

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:			

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 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: Douglas	MI: I	Last Name: Brandon	Suffix:
80) Title: Vice President of Manager			
Signature: Douglas I Brandon		81) Date: 04/30/03	

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: JOHN	MI: E	Last Name: ROONEY	Suffix:
83) Title: PRESIDENT			
Signature: JOHN E ROONEY		84) Date: 04/30/03	
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) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
WPQP644	AL							

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

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

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

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

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

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

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

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

For Assignees Claiming Eligibility as a Publicly Traded Corporation

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

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

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

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

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

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?
If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

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

FCC Form 603 Schedule B	Partition and Disaggregation Schedule	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **WPQP644**

Geographic Area Partitioned

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
BTA442	Schedule C # Attached:	245348

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01870.00000	01875.00000
01950.00000	01955.00000

6) Coverage Requirements - Partitioning

(No) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(Yes) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

7) Coverage Requirements - Disaggregation

(Yes) Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

FCC Form 603 Schedule B	Partition and Disaggregation Schedule	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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1) Partitioner/Disaggregator Call Sign: **WPQP644**

Geographic Area Partitioned

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
BTA233	Schedule C # Attached:	192308

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01870.00000	01875.00000
01950.00000	01955.00000

6) Coverage Requirements - Partitioning

(No) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(Yes) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

7) Coverage Requirements - Disaggregation

(Yes) Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

FCC Form 603 Schedule B	Partition and Disaggregation Schedule	Approved by OMB 3060 - 0800 See instructions for public burden estimate
------------------------------------	--	---

1) Partitioner/Disaggregator Call Sign: **WPQP644**

Geographic Area Partitioned

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
BTA235	Schedule C # Attached:	275303

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01870.00000	01875.00000
01950.00000	01955.00000

6) Coverage Requirements - Partitioning

(No) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(Yes) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

7) Coverage Requirements - Disaggregation

(Yes) Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

FCC Form 603 Schedule B	Partition and Disaggregation Schedule	Approved by OMB 3060 - 0800 See instructions for public burden estimate
------------------------------------	--	--

1) Partitioner/Disaggregator Call Sign: **WPQP644**

Geographic Area Partitioned

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete undefined geographic area attachment)	4) Population of Partitioned Area
BTA280	Schedule C # Attached:	108363

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01870.00000	01875.00000
01950.00000	01955.00000

6) Coverage Requirements - Partitioning

(No) Option 1	Partitioner and Partitionee each certify that they will be subject to the same coverage requirements for their respective partitioned areas.
(Yes) Option 2	Partitioner certifies that the 5 year coverage requirements have been or will be met and that the 10 year coverage requirements must be met for the entire license area. Partitionee certifies that only the substantial service requirement for renewal expectancy for the partitioned area must be met by the end of the 10 year license term.

7) Coverage Requirements - Disaggregation

(Yes) Option 1	Disaggregator and Disaggragatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggragatee each certify that the Disaggragatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 3	Disaggregator and Disaggragatee each certify that they will share responsibility for meeting the applicable coverage requirements for the entire license area.

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	04/01/03	Assignment of Authorization	0178390492289146602880220.pdf
Other	04/01/03	Assignment of Authorization	0178390502289146602880220.pdf
Other	04/16/03	Amendment	0178390512289146602880220.pdf
Other	04/16/03	Amendment	0178390522289146602880220.pdf
Other	04/29/03	Ex. A: Desc. & Pub. Int. Stmt (Amended)	0178394562289146602880220.pdf

FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control

1) Application Purpose (Select only one) (AA)

AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal	NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or Transfer)
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: 00001 C4A03
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?	(N) <u>Yes</u> 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?	() <u>Yes</u> No
4) For assignments of authorization only, is this a partition and/or disaggregation?	(N) <u>Yes</u> No
5a) Does this filing request a waiver of the Commission's rules? If 'Yes', attach an exhibit providing rule numbers and explaining circumstances.	(Y) <u>Yes</u> No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of the rule sections and enter the results.	_____
6) Are attachments being filed with this application?	(Y) <u>Yes</u> No
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?	(Y) <u>Yes</u> No
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?	(N) <u>Yes</u> No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: (O) <u>Sale</u> or other assignment or transfer of stock <u>Court Order</u> <u>Other</u> (voting trust agreement, management contract, etc.): <u>See Exhibit A</u>	
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:	(V) <u>Voluntary</u> <u>Involuntary</u>

