FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control WT-03-240 DOCKET FILE COPY ORIGINAL	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 10/31/2003 at 09:35AM File Number: **0001488867**

1) Application Purpose **Assignment of Authorization**	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a *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? **Yes**
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): **0006279533**			
11) First Name (if individual) **David**	MI	Last Name **Michelman**	Suffix
12) Entity Name (if not an individual). **Michelman, David**			
13) Attention To:			
14) P O Box	And / Or	15) Street Address **1155 Baltimore Annapolis Blvd.**	
16) City **Arnold**		17) State **MD**	18) Zip Code **21012**
19) Telephone Number **(410)647-9612**		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):			
24) First Name (if individual).	MI:	Last Name.	Suffix.
25) Entity Name (if not an 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) The Assignee is a(n) **Limited Liability Corporation**			
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) TIN	
50) Attention To **Douglas Brandon**			
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.			

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

59) First Name **Russell**	MI. **H**	Last Name **Fox**	Suffix.
60) Company Name: **Mintz Levin Cohn Ferris Glovsky and Popeo, PC**			
61) P O Box	And / Or	62) Street Address **701 Pennsylvania Ave., NW, Suite 900**	
63) City. **Washington**		64) State **DC**	65) Zip Code: **20004**
66) Telephone Number **(202)434-7483**		67) FAX Number· **(202)434-7400**	
68) E-Mail Address **rfox@mintz.com**			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control	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.	Yes
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

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

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

Assignor/Transferor Certification Statements

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

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

79) Typed or Printed Name of Party Authorized to Sign

First Name **David**	MI	Last Name: **Michelman**	Suffix·

80) Title.

Signature· **David Michelman**	81) Date· **10/31/03**

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 accured 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: **Douglas**	MI: **I**	Last Name. **Brandon**	Suffix:
83) Title: **Vice President of Manager**			
Signature **Douglas I Brandon**		84) Date: **10/31/03**	

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) Assigment Indicator
WPUQ736	**CW**							

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

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

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

1) Partitioner/Disaggregator Call Sign. **WPUQ736**

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
21125	Schedule C # Attached	**52715**

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01860.00000	**01865.00000**
01940.00000	**01945.00000**

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

(No) Option 1	Disaggregator and Disaggregatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area
(Yes) Option 2	Disaggregator and Disaggregatee each certify that the Disaggregatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area
(No) Option 3	Disaggregator and Disaggregatee 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	10/20/03	Response to Question 77	01787888135109474321610 06.pdf
Other	10/21/03	Description of Transaction/Public Interest Statement	01787902935109474321610 06.pdf
Other	10/21/03	Attachment B Competitors Chart	01787903135109474321610 06.pdf

Exhibit 1
Application for Partial Assignment -- WPUQ736
File No. 0001488867
AT&T Wireless PCS, LLC

Description of the Transaction and Public Interest Statement

The attached is one of two applications (the "Applications") (the other has been assigned the file number 0001489449) that seeks the consent of the Federal Communications Commission ("FCC" or "Commission") to the full or partial assignment (as noted below), from David Michelman, Trustee ("Trustee"), to AT&T Wireless PCS, LLC ("AWP")[1/] of the authorizations (the "Spectrum") for personal communications service ("PCS") stations WPUQ736 (partial assignment), WPUQ737 (full assignment) and WPUQ738 (full assignment).

