

02-270

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 08/14/2002 at 09:43AM File Number: 0000974914
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1) Application Purpose: Amendment	
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: 0000974914
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

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

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0003571981			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Indiana Acquisition, LLC			
13) Attention To:			
14) P.O. Box:	And / Or	15) Street Address: 11400 SE 6th Street, Suite 100	
16) City: Bellevue	17) State: WA	18) Zip Code: 98004	
19) Telephone Number: (425)519-3988		20) FAX Number:	
21) E-Mail Address:			

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

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

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN): 0007447121			
24) First Name (if individual): Wayne	MI: M	Last Name: Perry	Suffix:
25) Entity Name (if not an individual): Perry, Wayne M			
26) P.O. Box: 645	And / Or	27) Street Address:	
28) City: Medina	29) State: WA	30) Zip Code: 98039	

31) Telephone Number: (541)330-9698	32) FAX Number:
33) E-Mail Address:	

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

34) First Name: Thomas	MI:	Last Name: Gutierrez	Suffix:
35) Company Name: Lukas, Nace, Gutierrez & Sachs, Chartered			
36) P.O. Box:	And / Or	37) Street Address: 1111 19th Street, NW, Suite 1200	
38) City: Washington	39) State: DC	40) Zip Code: 20036	
41) Telephone Number: (202)857-3500	42) FAX Number:		
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Individual			
45) FCC Registration Number (FRN): 0007447261			
46) First Name (if individual): Don	MI: A	Last Name: Adams	Suffix:
47) Entity Name (if other than individual):			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 11400 SE 6th Street, Suite 100	
53) City: Bellevue	54) State: WA	55) Zip Code: 98004	
56) Telephone Number: (425)519-3988	57) FAX Number:		
58) E-Mail Address:			

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

59) First Name:	MI:	Last Name:	Suffix:
60) Company Name:			
61) P.O. Box:	And / Or	62) Street Address:	
63) City:	64) State:	65) Zip Code:	
66) Telephone Number:	67) FAX Number:		
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)

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

Gender:	Female:	Male:
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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 <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Red. 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: Wayne	MI: M	Last Name: Perry	Suffix:
80) Title: Principal			
Signature: Wayne M Perry		81) Date: 08/14/02	

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 <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Red. 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: Don	MI: A	Last Name: Adams	Suffix:
83) Title: Principal			
Signature: Don A Adams		84) Date: 08/14/02	
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) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KNLF307	AL					Yes
WPQY739	AL					Yes
KNLG259	AL					Yes
KNLG261	AL					Yes

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

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

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

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

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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Refer to applicable auction rules for method to determine required gross revenues and total assets information

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?

No

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

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Ownership	07/24/02	Ex 1: Description of Transaction/Transferee Qualifications	0177721122647643702047227.pdf
Ownership	08/14/02	Ex 1: Description of Transaction/Transferee Qualifications	0177783482647643702047227.pdf

**Description of Transaction
& Qualifications of Transferee**

I. Introduction

By this application, Indiana Acquisition, LLC (“Indiana”) seeks Commission consent to the transfer of control of Indiana due to an internal reorganization of Cascade Wireless, LLC. (“Cascade”) Indiana is wholly-owned by Cascade Wireless, LLC, which is presently controlled by Wayne M. Perry. Upon reorganization, Cascade will be controlled by Don A. Adams and Darla Pomeroy. Indiana is the licensee of the following of licenses:

Call Sign	Block	MHz	Market	Market Name
WPQY739	B	10	BTA047 & BTA309	Bloomington-Bedford, IN & Muncie, IN
KNLG261	F	10	BTA204	Indianapolis, IN
KNLG259	F	10	BTA235	Lafayette, IN
KNLF307	C	15	BTA280	Marion, IN

Mr. Perry presently controls the subject licenses by virtue of having ultimate control of Cascade, which in turn, own 100 percent of Indiana. Specifically, Mr. Perry holds 60 percent of the voting interest in Cascade, which assures that Mr. Perry has *de jure* and ultimate control in Cascade. Upon the transfer of Mr. Perry’s voting interest in Cascade, Mr. Adams and Ms. Pomeroy will collectively hold, and share equally, all of the voting interest in Cascade. Thus, they will have ultimate control of Cascade.¹