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0008710014			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Florida RSA #8 LLC			
13) Attention To: United States Cellular Corporation			
14) P.O. Box:	And /Or	15) Street Address: 8410 West Bryn Mawr Ave., Suite 700	
16) City: Chicago	17) State: IL	18) Zip Code: 60631-3486	
19) Telephone Number: (773) 399-8900		20) FAX Number: (773) 399-4206	
21) E-Mail Address:			

22) Race, Ethnicity, and 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):						
24) First Name (if individual):			MI:	Last Name:		Suffix:
25) Entity Name (if other than individual):						
26) P.O. Box:		And /Or	27) Street Address:			
28) City:			29) State:	30) Zip Code:		
31) Telephone Number:			32) FAX Number:			
33) E-Mail Address:						

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

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

Assignee/Transferee Information

44) Assignee is a(n): (L)						
<input type="checkbox"/> Individual Corporation	<input type="checkbox"/> Unincorporated Association Limited Liability Corporation	<input type="checkbox"/> Trust Partnership	<input type="checkbox"/> Government Entity Consortium	<input type="checkbox"/> Joint Venture		
45) FCC Registration Number (FRN): 0003291192						
46) First Name (if individual):			MI:	Last Name:		Suffix:
47) Entity Name (if other than individual): AT&T Wireless PCS, LLC						
48) Name of Real Party in Interest:			49) Taxpayer Identification Number:			
50) Attention To: David C. Jatlow, Vice President, Regulatory Affairs						

51) P.O. Box:	And /Or	52) Street Address: 1150 Connecticut Ave, NW, 4th Floor		
53) City: Washington		54) State: DC	55) Zip Code: 20036	
56) Telephone Number: (202) 223-9222		57) FAX Number: (202) 223-9095		
58) E-Mail Address: david.jatlow@attws.com				

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

59) First Name: David	MI:	Last Name: Jatlow	Suffix:	
60) Company Name: AT&T Wireless PCS, LLC				
61) P.O. Box:	And /Or	62) Street Address: 1150 Connecticut Ave, NW, 4th Floor		
63) City: Washington		64) State: DC	65) Zip Code: 20036	
66) Telephone Number: (202) 223-9222		67) FAX Number: (202) 223-9095		
68) E-Mail Address: david.jatlow@attws.com				

Alien Ownership Questions

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

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.	(N) <u>Yes</u> <u>No</u>
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.	(N) <u>Yes</u> <u>No</u>
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.	(N) <u>Yes</u> <u>No</u>
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.	(Y) <u>Yes</u> <u>No</u>

78) Race, Ethnicity, and 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:			

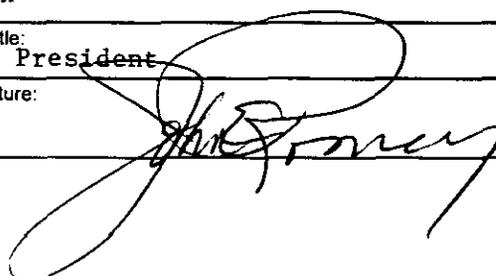
Fee Status

79) Is the applicant exempt from FCC application fees?	() Yes <u>No</u>
80) Is the applicant exempt from FCC regulatory fees?	() Yes <u>No</u>

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 Rcd. 6293 (1998).
2)	The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

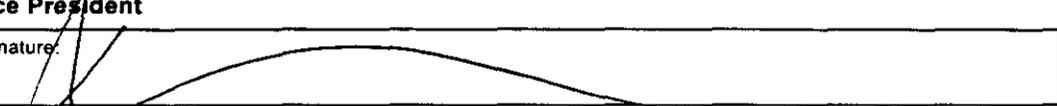
Typed or Printed Name of Party Authorized to Sign

81) First Name:	MI:	Last Name:	Suffix:
John	E.	Rooney	
82) Title: <u>President</u>			
Signature: 			83) Date: <u>4-1-03</u>

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 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 1988, 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.