As discussed below, in 2001, AWP assigned licenses in a number of markets to the Trustee in order to ensure that AWP was in compliance with the Commission's then-effective spectrum aggregation rules. Today, AWP is proposing to "reacquire" only approximately one third of the spectrum previously placed in trust. Specifically, AWP originally assigned 10 megahertz of spectrum in each of 23 counties with a total population of 636,073 and 5 megahertz of spectrum in each of 25 counties with a total population of 855,886. By these Applications, AWP is requesting approval to reacquire only 10 megahertz in 1 rural county with a population of 52,715 and 5 megahertz of spectrum in each of 19 rural counties with a total population of 644,737.[2/] Therefore, if approved, AWP would only reacquire spectrum covering 37 percent of the population that was covered by the spectrum originally put into the Trust.[3/]

The Trustee has found a buyer for all of the remaining spectrum that AWP does not propose to reacquire. In addition, since the Trust was created, AWP has divested spectrum in certain markets covered by the Trust. In particular, at the time the Trust was created, AWP

owned an interest in ACC Acquisition LLC ("ACC Acquisition"),[4/] whose spectrum holdings caused AWP to exceed the spectrum aggregation limit in some of the markets that were subject to the divestiture. AWP no longer has an equity interest in ACC Acquisition. Thus, under both the Commission's previous spectrum aggregation limits and the method by which the FCC considers spectrum holdings for purposes of reviewing assignment applications today, ACC Acquisition's spectrum assets would not be counted as attributable to AWP. Similarly, in one of the five markets in which AWP now proposes to reacquire five megahertz of spectrum from the Trust (Tupelo-Corinth, MS), another AWS subsidiary (Tritel C/F Holding Corp.) has announced an agreement to sell a 30 megahertz license to RCC of Minnesota, Inc. An application for assignment of that 30 megahertz of spectrum is expected to be submitted to the FCC shortly. When that transaction closes, AWP's spectrum holdings in all 11 counties in that market would be 30 megahertz, considerably below the previous 55 megahertz spectrum cap. Therefore, even if the Commission's spectrum aggregation rules were still in place, AWP believes the requested assignment would be fully consistent with the public interest.

The spectrum associated with the Licenses (the "Spectrum") and the geographic areas covered by the Licenses are presented immediately below.

Call Sign	Block	BTA	Market Name	Counties Included	Spectrum Being Re-Acquired (MHz)
WPUQ736	A	98	Corbin, KY	Laurel	10 MHz (1860-1865/ 1940-1945)
WPUQ737	A	102	Dalton, GA	All (2)	5 MHz (1860-1862.5/ 1940-1942.5)
WPUQ737	A	384	Rome, GA	All (2)	5 MHz (1860-1862.5/ 1940-1942.5)
WPUQ738	B	315	Natchez, MS	All (4)	5 MHz (1880-1882.5/ 1960-1962.5)
WPUQ738	B	449	Tupelo-Corinth, MS	All (11)	5 MHz (1880-1882.5/ 1960-1962.5)

Background

On October 24, 2001, Telecorp PCS, Inc. ('Telecorp") and AWP submitted a series of applications seeking FCC approval of the assignment or transfer of control of certain licenses held by Telecorp and its affiliates to AWP to effectuate a merger between the two entities. Among those applications were several that requested permission for AWP to assign, in whole or in part, certain licenses held by AWP or its affiliates to the Trustee to resolve matters related to the FCC's former spectrum aggregation rules.[5/] On February 12, 2002, the Commission approved the formation of the trust that was contemplated by the trust agreement (the "Trust Agreement") between the Trustee and AWP (the "Trust").[6/] The Trustee and AT&T Wireless subsequently entered into the Trust Agreement through which the Licenses were transferred to

the Trust. The Trustee took control of the Licenses on April 11, 2002, creating an original deadline of October 8, 2002 for divesture. The Commission subsequently extended the deadline for divestiture several times.[7/] Although, as discussed below, the Trustee has identified a qualified purchaser for most of the AWP spectrum that had been assigned to him, despite his best efforts, he has been unable to divest the spectrum that is the subject to these Applications for any commercially reasonable price. In the meantime, the spectrum aggregation rules that precipitated the need to assign the spectrum to the Trustee in the first place have been sunset.[8/]