II. Licensee’s Ownership

A. General Information

The Licensee is wholly-owned by Cascade, which is a limited liability company formed under the laws of the state of Washington. Its principal place of business is 11400 SE 6th Street, Suite 100, Bellevue, WA 98004.²

B. Members with 10 Percent or Greater Direct or Indirect Interest

Upon consummation of the subject transaction, the following members will have a 10 percent or greater direct or indirect interest (voting or equity) in the Licensee:

Name & Address: Cascade Wireless, LLC
11400 SE 6th Street, Suite 100
Bellevue, WA 98004

Organized: USA

¹ Each of Ms. Pomeroy and Mr. Adams also holds a 7.5% economic interest in Cascade.

² See Cascade’s FCC Form 602 on file with the FCC for a comprehensive list of FCC regulated entities which Cascade has a 10 percent or more interest.

Amount Held: 100%

Name & Address: Darla Pomeroy ³
1519 Barley Mill Road
Wilmington, DE 19807

Citizenship: USA
Amount Held: 50% (Voting)

Name & Address: Don A. Adams ⁴
4411 164th Lane, SE
Issaquah, WA 98027

Citizenship: USA
Amount Held: 50% (Voting)

Name & Address: AT&T Wireless Services, Inc.
7277 – 164th Street
Redmond, WA 98052

Organized: Delaware, USA
Amount Held: 85% (economic) ⁵

C. Controlling Interests

As explained in Section III, upon consummation of the subject transaction, Ms. Pomeroy and Mr. Adams will be the only “controlling interest” holders in Cascade, and will also have ultimate control in the Licensee.

III. “Controlling Interest” Standard

A “controlling interest” includes individuals or entities, or groups of individuals or entities, that have control of the applicant under the principles of either *de jure* or *de facto* control.⁶ *De jure* control is 50.1 percent of the voting stock of a corporation or, in the case of a

³ Ms. Pomeroy has a 50 percent voting interest and a 47.5 percent economic interest in Skagit Wireless, LLC. She does not have a 10 percent or more interest in any other FCC regulated entity.

⁴ See Cascade’s FCC Form 602 on file with the FCC for a list of FCC regulated entities that Mr. Adams has a 10 percent or more interest.

⁵ AT&T Wireless Services, Inc does not hold any voting interest in Cascade. Further, rather than provide a comprehensive list of all FCC-licensed entities in which AT&T Wireless owns 10 percent or more of either voting or non-voting stock, as required by Section 1.2112(a)(6) of the Commission’s rules, the parties to this application refer to AT&T Wireless Services Inc.’s FCC Form 602 on file with the Commission which sets forth all FCC-regulated entities that AT&T Wireless has more than a 10 percent interest.

⁶ 47 CFR § 1.2110(c)(2).

partnership, the general partners. *De facto* control is determined on a case-by-case basis, and includes the criteria set forth in *Ellis Thompson*.⁷ All officers and directors are also deemed to be a “controlling interest,” regardless of whether they have *de facto* or *de jure* control.⁸

Ms. Pomeroy and Mr. Adams are the “controlling interest” holders in Cascade. Further, they both will have ultimate control over Cascade because, upon consummation of the transaction, each will own 50 percent of the Voting Interests in Cascade. Hence, both have the ability to exercise negative *de jure* control over Cascade. Further, Ms. Pomeroy and Mr. Adams will be the only Management Members of Cascade and have the full power and authority to direct the property, business, and affairs of Cascade.

IV. Licensee’s Affiliates

To determine whether an applicant meets the eligibility criteria, the Commission attributes to the applicant its assets and revenues and also those of its “affiliates.”⁹ For purposes of determining attributable affiliates, if the applicant or its controlling interest has either *de facto* or *de jure* control of an entity, that entity is an affiliate of the applicant for purposes of the Commission’s eligibility rules, and its assets and revenues will be attributed to the applicant for the purposes of determining eligibility to hold a C and F Block license.¹⁰

Attributable Affiliates:

1. Cascade
2. THC of Tampa, Inc.
3. THC of Orlando, Inc.
4. THC of Melbourne, Inc.
5. THC of Houston, Inc.
6. THC of San Diego, Inc.
7. ABC Wireless, LLC

7 See *Ellis Thompson Corporation*, 9 FCC Rcd 7138, 7138-7139, ¶ 9 (1994) (“*Ellis Thompson*”), in which the Commission identified the following factors used to determine control of a business: (1) use of facilities and equipment; (2) control of day-to-day operations; (3) control of policy decisions; (4) personnel responsibilities; (5) control of financial obligations; and (6) receipt of monies and profits.