Typed or Printed Name of Party Authorized to Sign

84) First Name: Douglas	MI: I	Last Name: Brandon	Suffix:
85) Title: Vice President			
Signature: 			86) Date: 4-1-03
<p>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).</p>			

Authorizations To Be Assigned or Transferred

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
KNKA481	CL					(Y)ES
KNKA583	CL					(Y)ES
KNKN706	CL					(Y)ES
KNKQ280	CL					(Y)ES
KNKN550	CL					(Y)ES
KNKN773	CL					(Y)ES
KNKQ382	CL					(Y)ES
KNKN628	CL					(Y)ES
KNKQ290	CL					(Y)ES
KNKN669	CL					(Y)ES
WLS584	CF					(Y)ES
WLT725	CF					(Y)ES
WLT726	CF					(Y)ES
WLT727	CF					(Y)ES
WLU716	CF					(Y)ES
WML541	CF					(Y)ES
WMM918	CF					(Y)ES
WMM973	CF					(Y)ES
WMM974	CF					(Y)ES
WMR965	CF					(Y)ES
WMS301	CF					(Y)ES
WMS855	CF					(Y)ES
WMT246	CF					(Y)ES

Authorizations To Be Assigned or Transferred

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPJA596	CF					(Y)ES
WPJA802	CF					(Y)ES
WPJC204	CF					(Y)ES
WPJC205	CF					(Y)ES
WPJC206	CF					(Y)ES
WPJD258	CF					(Y)ES
WPJE658	CF					(Y)ES
WPJE828	CF					(Y)ES
WPNA539	CF					(Y)ES
WPNA604	CF					(Y)ES
WPNB563	CF					(Y)ES
WPNB814	CF					(Y)ES
WPNC467	CF					(Y)ES
WPNH761	CF					(Y)ES
WPNH771	CF					(Y)ES
WPNH772	CF					(Y)ES
WPNH854	CF					(Y)ES
WPNI903	CF					(Y)ES
WPNJ795	CF					(Y)ES
WPNL508	CF					(Y)ES
WPOL649	CF					(Y)ES
WPOP556	CF					(Y)ES
WPOP894	CF					(Y)ES

Authorizations To Be Assigned or Transferred

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPOR205	CF					(Y)ES
WPQN620	CF					(Y)ES
WPQP412	CF					(Y)ES
WPQP413	CF					(Y)ES
WPQW609	CF					(Y)ES
WPQX593	CF					(Y)ES
WPRV472	CF					(Y)ES
WPSG978	CF					(Y)ES
WPSI462	CF					(Y)ES
WPSZ942	CF					(Y)ES
WPTP763	CF					(Y)ES
WPTS212	CF					(Y)ES
WPUB841	CF					(Y)ES
WPUX443	CF					(Y)ES
WPVJ661	CF					(Y)ES
WPWM472	CF					(Y)ES
WPWV997	CF					(Y)ES
WPXC918	CF					(Y)ES
WMT415	CF					(Y)ES
WMT416	CF					(Y)ES
WMT417	CF					(Y)ES
WMV854	CF					(Y)ES
WMV855	CF					(Y)ES

Authorizations To Be Assigned or Transferred

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WMW243	CF					(Y)ES
WMW244	CF					(Y)ES
WMW464	CF					(Y)ES
WPJB294	CF					(Y)ES
WPJB295	CF					(Y)ES
WPJB352	CF					(Y)ES
WPJB353	CF					(Y)ES
WPJC245	CF					(Y)ES
WPJC246	CF					(Y)ES
WPJD318	CF					(Y)ES
WPJE822	CF					(Y)ES
WPOL933	CF					(Y)ES
WPOQ306	CF					(Y)ES
WPOR568	CF					(Y)ES
WPOR569	CF					(Y)ES
WPOR570	CF					(Y)ES
WPOR571	CF					(Y)ES
WPOR661	CF					(Y)ES
WPOS281	CF					(Y)ES
WPQX575	CF					(Y)ES
WPQY440	CF					(Y)ES
WPQY568	CF					(Y)ES
WPQY569	CF					(Y)ES