Public Interest Statement

In considering whether applications for assignment or transfer of control under Section 310(d) of the Communications Act of 1934, as amended ("the Act")[9/] are consistent with the public interest convenience and necessity, the Commission considers four overriding questions: "(1) whether the transaction would result in the violation of the Act or other applicable statutory provision; (2) whether the transaction would result in a violation of Commission rules; (3) whether the transaction would substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of that and other statutes; and (4) whether the transaction promises to yield affirmative public interest benefits."[10/] Moreover, the Commission has stated that when the underlying transaction will yield affirmative public interest benefits and will neither violate the Act or Commission rules, nor frustrate or undermine policies and enforcement of the Act by reducing competition or otherwise, there is no requirement for extensive review and expenditures of considerable resources by the Commission.[11/] The instant Applications meet these tests.[12/]

AWP's reacquisition of the Spectrum complies with all of the Commission's current rules and regulations and does not require any waivers. Although the Spectrum was initially assigned

to the Trustee in order to permit AWP to comply with the spectrum aggregation limit, the Commission chose to sunset the spectrum cap rule, effective January 1, 2003. In any event, as the chart below demonstrates, after closing, AWP would have no more than 60 megahertz of spectrum in any of five markets affected by this transaction, only slightly more than the former 55 megahertz spectrum cap. [13/] In one of the five markets (Tupelo-Corinth, MS), Tritel C/F Holding Corp, an affiliate of AWP, has agreed to assign a 30 megahertz license that currently is attributable to AWP to RCC of Minnesota, Inc., an unaffiliated third party. An application seeking FCC approval of that transaction is expected to be submitted shortly. Giving effect to that transaction, AWP would have an attributable interest in only 30 megahertz of spectrum in the eleven counties of Tupelo-Corinth, well *below* the former spectrum cap. In another market (Laurel county, Kentucky), AWP's reacquisition of 10 megahertz of spectrum from the Trust would give it an attributable interest in only 40 megahertz of spectrum, also well *below* the former spectrum aggregation limit.[14/]

Market Name	**BTA**	**Counties Included**	**AWP Spectrum Today**	**Spectrum Proposed to be Acquired**	**Total Spectrum Post Transaction**
Corbin, KY	98	Laurel	30 MHz	10 MHz	40 MHz
Dalton, GA	102	All	55 MHz	5 MHz	60 MHz
Rome, GA	384	All	55 MHz	5 MHz	60 MHz
Natchez, MS	315	All	55 MHz	5 MHz	60 MHz
Tupelo-Corinth, MS	449	All	55 (25) MHz [15/]	5 MHz	60 (30) MHz

Further, as noted above, the amount of spectrum AWP proposes to reacquire represents a only a small portion of the former AWP spectrum held by the Trustee. The Trustee has made diligent efforts over the past 18 months to sell the spectrum to third parties and he has been largely successful. In particular, as specified in Attachment A, the Trustee recently entered into

a Letter of Intent to sell much of the former AWP spectrum to Bluegrass Cellular ("Bluegrass"), and contracts for sale are currently being negotiated and are expected to be executed shortly. Applications will be submitted seeking Commission consent to the assignment thereafter. Accordingly, notwithstanding that the Trust would be unnecessary today in light of the Commission's elimination of the spectrum cap rule, the Trust has substantially achieved the purpose envisioned by the FCC at the time it was established – most of the spectrum will be divested to a third party unaffiliated with AWP.

In addition to being consistent with the FCC's current rules, the proposed transaction would not affect competition in any of the geographic areas covered by the Applications. As the chart in Attachment B confirms, there are numerous CMRS competitors in each BTA. The Applications propose that AWP reacquire only 5 megahertz in each affected market, except for Laurel, Kentucky, where AWP proposes to reacquire 10 megahertz. The purchase of such a minimal amount of additional spectrum by AWP would not give AWP any power to hamper competition by other wireless providers in the marketplace or to prevent the entrance of potential new competitors. In addition, as noted above, giving effect to the anticipated sale of spectrum in the Tupelo-Corinth market, the transaction would cause AWP to exceed the former spectrum cap limits by only five megahertz in three of the applicable BTAs, and in two others, AWP would be far below those limits.

