February 4, 2000. In connection with CellNet's bankruptcy filing, RMS has agreed to provide debtor-in-possession (DIP) funding to enable CellNet to continue its ongoing operations, including, but not limited to, the ongoing provision of information network services, the deployment of networks as necessary to fulfill commitments to its current customers, and the marketing of its services to prospective customers. The proposed acquisition, including the acquisition of CellNet's licensee subsidiaries, will require final approval by the bankruptcy court.

The transaction ensures that CellNet can continue to provide service to its current utility customers. With the provision of the DIP funding and the proposed acquisition plan, CellNet is able to remove the short-term financial uncertainty surrounding its ongoing operations.

Two steps are necessary to accomplish this transaction. Pursuant to Section 1.948(g), the first group of applications notifies the Commission that CellNet, the parent company of the licensee, has been voluntarily placed in bankruptcy, and requests the Commission's consent to the transfer of control of the licensee to CellNet Data Systems, Inc., Debtor-in-Possession.

The second group of applications requests Commission approval pursuant to Section 1.948(a) to a further transfer of control of the licensee from CellNet Data Systems, Inc., Debtor-in-Possession to RMS, who will become the parent of the licensee. This transfer will only occur after bankruptcy approval of the transaction has been obtained.

While the applications for approval of the transfer of control of the licensee are intended to be complete, the licensee may have on file, and may, in its ordinary course of business during the pendency of the bankruptcy, file for additional authorizations for new or modified facilities which may be granted during the pendency of the transfer of control applications. Accordingly, the parties request that the grant of the transfer of control applications include authority for the transferee in each case to acquire control of: (1) any authorization issued to the licensee during the pendency of the Commission's consideration of the transfer of control applications or during the period required for consummation of the transfer following approval; and (2) applications that are filed by the licensee and that are pending at the time of consummation of the proposed transfer. Since the transfers of control for which these applications request approval are the result of the bankruptcy of the licensee's ultimate parent, and the subsequent reorganization of its financial affairs through the sale of its interests in the licensee to RMS, Section 101.55(a)(2) would apply to allow the transfer of any facilities prior to construction.

Such action would be consistent with prior decisions of the Commission.<sup>1</sup> In addition, and pursuant to Section 1.927(h) and 1.933(b) of the Commission's Rules, the parties request a blanket exemption from any applicable requirements in cases where the licensee files amendments to pending applications to reflect the consummation of the proposed transfer of

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<sup>1</sup>See *Applications of PacifiCorp Holdings, Inc. and Century Telephone Enterprises, Inc.*, Memorandum Opinion & Order, 13 FCC Rcd 8891, 8915-16 (1997) ("*PacifiCorp Holdings*"); *Applications of Pacific Telesis Group and SBC Communications, Inc.*, Memorandum Opinion and Order, 12 FCC Rcd 2624, 2665 (1997); *Applications of Craig O. McCaw and American Telephone and Telegraph Co.*, Memorandum Opinion and Order, 9 FCC Rcd 5836, 5909 n.300 (1994) ("*Craig O. McCaw*").

control. The exemption is requested so that such amendments reporting the change in ownership will not be treated as major amendments requiring a second public notice. Since any ownership changes that result with respect to any particular pending application are part of a larger transaction undertaken for a legitimate business purpose, grant of such an exemption would be consistent with previous Commission decisions routinely granting a blanket exemption in cases involving large transactions.<sup>2</sup>

Finally, since these applications involve facilities in the Private Wireless Services, and none of the parties to this transaction are foreign governments nor the representatives of foreign governments, the restrictions of Section 310(b) of the Communications Act and of Section 101.7 of the FCC's rules do not apply to the transfer of control to a corporation organized under the laws of a foreign country.

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<sup>2</sup>See, e.g., *PacifiCorp Holdings*, 13 FCC Rcd at 8915; *Craig O. McCaw*, 9 FCC Rcd at 5909 n.300 (1994); *Applications of Centel Corporation and Sprint Corporation*, Memorandum Opinion and Order, 8 FCC Rcd 1829, 1833 (1993).