Authorizations To Be Assigned or Transferred

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPSE456	CF					(Y)ES
WPST338	CF					(Y)ES
WPTC463	CF					(Y)ES
WPVP801	CF					(Y)ES
WPVP969	CF					(Y)ES
WPVQ366	CF					(Y)ES
WPVX760	CF					(Y)ES
WPWQ677	CF					(Y)ES
WMR338	CF					(Y)ES
WMR339	CF					(Y)ES
WMS349	CF					(Y)ES
WMS350	CF					(Y)ES
WPSG585	CF					(Y)ES
WPSG596	CF					(Y)ES
WPTD546	CF					(Y)ES
WPUB573	CF					(Y)ES
WPUJ828	CF					(Y)ES
WPUT352	CF					(Y)ES
WPVL482	CF					(Y)ES
WPVR569	CF					(Y)ES
WMW437	CF					(Y)ES
WMW438	CF					(Y)ES
WMW439	CF					(Y)ES

Authorizations To Be Assigned or Transferred

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WMW440	CF					(Y)ES
WPJA708	CF					(Y)ES
WPJA709	CF					(Y)ES
WPJA710	CF					(Y)ES
WPJA711	CF					(Y)ES
WPJA748	CF					(Y)ES
WPJB321	CF					(Y)ES
WPJE775	CF					(Y)ES
WPNB335	CF					(Y)ES
WPNB674	CF					(Y)ES
WPNG867	CF					(Y)ES
WPNH399	CF					(Y)ES
WPNN258	CF					(Y)ES
WPNN270	CF					(Y)ES
WPOM911	CF					(Y)ES
WPOR713	CF					(Y)ES
WPOS354	CF					(Y)ES
WPOT297	CF					(Y)ES
WPOU570	CF					(Y)ES
WPOU716	CF					(Y)ES
WPQQ839	CF					(Y)ES
WPQS335	CF					(Y)ES
WPQS766	CF					(Y)ES

Authorizations To Be Assigned or Transferred

87) Call Sign	88) Radio Service	89) Location Number	90) Path Number (Microwave only)	91) Lower or Center Frequency (MHz)	92) Upper Frequency (MHz)	93) Constructed Yes / No
WPQW493	CF					(Y)ES
WPQW613	CF					(Y)ES
WPQX239	CF					(Y)ES
WPRV468	CF					(Y)ES
WPSE375	CF					(Y)ES
WPSK790	CF					(Y)ES
WPSY456	CF					(Y)ES
WPTK594	CF					(Y)ES
WPTM660	CF					(Y)ES
WPTT537	CF					(Y)ES
WPVJ658	CF					(Y)ES
WPWZ318	CF					(Y)ES
WMQ998	CF					(Y)ES
WMQ999	CF					(Y)ES
WMR200	CF					(Y)ES
WMR768	CF					(Y)ES
WMR977	CF					(Y)ES
WMS720	CF					(Y)ES
WMT394	CF					(Y)ES
WPXE688	CF					

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)?	(<input type="checkbox"/> N) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
If 'Yes', is the Assignee applying for installment payments?	(<input type="checkbox"/>) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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:

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)

As a result of the transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?	(<input type="checkbox"/>) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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.
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EXHIBIT B: Request for Waiver of Section 1.913(b)

AT&T Wireless PCS, LLC (“AWP”) and Florida RSA#8 LLC (“FLR8 LLC”) hereby seek a waiver of Section 1.913(b) of the FCC’s rules, 47 C.F.R. §1.913(b), to permit this assignment application to be filed manually on FCC Form 603. As discussed in detail in Exhibit A, through this application and a series of related applications, AT&T Wireless Services, Inc. (“AWS”) and United States Cellular Corporation (“USCC”) are seeking FCC approval to implement an exchange of certain systems and licenses. This transaction will permit both companies to rationalize their license and systems holdings to strategically effectuate their regional and national growth plans. As outlined in Exhibit A, the transaction involves four groups of assignment applications that are being filed concurrently. The first group consists of applications related to the assignment of authorizations from certain third parties to AT&T Wireless PCS, LLC (“AWP”), a wholly owned subsidiary of AWS. The second group consists of applications relating to the *pro forma* assignment of certain authorizations from wholly-owned subsidiaries of USCC to FLR8 LLC, a wholly-owned subsidiary of USCC. The third group consists of applications relating to the assignment of certain authorizations from subsidiaries of AWP to FLR8 LLC. The fourth group consists of this application, which relates to assigning certain authorizations from FLR8 LLC to AWP.