The proposed transaction as a whole also promises to yield affirmative public interest benefits. AWP's reacquisition of the Spectrum would facilitate its continued provision of high quality digital services to subscribers, and would help ensure that the frequencies are used in an efficient and productive manner. AWP therefore believes that granting the Applications would be far preferable to requiring the Trustee to make continued and likely fruitless efforts to sell the

Spectrum. Nor would consumers benefit if the Commission were to cancel the licenses and allow the spectrum to lie fallow potentially for years. While the Trustee has used his best efforts, including retaining a broker, Daniels & Co., to arrange for the sale of all of the spectrum held by the Trust, no party, including Bluegrass, has expressed a serious interest in purchasing the two remaining licenses and one partial license. The modest amount of spectrum left after taking into account the expected transaction with Bluegrass, moreover, would make it even more difficult for the Trustee to find a buyer.

As the Commission is aware, the primary reasons for the Trustee's inability to sell the remainder of the spectrum is the decline in U.S. capital markets, the weakness in the telecommunications sector and the general unwillingness of investors to purchase wireless assets.[16/] Wall Street downgraded wireless stocks, which led to falling stock prices for wireless companies and has impaired their ability to acquire new interests.[17/] AWP's reacquisition of the Spectrum, therefore, would help ensure that it is used to bring innovative broadband PCS services to the public instead of remaining unused and wasted. AWP, accordingly, respectfully requests that the Commission find the transaction to be consistent with Section 310(d) and grant the Applications expeditiously.

Attachment A -- Disposition of Trust Assets

Original Call Sign/BTA	Trustee Call Sign	Total Spectrum	Number of Counties	Population	Disposition of Spectrum
KNLF221 Dalton, GA/BTA102 (all counties)	WPUQ737	5 MHz	2	120,031	AWP
KNLF221 Rome, GA/BTA 384 (all counties)	WPUQ737	5 MHz	2	128,692	AWP
KNLF256 Natchez, MS/ BTA 315 (all counties)	WPUQ738	5 MHz	4	72,775	AWP
KNLF256 Tupelo-Corinth, MS/BTA 449 (all counties)	WPUQ738	5 MHz	11	323,239	AWP
KNLF251 Louisville, KY/BTA 263 (10/27 counties)	WPUQ736	10 MHz	10	255,052	Bluegrass
KNLF251 Madisonville, KY/BTA 273 (all counties)	WPUQ736	5 MHz	1	46,519	Bluegrass
KNLF251 Owensboro, KY/BTA338 (1/5 counties)	WPUQ736	10 MHz	1	91,545	Bluegrass
KNLF251 Owensboro, KY/BTA338 (all counties)	WPUQ736	5 MHz	5	164,630	Bluegrass
KNLF251 Corbin, KY/BTA 098 (1/4 counties)	WPUQ736	10 MHz	1	52,715	AWP

KNLF251 Bowling Green-Glasgow, KY/BTA 052 (all counties)	WPUQ736	10 MHz	11	236,761	Bluegrass

ATTACHMENT B

SPECTRUM OVERLAPS - ESTIMATED COMPETITORS

At the request of the Wireless Telecommunications Bureau ("Bureau"), AWP is providing information on the cellular, broadband PCS, and SMR spectrum holdings of all entities in the markets covered by the Applications, compared with the spectrum proposed to be re-acquired by AWP pursuant to the Applications. Also, at the request of the Bureau regarding this request, AWP is providing the estimated number and identity of competitors that exist in the "overlap areas" to the extent that such information is readily available in the FCC's electronic databases. AWP emphasizes that because this information is non-proprietary to AWP and is in the public domain, it cannot certify as to the accuracy of this information, which is identified herein as "estimated."

1/ AWP is a wholly owned subsidiary of AT&T Wireless Services, Inc. ("AWS"). In most markets, while licenses are issued to AWP, service is provided by AWS or an affiliate. For convenience, all of AWP, AWS and their affiliates are referenced herein as "AWP" unless otherwise specified.