8 47 CFR § 1.2110(c)(2)(ii)(F).

9 An “affiliate” is defined as an individual or entity that “(i) directly or indirectly controls or has the power to control the applicant, or (ii) is directly or indirectly controlled by the applicant, or (iii) is directly or indirectly controlled by a third person or parties who are also controlled or have the power to control the applicant, or (iv) has an ‘identity of interest’ with the applicant.” 47 C.F.R. § 24.720(l); see also 47 C.F.R. § 1.2110(c)(5) (same definition of affiliate).

10 Amendment of Part 1 of the Commission’s Rules - Competitive Bidding Procedures, WT Docket No. 97-82, *Order on Reconsideration of the Third Report and Order, Fifth Report and Order, and Fourth Further Notice of Proposed Rule Making*, 15 FCC Rcd 15293, 15323-26, ¶¶ 58-67 (2000) (“Part 1 Fifth Report and Order”); see also In the matter of Minnesota PCS Limited Partnership, *Order*, DA 01-3024, § 9 (rel. Jan. 2, 2002).

8. Indiana Acquisition, LLC
9. Wireless Acquisition, LLC
10. Royal Wireless, LLC
11. Zuma/Lubbock, Inc.
12. Zuma/Odessa, Inc.
13. Arnage Wireless, LLC
14. Panther Wireless, LLC
15. Sabre Wireless, LLC
16. Lone Star Wireless, LLC
17. Southwest Wireless, LLC

Mr. Adams' Attributable Affiliates:

1. Skagit Wireless, LLC
2. Lewis and Clark Communications, Inc.¹¹
3. Cascade

Ms. Pomeroy's Attributable Affiliates:

1. Skagit Wireless, LLC
2. Lewis and Clark Communications, LLC¹²
3. Cascade

V. Designated Entity Status¹³

Upon consummation of the internal reorganization, Cascade will continue to be eligible to control the entrepreneurial licenses held by the Licensee. Pursuant to Section 24.839(a)(2) of the Commission's rules, an assignment of C and F Block PCS licenses will be granted by the Commission if the proposed assignee meets the entrepreneurial eligibility requirements at the time the application is filed. 47 C.F.R. § 24.839(a)(2). Thus, the attributable entities set forth in Section IV must have average gross revenues of less than \$125 million in each of the last two years and have total assets of less than \$500 million at the time the assignment application is filed. 47 C.F.R. § 24.709(a)(1). As set forth below, the gross revenues and total assets for these entities demonstrate

11 At this time, Wayne M. Perry controls Lewis and Clark. However, upon internal reorganization, Lewis and Clark will be controlled by Mr. Adams and Ms. Pomeroy.

12 See fn 11, *supra*.

13 The Licensee is not required to be qualified as an entrepreneurial licensee, since the instant transfer of control application is being filed more than five years after the initial license grants and after the date on which the Licensee notified the Commission that it had met its five-year construction requirement on the Licensee's licenses. 47 C.F.R. §§ Sections 24.839(a)(1) & (a)(6). However, because Cascade is the ultimate controlling party and it controls several entrepreneurial licenses held by other licensees that are still subject to the Commission's entrepreneurial rules, it nonetheless demonstrates herein its continuing qualifications to hold entrepreneurial licenses.

that as a result of the reorganization of Cascade, the Licensee will continue to satisfy Section 24.839(a)(2) and is therefore eligible to hold entrepreneurial licenses:

Entity	2000 Revenues	2001 Revenues	Average Revenues	Total Assets
Cascade Wireless, LLC	\$0.00	\$35,000.00	\$17,500.00	\$28,905,000.00
Don A. Adams (Controlling Interest)	\$0.00	\$0.00	\$0.00	\$0.00
Darla Pomeroy (Controlling Interest)	\$0.00	\$0.00	\$0.00	\$0.00
Skagit Wireless, LLC	*	\$0.00	\$0.00	\$0.00
ABC Wireless, LLC	\$78,944.00	\$151,632.00	\$115,288.00	\$36,067,000.00
Arnage Wireless, LLC	\$0.00	\$0.00	\$0.00	\$394,000.00
Indiana Acquisition, LLC	\$0.00	\$0.00	\$0.00	\$10,599,000.00
Lonestar Wireless, LLC	\$23,677.00	\$10,929.00	\$17,303.00	\$5,023,000.00
Panther Wireless, LLC	\$0.00	\$0.00	\$0.00	\$5,707,000.00
Royal Wireless, LLC**	\$0.00	\$0.00	\$0.00	\$7,515,000.00
Sabre Wireless, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Southwest Wireless, LLC	\$9,573.00	\$1,721,054	\$865,313.50	\$385,000.00
THC of Houston, Inc.	\$0.00	\$0.00	\$0.00	\$7,214,000.00
THC of Melbourne, Inc.	\$0.00	\$0.00	\$0.00	\$1,031,000.00
THC of Orlando, Inc.	\$29,258.00	\$16,968.00	\$23,113.00	\$3,86,000.00
THC of San Diego, Inc.	\$2,230,113.00	\$2,684,942.00	\$2,457,527.50	\$13,686,000.00
THC of Tampa, Inc.	\$0.00	\$0.00	\$0.00	\$5,535,000.00
Wireless Acquisition, LLC	\$0.00	\$0.00	\$0.00	\$10,563,000.00
Lewis and Clark Communications, LLC	\$0.00	\$11,150,000.00	\$5,575,000.00	\$23,069,200.00
TOTAL	\$2,371,565.00	\$15,770,525.00	\$9,071,045.00	\$51,974,200.00

The above financial figures are based upon audited financial statements for the most recently completed calendar years. 47 C.F.R. § 24.720(f).

*Entity was not in existence during the subject calendar year.

**Includes Zuma/Lubbock, Inc. and Zuma/Odessa, Inc., its wholly-owned subsidiaries.

Qualifications as a Very Small Business - As demonstrated below, the Licensee continues to qualify as a "very small business" because it is an entity that has attributable average annual gross revenues that are less than \$15 million for the last three calendar years (1998, 1999, 2000). See 47 C.F.R. § 24.720(b)(2). Hence, this transaction is not subject to the Commission's unjust enrichment provisions set forth in 47 C.F.R. § 1.2111(b) and (c). The gross revenues and total assets attributable to the Licensee computed in accordance with sections 24.709, 24.720(b) and 1.2110(b)(4) of the Commission's rules are as follows:

**FCC Form 603
Exhibit 1**

Entity	1999 Revenues	2000 Revenues	2001 Revenues	Average Revenues
Cascade Wireless, LLC	*	\$0.00	\$35,000.00	\$17,500.00
Don A. Adams (Controlling Interest)	\$0.00	\$0.00	\$0.00	\$0.00
Darla Pomeroy (Controlling Interest)	\$0.00	\$0.00	\$0.00	\$0.00
Skagit Wireless, LLC	*	*	\$0.00	\$0.00
ABC Wireless, LLC	\$0.00	\$78,944.00	\$151,632.00	\$76,858.67
Arnage Wireless, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Indiana Acquisition, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Lonestar Wireless, LLC	\$0.00	\$23,677.00	\$10,929.00	\$11,535.33
Panther Wireless, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Royal Wireless, LLC**	\$0.00	\$0.00	\$0.00	\$0.00
Sabre Wireless, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Southwest Wireless, LLC	\$0.00	\$9,573.00	\$1,721,054	\$576,875.66
THC of Houston, Inc.	\$0.00	\$0.00	\$0.00	\$0.00
THC of Melbourne, Inc.	\$0.00	\$0.00	\$0.00	\$0.00
THC of Orlando, Inc.	\$0.00	\$29,258.00	\$16,968.00	\$15,408.67
THC of San Diego, Inc.	\$0.00	\$2,230,113.00	\$2,684,942.00	\$1,638,351.60
THC of Tampa, Inc.	\$0.00	\$0.00	\$0.00	\$0.00
Wireless Acquisition, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Leiws and Clark Communications, LLC	*	\$0.00	\$11,150,000.00	\$5,575,000.00
TOTAL	\$0.00	\$2,371,565.00	\$15,770,525.00	\$7,911,529.00

The above financial figures are based upon audited financial statements for the most recently completed calendar years. 47 C.F.R. § 24.720(f).