Because FLR8 LLC does not presently hold the licenses from the second group of applications described above, none of those licenses can be assigned to AWP using the Commission’s Universal Licensing System and the parties have no means to file this application electronically. As described in Exhibit A, the proposed transaction involves multiple steps that are interrelated, and the transaction is structured so that no one step can be consummated until the transaction as a whole is approved. Thus, the applications will need to be processed contemporaneously so that the transaction can close. Under these circumstances, and given that this assignment and the related transactions will yield significant public interest benefits, AWP and FLR8 LLC respectfully request a waiver of Section 1.913(b) of the FCC’s rules, to permit this assignment to be filed manually on FCC Form 603.¹ Grant of the requested waiver will further the public interest by permitting the underlying transaction to proceed expeditiously, resulting in increased competition and more efficient, seamless provision of services to customers, and by easing the administrative burden on the applicants, the FCC, and the public.

¹ See 47 C.F.R. § 1.3 (waiver justified where good cause is shown); 47 C.F.R. § 1.925(b)(3)(ii) (waiver appropriate where unique circumstances render application of the rule unduly burdensome or applicant has no reasonable alternative).

EXHIBIT C: Response to Question 77

AT&T Wireless Services, Inc. ("AWS"), a real party in interest, hereby submits this response to Question 77 of the FCC Form 603 concerning allegations against various indirect subsidiaries or affiliates of AWS. While these cases may fall outside the scope of disclosures required by Question 77, they are nevertheless being reported out of an abundance of caution.

On or about September 30, 2002, a case captioned *Beeler, et al. v. AT&T Cellular Services, Inc., et al.* was filed in the United States District Court for the Northern District of Illinois, Eastern Division (Case No. 02C 6975). The Company is named as a defendant, along with several other wireless carriers providing service in the Chicago metropolitan area. Plaintiffs allege that the defendant carriers market handsets and wireless service through tying arrangements, and that each has monopolized the market for sales of handsets to its own subscribers.

On or about September 20, 2002, a case captioned *Truong, et al. v. AT&T Wireless PCS, LLC, et al.* was filed in the United States District Court for the Northern District of California (Case No. C 02 4580). The Company is named as a defendant, along with several other wireless carriers providing service in the San Francisco metropolitan area. This complaint is substantively identical to that filed in the *Beeler* case, described above.

On or about August 23, 2002, a case captioned *Millen, et al. v. AT&T Wireless PCS, LLC, et al.* was filed in the United States District Court for the District of Massachusetts (Case No. 02-11689). The Company is named as a defendant, along with several other wireless carriers providing service in the Boston metropolitan area. This complaint is substantively identical to that filed in the *Beeler* and *Truong* cases, described above.

On or about April 5, 2002, a case captioned *Wireless Consumers Alliance, Inc., et al. v. AT&T Cellular Services, Inc., et al.* was filed in the United States District Court for the Southern District of New York (Case No. 02 CV 2637). The Company is named as a defendant, along with several other wireless carriers providing service in the New York metropolitan area. In an amended complaint, plaintiffs seek to certify a nationwide class consisting of persons who have purchased wireless service during the four years immediately preceding the filing of the complaint, and seek injunctive relief and damages under Section 1 of the Sherman Act.

On or about September 5, 2001, the second amended complaint in a case captioned *DiBraccio v. AT&T Wireless Services, Inc., et al.* was filed in Florida State Court (Eleventh Judicial Circuit, in and for Miami-Dade County) (Case No. 99-20450 CA-20). The Company is named as a defendant, along with ABC Cellular Corp., a reseller of wireless services and handsets in South Florida. Plaintiff seeks damages for alleged monopolization of wireless phone services in South Florida under Section 542.19 of the Florida Statutes and conspiracy to monopolize under the same statute.