2/ AWP bases its definition of "rural" areas on the FCC's January 24, 1992 Public Notice (*Common Carrier Public Mobile Services Information; Cellular MSA/RSA Markets and Counties*, Report No. CL-92-40, DA 92-109, released January 24, 1992).

3/ AWP calculated the amount of spectrum it is requiring on a megahertz/population basis. That is, in calculating the population covering the amount of spectrum it assigned to the Trustee and/or proposed to reacquire, AWP doubled the population for each area where it assigned and/or plans to reacquire10 megahertz, rather than 5 megahertz, of spectrum. Considered another way, 350 megahertz of spectrum was assigned to the Trust (calculated as a product of the number of counties times the amount of spectrum assigned). 245 megahertz is being assigned by the Trustee to unrelated third party. Therefore, 70 percent of the spectrum held by the trust will be divested to an unrelated entity.

4/ ACC Acquisition was a two-member LLC consisting of AT&T Wireless Services JV Co. and Dobson JV Company, which was formed to acquire control of American Cellular Corporation and its various wholly-owned subsidiaries.

5/ The licenses that were transferred to the divestiture trust include: AT&T Wireless PCS, LLC Call Sign KNLF221 (File No. 0000634714); AT&T Wireless PCS, LLC Call Sign KNLF256 (File No. 0000634728); and AT&T Wireless PCS, LLC Call Sign KNLF251 (File No. 0000634722).

6/ *See Public Notice*, "Wireless Telecommunications Bureau and International Bureau Grant Consent for Transfer of Control or Assignment of Licenses from Telecorp, PCS, Inc. to AT&T Wireless Services, Inc.," DA 02-331, 17 FCC Rcd 2383 (2002)("*Telecorp Public Notice*").

7/ *See Wireless Telecommunications Bureau Grants Request of David Michelman, Trustee, to Extend Divestiture Trust*, Public Notice, DA 02-2575, released October 8, 2002; Letter from William W. Kunze, Chief, Commercial Wireless Division, Wireless Telecommunications Bureau, to Lee W. Shubert, dated April 10, 2003 (extending trust through July 7, 2003); Letter from Katherine M. Harris, Deputy Chief, Commercial Wireless Division, Wireless Telecommunications Bureau, to Shelley Sadowsky, dated July 31, 2003 (extending trust through October 5, 2003); and Letter from Katherine M. Harris, Deputy Chief, Commercial Wireless Division, Wireless Telecommunications Bureau, to Howard J. Braun, dated October 1, 2003 (extending trust through January 3, 2004).

8/ *2000 Biennial Regulatory Review: Spectrum Aggregation Limits for Commercial Mobile Radio Services*, WT Docket No. 01-14, *Report and Order*, 16 FCC Rcd 22668, 22669 ¶ 1 (2000) (indicating that the spectrum cap rules sunset on January 1, 2003).

9/ Section 310(d) provides that "no construction permit, or station license, or any rights thereunder, shall be transferred, assigned, or disposed of in any manner . . . to any person except upon application to the Commission and upon finding by the Commission that the public interest, convenience, and necessity will be served thereby." 47 U.S.C. § 310(d).

10/ *Application of SBC Communications and BellSouth Corp.*, 15 FCC Rcd 25459, 25463-64 (2000) (citation omitted) ("SBC-BellSouth Order"); *Applications of Ameritech Corp. and SBC Communications Inc.*, 14 FCC Rcd 14712, 14737-38 (1999) ("Ameritech-SBC Order"); *see also Application of WorldCom, Inc. and MCI Communications Corp* , 13 FCC Rcd 18025, 18030-32 (1998); *Merger of MCI Communications Corporation and British Telecommunications plc*, 12 FCC Rcd 15351, 15367-68 (1997).