*Entity was not in existence during the subject calendar year.

**Includes Zuma/Lubbock, Inc. and Zuma/Odessa, Inc., its wholly-owned subsidiaries.

Certification: Ms. Pomeroy certifies that the foregoing statement of gross revenues and total assets are accurate, to the best of her knowledge.

VI. Public Interest

The principal business of the Licensee is the operation of PCS facilities and the related provision of telecommunications services. The Licensee hereby certifies that upon consummation of the reorganization of Cascade, it will continue to have the financial resources available to operate the facilities that are the subject of this application. Upon Commission approval, this transaction will facilitate the build-out of the subject BTAs. The public in the subject BTA markets will greatly benefit from the added competition that will result. In view of the above, the parties respectfully submit that the public interest, convenience and necessity would be served by grant of this assignment application.

VII. Conclusion

As demonstrated herein, the Licensee continues to be qualified legally, technically and financially to hold entrepreneurial licenses. Accordingly, grant of the instant application is consistent with public interest considerations.

**Description of Transaction
& Qualifications of Transferee**

I. Introduction

By this application, Indiana Acquisition, LLC (“Indiana”) seeks Commission consent to the transfer of control of Indiana due to an internal reorganization of Cascade Wireless, LLC. (“Cascade”) Indiana is wholly-owned by Cascade Wireless, LLC, which is presently controlled by Wayne M. Perry. Upon reorganization, Cascade will be controlled by Don A. Adams and Darla Pomeroy. Indiana is the licensee of the following of licenses: ¹

Call Sign	Class	Term	License Number	Service Area
WPQY739	B	10	BTA047 & BTA309	Bloomington-Bedford, IN & Muncie, IN
KNLG261	F	10	BTA204	Indianapolis, IN
KNLG259	F	10	BTA235	Lafayette, IN
KNLF307	C	15	BTA280	Marion, IN

Mr. Perry presently controls the subject licenses by virtue of having ultimate control of Cascade, which in turn, own 100 percent of Indiana. Specifically, Mr. Perry holds 60 percent of the voting interest in Cascade, which assures that Mr. Perry has *de jure* and ultimate control in Cascade. Upon the transfer of Mr. Perry’s voting interest in Cascade, Mr. Adams and Ms. Pomeroy will collectively hold, and share equally, all of the voting interest in Cascade. Thus, they will have ultimate control of Cascade. ²

II. Licensee’s Ownership

A. General Information

The Licensee is wholly-owned by Cascade, which is a limited liability company formed under the laws of the state of Washington. Its principal place of business is 11400 SE 6th Street, Suite 100, Bellevue, WA 98004. ³

B. Members with 10 Percent or Greater Direct or Indirect Interest

Upon consummation of the subject transaction, the following members will have a 10 percent or greater direct or indirect interest (voting or equity) in the Licensee:

Name & Address: Cascade Wireless, LLC
11400 SE 6th Street, Suite 100

¹ Upon approval and consummation of the transfer of control, the following licenses will continue to be subject to the Commission’s installment payment plan: KNLG261, KNLG259, and KNLF307.

² Each of Ms. Pomeroy and Mr. Adams also holds a 7.5% economic interest in Cascade.

³ See Cascade’s FCC Form 602 on file with the FCC for a comprehensive list of FCC regulated entities which Cascade has a 10 percent or more interest.

Organized: Bellevue, WA 98004
USA
Amount Held: 100%

Name & Address: Darla Pomeroy ⁴
1519 Barley Mill Road
Wilmington, DE 19807
Citizenship: USA
Amount Held: 50% (Voting)

Name & Address: Don A. Adams ⁵
4411 164th Lane, SE
Issaquah, WA 98027
Citizenship: USA
Amount Held: 50% (Voting)

Name & Address: AT&T Wireless Services, Inc.
7277 – 164th Street
Redmond, WA 98052
Organized: Delaware, USA
Amount Held: 85% (economic) ⁶

C. Controlling Interests

As explained in Section III, upon consummation of the subject transaction, Ms. Pomeroy and Mr. Adams will be the only “controlling interest” holders in Cascade, and will also have ultimate control in the Licensee.

