

WT 04-70

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 03/30/2004 at 01:00PM File Number: 0001681257
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1) Application Purpose Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC	File Number
2b) File numbers of related pending applications currently on file with the FCC	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? Yes
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? No
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 Yes
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 1
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? Yes

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) 0005412259			
11) First Name (if individual)	MI	Last Name	Suffix
12) Entity Name (if not an individual) MUSKEGON CELLULAR PARTNERSHIP			
13) Attention To REGULATORY			
14) P O Box	And / Or	15) Street Address ONE VERIZON PLACE MC GA3B1REG	
16) City ALPHARETTA	17) State GA	18) Zip Code 30004-8511	
19) Telephone Number (678)339-4271	20) FAX Number (678)339-8552		
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) 0004122032					
24) First Name (if individual)	MI	Last Name		Suffix	
25) Entity Name (if not an individual) AT&T WIRELESS SERVICES INC					
26) P O Box	And / Or	27) Street Address 1150 CONNECTICUT AVE NW 4TH FLOOR			
28) City WASHINGTON	29) State DC	30) Zip Code 20036			
31) Telephone Number (202)223-9222			32) FAX Number (202)223-9095		
33) E-Mail Address					

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

34) First Name DAVID	MI C	Last Name JATLOW		Suffix	
35) Company Name AT&T WIRELESS SERVICES INC					
36) P O Box	And / Or	37) Street Address 1150 CONNECTICUT AVE NW 4TH FLOOR			
38) City WASHINGTON	39) State DC	40) Zip Code 20036			
41) Telephone Number (202)416-6540			42) FAX Number (202)223-9095		
43) E-Mail Address david.jatlow@attws.com					

Assignee/Transferee Information

44) The Assignee is a(n) Corporation					
45) FCC Registration Number (FRN) 0005823844					
46) First Name (if individual)	MI	Last Name		Suffix	
47) Entity Name (if other than individual) CINGULAR WIRELESS CORPORATION					
48) Name of Real Party in Interest					49) TIN
50) Attention To KELLYE E ABERNATHY					
51) P O Box	And / Or	52) Street Address 17330 PRESTON ROAD SUITE 100A			
53) City DALLAS	54) State TX	55) Zip Code 75252			
56) Telephone Number (972)733-2092			57) FAX Number (972)733-8141		
58) E-Mail Address					

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

59) First Name DAVID	MI G	Last Name RICHARDS		Suffix	
60) Company Name CINGULAR WIRELESS LLC					
61) P O Box	And / Or	62) Street Address 5565 GLENRIDGE CONNECTOR SUITE 1700			
63) City ATLANTA	64) State GA	65) Zip Code 30342			
66) Telephone Number (404)236-5543			67) FAX Number (404)236-5575		
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	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 <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			
Signature	DOUGLAS I BRANDON		81) Date 03/30/04

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 BRIAN	MI F	Last Name FONTES	Suffix
83) Title DULY AUTHORIZED REPRESENTATIVE			
Signature BRIAN F FONTES		84) Date 03/30/04	
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
WLW322	CF						Yes	
WML692	CF						Yes	
KNKA552	CL						Yes	

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

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

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

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

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

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

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

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

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

For Assignees Claiming Eligibility as a Publicly Traded Corporation

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

For Assignees Claiming Eligibility Using a Control Group Structure

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

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

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

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

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

For Assignees Claiming Eligibility as a Rural Telephone Company

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

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

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

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

Certification Statement for Transferees

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

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 Type	Date	Description	Contents
Other	03/30/04	OTHER ATTACHMENT	0179206610123415443508214.pdf
Waiver	03/30/04	WAIVER ATTACHMENT	0179206620123415443508214.pdf

Attachment List

**EXHIBIT 1
DESCRIPTION OF TRANSACTION AND
PUBLIC INTEREST STATEMENT**

Lead Application Information

This application is one of a series of applications being filed in connection with the proposed transfer of control of AT&T Wireless Services, Inc. ("AWS") and its subsidiaries, along with its interests in affiliates and other entities in which AWS holds substantial interests, to Cingular Wireless Corporation ("Cingular"). The parties have designated the application being filed concurrently for the transfer of control of AT&T Wireless PCS, LLC to Cingular as the lead application for the transaction (ULS File No. 0001656065). All exhibits relevant to the transaction, including a waiver request where warranted, are contained in the lead application and are incorporated herein by reference.

ORIGINAL

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March 29, 2004

RECEIVED

MAR 29 2004

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: *Muskegon Cellular Partnership
Application for Pro Forma Transfer of Control and Request for Waiver of
Electronic Filing Requirements*

Dear Ms. Dortch:

Attached is an application on FCC Form 603, in paper form, proposing the *pro forma* transfer of control of the above-referenced licensee and its associated FCC licenses from AT&T Wireless Services, Inc. ("AWS") to Cingular Wireless Corporation ("Cingular"). Although the applicants realize that applications of this kind are normally filed electronically via ULS, for the reasons set forth in the attached, the applicants respectfully request a waiver of the FCC's electronic filing requirements in order to file the attached application in paper form.

Kindly provide the undersigned with an FCC file number for the attached application as soon as possible so we may complete the FCC application fee payment process. Note that consistent with FCC rules, no separate fee is due for the requested waiver owing to the wireless radio services involved.

Please contact the undersigned with any questions regarding this filing.

Respectfully submitted,
WILKINSON BARKER KNAUER, LLP



By: Brian W. Higgins

Attachments

EXHIBIT 2
EXPLANATION OF PAPER FILING AND REQUEST FOR WAIVER

The parties hereby request a waiver of the Commission's electronic filing requirements, 47 C.F.R. § 1.913(b). There is good cause for the requested waiver, and it would not frustrate the purpose of the underlying rule.

As explained in Exhibit 1, the instant application is one of a group of applications filed in connection with the proposed transfer of control of AT&T Wireless Service, Inc. ("AWS") and its subsidiaries, along with its interests in affiliates and other entities in which AWS holds various interests, to Cingular Wireless Corporation ("Cingular"). The purpose of the instant application is to obtain FCC consent for AWS to transfer certain minority, general partnership interests, to Cingular. Because AWS does not control the subject licensee, however, it is unable to initiate an electronic filing in the FCC's Universal Licensing System ("ULS"). Accordingly, the parties request a waiver of the Commission's electronic filing requirements with respect to this application.