11/ *See Applications of Tele-Communications, Inc. and AT&T Corp* , 14 FCC Rcd 3160, 3170 (1999); *Ameritech-SBC Order*, 14 FCC Rcd 14740-41.

12/ The Commission has emphasized that a detailed showing of benefits is not required for transactions where there are no anti-competitive effects. The Commission stated in *Applications of*

Southern New England Telecomm. Corp. and SBC Communications Inc., 13 FCC 21292, 21315 (1998) ("SNET SBC Order"), that, in the absence of anti-competitive effects, a detailed showing of benefits is not necessary in seeking approval of a merger. Similarly, as the Commission stated in its approval of the SBC/Telesis merger, where it found that the merger would not reduce competition and that SBC possessed the requisite qualifications to control the licenses in question, "[a] demonstration that benefits will arise from the transfer is not . . . a prerequisite to our approval, provided that no foreseeable adverse consequences will result from the transfer." *Application of Pacific Telesis Group and SBC Communications Inc.*, 12 FCC Rcd 2624, 2626-27 (1997); *see also Comcast Cellular Holdings, Inc. and SBC Communications Inc.*, 14 FCC Rcd 10604, 10608-09 (1999).

13/ Reacquisition of the spectrum licensed to the Trustee would be consistent with the Commission's past decisions, allowing AWP to acquire more spectrum in a market than would have been permitted under the Commission's former spectrum aggregation limits. *See also* FCC Universal Licensing System File No. 0001146802 and *Wireless Telecommunications Bureau Grants Consent For The Assignment Of Licenses To AT&T Wireless Services, Inc., Cingular Wireless LLC, Meriwether Communications LLC, And Skagit Wireless, LLC,* WT Docket No. 03-46, DA 03-1641, Released May 14, 2003.

14/ Based on a Letter of Intent between AWP and Bluegrass, AWP expects to seek FCC consent to assign 10 MHz to Bluegrass in Laurel county. Accordingly, giving effect the instant transaction, and the anticipated transaction with Bluegrass, AWP will have an attributable interest in 30 MHz of spectrum in Laurel county.

15/ The figures in parentheses take into account the announced transaction pursuant to which Tritel C/F Holding Corp., AWP's affiliate, would assign 30 megahertz of spectrum to [RCC of Minnesota, Inc.], an unrelated third party, in Tupelo-Corinth.

16/ *See, e.g.,* Scott Moris, "Worldcom's False Profits," *The Street.com* (August 12, 2002) (describing the fall of the telecommunications sector), *available at* http://www.thestreet.com; Scott Moris, "**Telecom Players Seeing Little Upside in Optical**," *The Street.com* (August 15, 2002) (reporting that investors no longer want to invest in "phone companies locked in a downward debt spiral with their creditors"), *available at* http://www.thestreet.com; "Telecoms Tumble in Market Stumble," *TR Daily* (September 3, 2002) (reporting severe share price loss in the telecommunication sector), *available at* http://www.tr.com.

17/ "Wireless Wreck on Wall Street," *RCR Wireless News*, June 17, 2002 at 1 (reporting record low stock prices for wireless companies and noting that a number of investment firms cut their investor recommendations on several wireless companies).

GEORGIA

Murray and Whitfield Counties (12)

ACI 900, Inc.
AllTel Communications, Inc.
Banana Communications, LLC;
Cellco Partnership dba Verizon Wireless
Cingular Interactive
Georgia RSA No. 1 Limited Partnership
Neoworld License Holdings, Inc.
Nextel (licensed under various subsidiary and affiliate names)
Powertel Atlanta Licenses, Inc.
SGI Communications
Southern Communications Services;
Sprintcom, Inc.