<b>FCC 603</b>	<b>FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate  Submitted 02/09/2000 at 06:11PM  File Number: <b>0000077603</b>
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1) Application Purpose: <b>Transfer of Control</b>	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

### Type of Transaction

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

### Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? <b>Chap. 11 Bankruptcy Proceeding</b> If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: <b>Involuntary</b>

### Licensee/Assignor Information

10a) Taxpayer Identification Number: <b>943212199</b>		10b) SGIN: <b>000</b>	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): <b>CN Wan Corporation</b>			
13) Attention To: <b>Ben Lyon</b>			
14) P.O. Box:	And / Or	15) Street Address: <b>125 Shoreway Rd</b>	
16) City: <b>San Carlos</b>	17) State: <b>CA</b>	18) Zip: <b>94070</b>	
19) Telephone Number: <b>(650)508-6000</b>		20) FAX: <b>(650)508-6700</b>	
21) E-Mail Address:			

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

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

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

23a) Taxpayer Identification Number: <b>942951096</b>			23b) SGIN: <b>000</b>
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): <b>CellNet Data Systems, Inc.</b>			
26) P.O. Box:	And / Or	27) Street Address: <b>125 Shoreway Rd</b>	
28) City: <b>San Carlos</b>	29) State: <b>CA</b>	30) Zip: <b>94070</b>	
31) Telephone Number: <b>(650)508-6000</b>		32) FAX: <b>(650)508-6700</b>	
33) E-Mail Address:			

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

34) First Name: <b>Lawrence</b>	MI: <b>J</b>	Last Name: <b>Movshin</b>	Suffix:
35) Company Name: <b>Wilkinson Barker Knauer, LLP</b>			
36) P.O. Box:	And / Or	37) Street Address: <b>2300 N St, NW, Suite 700</b>	
38) City: <b>Washington</b>	39) State: <b>DC</b>	40) Zip: <b>20037-1128</b>	
41) Telephone Number: <b>(202)783-4141</b>		42) FAX: <b>(202)783-5851</b>	
43) E-Mail Address:			

**Assignee/Transferee Information**

44) The Assignee is a(n): <b>Corporation</b>			
45a) Taxpayer Identification Number: <b>A00001610</b>			45b) SGIN: <b>000</b>
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): <b>CellNet Data Systems, Inc., Debtor in Possession</b>			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: <b>125 Shoreway Rd</b>	
53) City: <b>San Carlos</b>	54) State: <b>CA</b>	55) Zip: <b>94070</b>	
56) Telephone Number: <b>(650)508-6000</b>		57) FAX: <b>(650)508-6700</b>	
58) E-Mail Address:			

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

59) First Name: <b>Ben</b>	MI: <b>H</b>	Last Name: <b>Lyon</b>	Suffix:
60) Company Name: <b>CellNet Data Systems, Inc., Debtor in Possession</b>			
61) P.O. Box:	And / Or	62) Street Address: <b>125 Shoreway Rd</b>	
63) City: <b>San Carlos</b>	64) State: <b>CA</b>	65) Zip: <b>94070</b>	
66) Telephone Number: <b>(650)508-6000</b>		67) FAX: <b>(650)508-6700</b>	
68) E-Mail Address:			

**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.	No

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

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

**Assignor/Transferor Certification Statements**

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

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

79) Typed or Printed Name of Party Authorized to Sign

First Name: <b>Ben</b>	MI: <b>H</b>	Last Name: <b>Lyon</b>	Suffix:
------------------------	--------------	------------------------	---------

80) Title: **V.P. & General Counsel**

Signature: <b>Ben H Lyon</b>	81) Date: <b>02/09/00</b>
------------------------------	---------------------------

**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: **Ben** MI: **H** Last Name: **Lyon** Suffix:

83) Title: **V.P. and General Counsel**

Signature: **Ben H Lyon** 84) Date: **02/09/00**

**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
WED903					
WED904					
WED905					
WNEN233					
WNEP432					
WNEW977					
WNTH621					
WNTQ226					
WNTQ591					
WNTR247					
WNTR618					
WNTR621					
WNTT273					
WNTT865					
WNTT869					
WNTU226					
WNTU227					
WNTU228					
WNTU235					
WNTU494					
WNTU587					
WNTU617					