III. “Controlling Interest” Standard

A “controlling interest” includes individuals or entities, or groups of individuals or entities, that have control of the applicant under the principles of either *de jure* or *de facto*

⁴ Ms. Pomeroy has a 50 percent voting interest and a 47.5 percent economic interest in Skagit Wireless, LLC. She does not have a 10 percent or more interest in any other FCC regulated entity.

⁵ See Cascade’s FCC Form 602 on file with the FCC for a list of FCC regulated entities that Mr. Adams has a 10 percent or more interest.

⁶ AT&T Wireless Services, Inc does not hold any voting interest in Cascade. Further, rather than provide a comprehensive list of all FCC-licensed entities in which AT&T Wireless owns 10 percent or more of either voting or non-voting stock, as required by Section 1.2112(a)(6) of the Commission’s rules, the parties to this application refer to AT&T Wireless Services Inc.’s FCC Form 602 on file with the Commission which sets forth all FCC-regulated entities that AT&T Wireless has more than a 10 percent interest.

control.⁷ *De jure* control is 50.1 percent of the voting stock of a corporation or, in the case of a partnership, the general partners. *De facto* control is determined on a case-by-case basis, and includes the criteria set forth in *Ellis Thompson*.⁸ All officers and directors are also deemed to be a “controlling interest,” regardless of whether they have *de facto* or *de jure* control.⁹

Ms. Pomeroy and Mr. Adams are the “controlling interest” holders in Cascade. Further, they both will have ultimate control over Cascade because, upon consummation of the transaction, each will own 50 percent of the Voting Interests in Cascade. Hence, both have the ability to exercise negative *de jure* control over Cascade. Further, Ms. Pomeroy and Mr. Adams will be the only Management Members of Cascade and have the full power and authority to direct the property, business, and affairs of Cascade.

IV. Licensee’s Affiliates

To determine whether an applicant meets the eligibility criteria, the Commission attributes to the applicant its assets and revenues and also those of its “affiliates.”¹⁰ For purposes of determining attributable affiliates, if the applicant or its controlling interest has either *de facto* or *de jure* control of an entity, that entity is an affiliate of the applicant for purposes of the Commission’s eligibility rules, and its assets and revenues will be attributed to the applicant for the purposes of determining eligibility to hold a C and F Block license.¹¹

Attributable Affiliates:

1. Cascade
2. THC of Tampa, Inc.
3. THC of Orlando, Inc.
4. THC of Melbourne, Inc.
5. THC of Houston, Inc.

7 47 CFR § 1.2110(c)(2).

8 See *Ellis Thompson Corporation*, 9 FCC Rcd 7138, 7138-7139, ¶ 9 (1994) (“*Ellis Thompson*”), in which the Commission identified the following factors used to determine control of a business: (1) use of facilities and equipment; (2) control of day-to-day operations; (3) control of policy decisions; (4) personnel responsibilities; (5) control of financial obligations; and (6) receipt of monies and profits.

9 47 CFR § 1.2110(c)(2)(ii)(F).

10 An “affiliate” is defined as an individual or entity that “(i) directly or indirectly controls or has the power to control the applicant, or (ii) is directly or indirectly controlled by the applicant, or (iii) is directly or indirectly controlled by a third person or parties who are also controlled or have the power to control the applicant, or (iv) has an ‘identity of interest’ with the applicant.” 47 C.F.R. § 24.720(l); see also 47 C.F.R. § 1.2110(c)(5) (same definition of affiliate).

11 Amendment of Part 1 of the Commission’s Rules - Competitive Bidding Procedures, WT Docket No. 97-82, *Order on Reconsideration of the Third Report and Order, Fifth Report and Order, and Fourth Further Notice of Proposed Rule Making*, 15 FCC Rcd 15293, 15323-26, ¶¶ 58-67 (2000) (“Part 1 Fifth Report and Order”); see also In the matter of Minnesota PCS Limited Partnership, *Order*, DA 01-3024, § 9 (rel. Jan. 2, 2002).