Floyd and Polk Counties (10)

ACI 900, Inc.
Cingular Interactive
Corr Wireless Communications, LLC
Georgia RSA No. 3 Limited Partnership
Nextel (licensed under various subsidiary and affiliate names)
Powertel Atlanta Licenses, Inc.
SGI Communications
Southern Communications Services
SPRINTCOM, INC.
Verizon Wireless

KENTUCKY

Laurel County (8)

ACI 900, Inc.
ACC Kentucky
Cellular Phone of Kentucky, Inc.
Cingular Interactive
Nextel (licensed under various subsidiaries and affiliates)
Northstar Technology, LLC
Powertel Kentucky Licenses
Radio Dispatch Network
Wirelessco

MISSISSIPPI

Alcorn, Itawamba, Lee, Pontotoc, Prentiss, Tippah, Tishomingo and Union Counties (12)

ACI 900, Inc.
Advanced Communications Solutions
BellSouth Mobility LLC

Cellular South Licenses, Inc.
Century Cellunet of Miss.
Cingular Interactive L.P.
Louisiana Unwired, LLC
Nextel (licensed under various subsidiaries and affiliates)
Powertel Memphis Licenses, Inc.

Southern Communications Services
Southern Company
Sprintcom, Inc.

Calhoun, Chickasaw and Monroe Counties (12)

ACI 900, Inc.
Advanced Communications Solutions

BellSouth Mobility LLC

Cellular South Licenses, Inc.
Cingular Interactive L.P.
Louisiana Unwired, LLC
Nextel (licensed under various subsidiaries and affiliates)

Powertel Memphis Licenses, Inc.
RCC Holdings Inc.

Southern Communications Services
Southern Company
Sprintcom, Inc.

MISSISSIPPI

Adams and Franklin Counties (12)

ACI 900, Inc.
Advanced Communications Solutions
BellSouth Mobility LLC
Cellular South Licenses, Inc.

Centennial Southeast License Company LLC
Cingular Interactive L.P.
Louisiana Unwired, LLC
Motient Communications
Nextel (licensed under various subsidiaries and affiliates)
Powertel Memphis Licenses, Inc.
Southern Communications Services dba Southern LINC
Sprintcom, Inc.

Concordia County (12)

ACI 900, Inc.
Advanced Communications Solutions
BellSouth Mobility LLC
Centennial Southeast License Company LLC dba Centennial Communications
CenturyTel Wireless of North Louisiana, LLC d/b/a ALLTEL
Cingular Interactive L.P.
Louisiana Unwired, LLC

Motient Communications
Nextel (licensed under various subsidiaries and affiliates)
Powertel Memphis Licenses, Inc.
Southern Communications Services dba Southern LINC
Sprintcom, Inc.

Jefferson County (13)

ACI 900, Inc.

Advanced Communications Solutions

BellSouth Mobility LLC

BellSouth Personal Communications, LLC

Cellular South Licenses, Inc.

Centennial Southeast License Company LLC

Cingular Interactive L.P.

Louisiana Unwired, LLC

Motient Communications

Nextel (licensed under various subsidiaries and affiliates)

Powertel Memphis Licenses, Inc.

Southern Communications Services dba Southern LINC

Sprintcom, Inc.

From April to September 2002, a series of cases was filed in federal courts around the country alleging that the major wireless carriers market handsets and wireless service through tying arrangements, and that each monopolized the market for sales of handsets to its own subscribers. These cases include *Beeler v. AT&T Cellular Services, Inc.* (Case No. 02C 6975) (N.D. Ill., Eastern Division); *Truong v. AT&T Wireless PCS, LLC, et al.* (Case No. C 02 4580) (N.D. Cal.); *Millen v. AT&T Wireless PCS, LLC, et al.* (Case No. 02-11689) (D. Mass.); *Wireless Consumers Alliance, Inc v. AT&T Cellular Services, Inc., et al.* (Case No. 02 CV 2637) (S.D.N.Y.); and *Morales v. AT&T Wireless PCS, LLC, et al.* (Case No. L-02-CV120) (S.D. Tex.). Those cases were consolidated in a multi-district-litigation procedure, and are now pending in the United States District Court for the Southern District of New York. The plaintiffs have since filed a Consolidated Amended Class Action Complaint.

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.

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