WNTV293
WNTV780
WNTW700
WNTW703
WNTW771
WNTW804
WNTW805
WNTW817
WNTW935
WNTX461
WNTX462
WNTX671
WNTX672
WNTX674
WNTX705
WNTX706
WNTX752
WNTX753
WNTX858
WNTX915
WNTX987
WNTY239
WNTY255
WNTY257
WNTY260
WNTY261
WNTY262
WNTY311
WNTY420
WNTY423
WNTY424
WNTY426
WNTY534
WNTY536
WNTY586
WNTY587
WNTY653
WNTY655
WNTY731
WNTY737
WNTY966
WNTZ989
WPJA438
WPJF435
WPJF438
WPJF441
WPJF890
WPND227
WPND230
WPND231

WPND233
WPND235
WPND236
WPND237
WPND241
WPND242
WPND243
WPNE458
WPNE464
WPNE466
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WPNE653
WPNE654
WPNE655
WPNG811
WPNG812
WPNI305
WPNL330
WPNN288
WPNN289
WPNN290
WPNN312
WPNN404
WPNN405
WPNN406
WPNN407
WPNN408
WPNN425
WPNN648
WPNN649
WPNN869

WPNN870
WPOP733
WPOP734
WPOP810
WPOQ251
WPOQ538
WPOQ545
WPOQ546
WPOQ549
WPOQ550
WPOR357
WPOR358
WPOR849
WPOT488
WPOT527

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

### Transfers of Control

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

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

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

#### Certification Statement for Transferees

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 1: Description of Transaction	<a href="#">17545518.0.pdf</a>

## Description of Transaction

The instant application is one of a group of related applications which seek approval for the transfer control over the MAS licenses held by subsidiaries of CellNet Data Systems, Inc. ("CellNet") to a subsidiary of Schlumberger Limited ("Schlumberger"). The stock of the licensee will be acquired by Schlumberger Resource Management Services, Inc. ("RMS"). RMS is a wholly-owned subsidiary of Schlumberger Technology Corporation. Schlumberger Technology Corporation, in turn, is a wholly-owned subsidiary of Schlumberger, the ultimate parent corporation. Schlumberger is incorporated in the Netherlands Antilles.

The transaction requires two steps, as discussed below: step one, transferring control of the licenses involuntarily from CellNet Data Systems, Inc. to CellNet Data Systems, Inc., Debtor-in-Possession ("DIP"), as a result of CellNet's filing for protection under Chapter 11 of the Bankruptcy Code; and step 2, transferring control from CellNet Data Systems, Inc., Debtor-in-Possession to RMS.

CellNet Data Systems, Inc. is an industry pioneer and leading information services provider to the energy industry and other municipal markets. Using a combination of MAS licenses and Part 15 devices, CellNet has created a low-cost, private internal telemetry services network which allows it to transmit and receive data for the remote monitoring and control of devices, primarily utility meters. CellNet's private internal networks are the largest and fastest-growing of their kind in the world, providing connectivity to, and the ability to obtain and process information from, millions of metering devices for utility customers throughout the nation.

RMS provides professional business services for utilities, energy service providers and industry worldwide. Through consulting, meter deployment and management, data collection and processing, and information analysis, RMS helps clients achieve network optimization, greater operating efficiency and increased customer loyalty. Active in all utility sectors -water, gas, electricity and heat -the RMS group is present in more than 30 countries.