6. THC of San Diego, Inc.
7. ABC Wireless, LLC
8. Indiana Acquisition, LLC
9. Wireless Acquisition, LLC
10. Royal Wireless, LLC
11. Zuma/Lubbock, Inc.
12. Zuma/Odessa, Inc.
13. Arnage Wireless, LLC
14. Panther Wireless, LLC
15. Sabre Wireless, LLC
16. Lone Star Wireless, LLC
17. Southwest Wireless, LLC

Mr. Adams' Attributable Affiliates:

1. Skagit Wireless, LLC
2. Lewis and Clark Communications, Inc.¹²
3. Cascade

Ms. Pomeroy's Attributable Affiliates:

1. Skagit Wireless, LLC
2. Lewis and Clark Communications, LLC¹³
3. Cascade

V. Designated Entity Status¹⁴

Upon consummation of the internal reorganization, Cascade will continue to be eligible to control the entrepreneurial licenses held by the Licensee. Pursuant to Section 24.839(a)(2) of the Commission's rules, an assignment of C and F Block PCS licenses will be granted by the Commission if the proposed assignee meets the entrepreneurial eligibility requirements at the time the application is filed. 47 C.F.R. § 24.839(a)(2). Thus, the attributable entities set forth in Section IV must have average gross revenues of less than \$125 million in each of the last two years and have total assets of less than \$500 million at the time the assignment application is filed. 47 C.F.R. §

¹² At this time, Wayne M. Perry controls Lewis and Clark. However, upon internal reorganization, Lewis and Clark will be controlled by Mr. Adams and Ms. Pomeroy.

¹³ See fn 11, *supra*.

¹⁴ The Licensee is not required to be qualified as an entrepreneurial licensee, since the instant *transfer of control application is being filed more than five years after the initial license grants and after the date on which the Licensee notified the Commission that it had met its five-year construction requirement on the Licensee's licenses.* 47 C.F.R. §§ Sections 24.839(a)(1) & (a)(6). However, because Cascade is the ultimate controlling party and it controls several entrepreneurial licenses held by other licensees that are still subject to the Commission's entrepreneurial rules, it nonetheless demonstrates herein its continuing qualifications to hold entrepreneurial licenses.

FCC Form 603
Exhibit 1

24.709(a)(1). As set forth below, the gross revenues and total assets for these entities demonstrate that as a result of the reorganization of Cascade, the Licensee will continue to satisfy Section 24.839(a)(2) and is therefore eligible to hold entrepreneurial licenses:

Entity	2000 Revenues	2001 Revenues	Average Revenues	Total Assets
Cascade Wireless, LLC	\$0.00	\$35,000.00	\$17,500.00	\$28,905,000.00
Don A. Adams (Controlling Interest)	\$0.00	\$0.00	\$0.00	\$0.00
Darla Pomeroy (Controlling Interest)	\$0.00	\$0.00	\$0.00	\$0.00
Skagit Wireless, LLC	*	\$0.00	\$0.00	\$0.00
ABC Wireless, LLC	\$78,944.00	\$151,632.00	\$115,288.00	\$36,067,000.00
Arnage Wireless, LLC	\$0.00	\$0.00	\$0.00	\$394,000.00
Indiana Acquisition, LLC	\$0.00	\$0.00	\$0.00	\$10,599,000.00
Lonestar Wireless, LLC	\$23,677.00	\$10,929.00	\$17,303.00	\$5,023,000.00
Panther Wireless, LLC	\$0.00	\$0.00	\$0.00	\$5,707,000.00
Royal Wireless, LLC**	\$0.00	\$0.00	\$0.00	\$7,515,000.00
Sabre Wireless, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Southwest Wireless, LLC	\$9,573.00	\$1,721,054	\$865,313.50	\$385,000.00
THC of Houston, Inc.	\$0.00	\$0.00	\$0.00	\$7,214,000.00
THC of Melbourne, Inc.	\$0.00	\$0.00	\$0.00	\$1,031,000.00
THC of Orlando, Inc.	\$29,258.00	\$16,968.00	\$23,113.00	\$3,86,000.00
THC of San Diego, Inc.	\$2,230,113.00	\$2,684,942.00	\$2,457,527.50	\$13,686,000.00
THC of Tampa, Inc.	\$0.00	\$0.00	\$0.00	\$5,535,000.00
Wireless Acquisition, LLC	\$0.00	\$0.00	\$0.00	\$10,563,000.00
Lewis and Clark Communications, LLC	\$0.00	\$11,150,000.00	\$5,575,000.00	\$23,069,200.00
TOTAL	\$2,371,565.00	\$15,770,525.00	\$9,071,045.00	\$51,974,200.00

The above financial figures are based upon audited financial statements for the most recently completed calendar years. 47 C.F.R. § 24.720(f).