On or about September 27, 2002, a case captioned *Morales, et. al. v. AT&T Wireless PCS, LLC, et. al.* was filed in the United States District Court for the Southern District of Texas (Case No. L-02-CV120). The company is named as a defendant, along with several other wireless carriers providing service in Texas. The complaint is substantively identical to that filed in the *Beeler*, *Millen* and *Truong* cases mentioned above.

AT&T Wireless believes that none of the listed cases has merit

FCC 602
Main Form

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 - 0799
See instructions for
Public burden estimate

Submitted: 04/23/2003

Filer FRN: 0004122032

Filer Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Filer Name (if entity): AT&T Wireless Services, Inc.		3) FCC Registration Number (FRN): 0004122032	

Contact Information

4) AT&T Wireless Services, Inc. David C Jatlow 1150 Connecticut Ave., NW, 4th Floor Washington, DC 20036	Telephone Number: (202)223-9222
	Fax Number: (202)223-9095
	E-mail Address:

Related FCC Regulated Businesses of Filer

5a) Name and address of all FCC-Regulated Businesses owned by Filer:	5b) Principal Business:	5c) FCC Registration Number (FRN):	5d) Percent of Interest Held:
AB Cellular LA, LLC 1150 Connecticut Avenue, NW, 4th Fl Washington, DC 20036	Telecommunications	0004521977	100.00
ABC Wireless, L.L.C. 11400 SE 6th Street, Suite 100 Bellevue, WA 98004	Telecommunications	0002048908	85.00
ACC Acquisition LLC 13439 N. Broadway Extension, Suite Oklahoma City, OK 73114	Telecommunications	0003767282	50.00
ACC Kentucky License LLC 13439 N. Broadway Extension, Suite Oklahoma City, OK 73114	Telecommunications	0001765031	50.00
ACC Michigan License LLC 14201 Wireless Way Oklahoma City, OK 73134	Telecommunications	0003476389	50.00
ACC Minnesota License LLC 14201 Wireless Way Oklahoma City, OK 73134	Telecommunications	0002153823	50.00
ACC New York License I LLC 1500 K Street, NW, Suite 450 Washington, DC 20005	Telecommunications	0003475613	50.00
ACC New York License II LLC 14201 Wireless Way Oklahoma City, OK 73134	Telecommunications	0003475779	49.70

ACC New York License III LLC 14201 Wireless Way Oklahoma City, OK 73134	Telecommunications	0003577525	48.17
ACC Ohio License LLC 14201 Wireless Way Oklahoma City, OK 73134	Telecommunications	0003475795	50.00
ACC Pennsylvania License LLC 14201 Wireless Way Oklahoma City, OK 73134	Telecommunications	0003173382	50.00
ACC Tennessee License LLC 14201 Wireless Way Oklahoma City, OK 73134	Telecommunications	0001765015	50.00
ACC Wausau License LLC 14201 Wireless Way Oklahoma City, OK 73134	Telecommunications	0002705697	49.14
ACC West Virginia License LLC 14201 Wireless Way Oklahoma City, OK 73134	Telecommunications	0003467610	50.00
ACC Wisconsin License LLC 14201 Wireless Way Oklahoma City, OK 73134	Telecommunications	0002698983	50.00
AirCom PCS, Inc. 1150 Connecticut Ave., NW, 4th Fl. Washington, DC 20036	Telecommunications	0001743673	100.00
Alaska Native Wireless, LLC 301 Arctic Slope Ave., Ste. 300 Anchorage, AK 99518	Telecommunications	0005847827	38.18
AMT Cellular, LLC 1150 Connecticut Avenue, N.W., 4th Washington, DC 20036	Telecommunications	0007085798	100.00
Arnage Wireless, L.L.C. 11400 SE 6th Street, Suite 100 Bellevue, WA 98004	Telecommunciations	0006864722	85.00
AT&T Wireless Acquisition I, Inc. 1150 Connecticut Avenue, N.W., 4th Washington, DC 20036	Telecommunications	0003799830	100.00
AT&T Wireless IDGAR, LLC 1150 Connecticut Avenue, N.W., 4th Washington, DC 20036	Telecommunications	0001565183	100.00
AT&T Wireless PCS Holding Company, LLC 1150 Connecticut Avenue, N.W., 4th Washington, DC 20036	Telecommunications	0001565324	100.00