RMS has reached an agreement to acquire the assets of CellNet, including the stock of CellNet's subsidiaries which hold FCC authorizations. In light of CellNet's current financial condition, and in connection with the asset acquisition, the parties agreed that CellNet would file a petition under Chapter 11 of the United States Bankruptcy Code in the U.S. Bankruptcy Court in Delaware. That petition was filed on February 4, 2000. In connection with CellNet's bankruptcy filing, RMS has agreed to provide debtor-in-possession (DIP) funding to enable CellNet to continue its ongoing operations, including, but not limited to, the ongoing provision of information network services, the deployment of networks as necessary to fulfill commitments to its current customers, and the marketing of its services to prospective customers. The proposed acquisition, including the acquisition of CellNet's licensee subsidiaries, will require final approval by the bankruptcy court.

The transaction ensures that CellNet can continue to provide service to its current utility customers. With the provision of the DIP funding and the proposed acquisition plan, CellNet is able to remove the short-term financial uncertainty surrounding its ongoing operations.

Two steps are necessary to accomplish this transaction. Pursuant to Section 1.948(g), the first group of applications notifies the Commission that CellNet, the parent company of the licensee, has been voluntarily placed in bankruptcy, and requests the Commission's consent to the transfer of control of the licensee to CellNet Data Systems, Inc., Debtor-in-Possession.

The second group of applications requests Commission approval pursuant to Section 1.948(a) to a further transfer of control of the licensee from CellNet Data Systems, Inc., Debtor-in-Possession to RMS, who will become the parent of the licensee. This transfer will only occur after bankruptcy approval of the transaction has been obtained.

While the applications for approval of the transfer of control of the licensee are intended to be complete, the licensee may have on file, and may, in its ordinary course of business during the pendency of the bankruptcy, file for additional authorizations for new or modified facilities which may be granted during the pendency of the transfer of control applications. Accordingly, the parties request that the grant of the transfer of control applications include authority for the transferee in each case to acquire control of: (1) any authorization issued to the licensee during the pendency of the Commission's consideration of the transfer of control applications or during the period required for consummation of the transfer following approval; and (2) applications that are filed by the licensee and that are pending at the time of consummation of the proposed transfer. Since the transfers of control for which these applications request approval are the result of the bankruptcy of the licensee's ultimate parent, and the subsequent reorganization of its financial affairs through the sale of its interests in the licensee to RMS, Section 101.55(a)(2) would apply to allow the transfer of any facilities prior to construction.

Such action would be consistent with prior decisions of the Commission.<sup>1</sup> In addition, and pursuant to Section 1.927(h) and 1.933(b) of the Commission's Rules, the parties request a blanket exemption from any applicable requirements in cases where the licensee files amendments to pending applications to reflect the consummation of the proposed transfer of

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<sup>1</sup>See *Applications of PacifiCorp Holdings, Inc. and Century Telephone Enterprises, Inc.*, Memorandum Opinion & Order, 13 FCC Rcd 8891, 8915-16 (1997) ("*PacifiCorp Holdings*"); *Applications of Pacific Telesis Group and SBC Communications, Inc.*, Memorandum Opinion and Order, 12 FCC Rcd 2624, 2665 (1997); *Applications of Craig O. McCaw and American Telephone and Telegraph Co.*, Memorandum Opinion and Order, 9 FCC Rcd 5836, 5909 n.300 (1994) ("*Craig O. McCaw*").

control. The exemption is requested so that such amendments reporting the change in ownership will not be treated as major amendments requiring a second public notice. Since any ownership changes that result with respect to any particular pending application are part of a larger transaction undertaken for a legitimate business purpose, grant of such an exemption would be consistent with previous Commission decisions routinely granting a blanket exemption in cases involving large transactions.<sup>2</sup>

Finally, since these applications involve facilities in the Private Wireless Services, and none of the parties to this transaction are foreign governments nor the representatives of foreign governments, the restrictions of Section 310(b) of the Communications Act and of Section 101.7 of the FCC's rules do not apply to the transfer of control to a corporation organized under the laws of a foreign country.

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<sup>2</sup>See, e.g., *PacifiCorp Holdings*, 13 FCC Rcd at 8915; *Craig O. McCaw*, 9 FCC Rcd at 5909 n.300 (1994); *Applications of Centel Corporation and Sprint Corporation*, Memorandum Opinion and Order, 8 FCC Rcd 1829, 1833 (1993).