*Entity was not in existence during the subject calendar year.

**Includes Zuma/Lubbock, Inc. and Zuma/Odessa, Inc., its wholly-owned subsidiaries.

Qualifications as a Very Small Business - As demonstrated below, the Licensee continues to qualify as a "very small business" because it is an entity that has attributable average annual gross revenues that are less than \$15 million for the last three calendar years (1998, 1999, 2000). See 47 C.F.R. § 24.720(b)(2). Hence, this transaction is not subject to the Commission's unjust enrichment provisions set forth in 47 C.F.R. § 1.2111(b) and (c). The gross revenues and total assets attributable to the Licensee computed in accordance with sections 24.709, 24.720(b) and 1.2110(b)(4) of the Commission's rules are as follows:

**FCC Form 603
Exhibit 1**

Entity	1999 Revenues	2000 Revenues	2001 Revenues	Average Revenues
Cascade Wireless, LLC	*	\$0.00	\$35,000.00	\$17,500.00
Don A. Adams (Controlling Interest)	\$0.00	\$0.00	\$0.00	\$0.00
Darla Pomeroy (Controlling Interest)	\$0.00	\$0.00	\$0.00	\$0.00
Skagit Wireless, LLC	*	*	\$0.00	\$0.00
ABC Wireless, LLC	\$0.00	\$78,944.00	\$151,632.00	\$76,858.67
Arnage Wireless, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Indiana Acquisition, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Lonestar Wireless, LLC	\$0.00	\$23,677.00	\$10,929.00	\$11,535.33
Panther Wireless, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Royal Wireless, LLC**	\$0.00	\$0.00	\$0.00	\$0.00
Sabre Wireless, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Southwest Wireless, LLC	\$0.00	\$9,573.00	\$1,721,054	\$576,875.66
THC of Houston, Inc.	\$0.00	\$0.00	\$0.00	\$0.00
THC of Melbourne, Inc.	\$0.00	\$0.00	\$0.00	\$0.00
THC of Orlando, Inc.	\$0.00	\$29,258.00	\$16,968.00	\$15,408.67
THC of San Diego, Inc.	\$0.00	\$2,230,113.00	\$2,684,942.00	\$1,638,351.60
THC of Tampa, Inc.	\$0.00	\$0.00	\$0.00	\$0.00
Wireless Acquisition, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Leiws and Clark Communications, LLC	*	\$0.00	\$11,150,000.00	\$5,575,000.00
TOTAL	\$0.00	\$2,371,565.00	\$15,770,525.00	\$7,911,529.00

The above financial figures are based upon audited financial statements for the most recently completed calendar years. 47 C.F.R. § 24.720(f).

*Entity was not in existence during the subject calendar year.

**Includes Zuma/Lubbock, Inc. and Zuma/Odessa, Inc., its wholly-owned subsidiaries.

Certification: Ms. Pomeroy certifies that the foregoing statement of gross revenues and total assets are accurate, to the best of her knowledge.

VI. Public Interest

The principal business of the Licensee is the operation of PCS facilities and the related provision of telecommunications services. The Licensee hereby certifies that upon consummation of the reorganization of Cascade, it will continue to have the financial resources available to operate the facilities that are the subject of this application. Upon Commission approval, this transaction will facilitate the build-out of the subject BTAs. The public in the subject BTA markets will greatly benefit from the added competition that will result. In view of the above, the parties respectfully submit that the public interest, convenience and necessity would be served by grant of this assignment application.

VII Conclusion

As demonstrated herein, the Licensee continues to be qualified legally, technically and financially to hold entrepreneurial licenses. Accordingly, grant of the instant application is consistent with public interest considerations.