

W7 04-254

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 06/16/2004 at 04:58PM File Number: 0001771442
DOCKET FILE COPY ORIGINAL		

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 <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation? 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? 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? 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): 0004249702			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Pacific Telesis Mobile Services, LLC			
13) Attention To: Kellye Abernathy			
14) P.O. Box:	And / Or	15) Street Address: 17330 Preston Road, Suite 100A	
16) City: Dallas	17) State: TX	18) Zip Code: 75252	
19) Telephone Number: (972)733-2092		20) FAX Number: (972)733-8141	
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): Corporation			
45) FCC Registration Number (FRN): 0001567783			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): VoiceStream PCS II License Corporation			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Dan Menser			
51) P.O. Box:	And / Or	52) Street Address: 12920 SE 38th Street	
53) City: Bellevue	54) State: WA	55) Zip Code: 98006	
56) Telephone Number: (425)378-4000		57) FAX Number: (425)378-4040	
58) E-Mail Address: dan.menser@t-mobile.com			

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

59) First Name: Doane	MI: F	Last Name: Kiechel	Suffix:
60) Company Name: Morrison & Foerster LLP			
61) P.O. Box:	And / Or	62) Street Address: 2000 Pennsylvania Avenue, NW, Suite 5500	
63) City: Washington	64) State: DC	65) Zip Code: 20006	
66) Telephone Number: (202)887-8726		67) FAX Number: (202)887-0763	
68) E-Mail Address: dkiechel@mofo.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.	Yes

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: Carol	MI: L	Last Name: Tacker	Suffix:
80) Title: VP-Asst. Gen. Counsel & Corp. Secretary			
Signature: Carol L Tacker		81) Date: 06/16/04	

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: Dan	MI:	Last Name: Menser	Suffix:
83) Title: Senior Corporate Counsel			
Signature: Dan Menser		84) Date: 06/16/04	
<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

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
KNLF205	CW							
KNLF209	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
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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.
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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.
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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.
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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.
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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: **KNLF205**

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
BTA245	Schedule C # Attached:	1568418

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01875.00000	01880.00000
01955.00000	01960.00000

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: **KNLF209**

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
BTA389	Schedule C # Attached:	2001001

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01880.00000	01885.00000
01960.00000	01965.00000

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: **KNLF209**

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
Alameda,CA	Schedule C # Attached:	1443741

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01880.00000	01885.00000
01960.00000	01965.00000

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: KNLF209
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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
Contra Costa,CA	Schedule C # Attached:	948816

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01880.00000	01885.00000
01960.00000	01965.00000

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: KNLF209
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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
Lake,CA	Schedule C # Attached:	58309

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01880.00000	01885.00000
01960.00000	01965.00000

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: **KNLF209**

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
Marin, CA	Schedule C # Attached:	247289

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01880.00000	01885.00000
01960.00000	01965.00000

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 Disagregatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disagregatee each certify that the Disagregatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 3	Disaggregator and Disagregatee 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: **KNLF209**

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
Mendocino,CA	Schedule C # Attached:	86265

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01880.00000	01885.00000
01960.00000	01965.00000

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 Disagregatee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disagregatee each certify that the Disagregatee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 3	Disaggregator and Disagregatee 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: **KNLF209**

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
Napa,CA	Schedule C # Attached:	124279

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01880.00000	01885.00000
01960.00000	01965.00000

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 Disaggratee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggratee each certify that the Disaggratee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 3	Disaggregator and Disaggratee 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: **KNLF209**

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
San Benito,CA	Schedule C # Attached:	53234

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01880.00000	01885.00000
01960.00000	01965.00000

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: KNLF209

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
San Francisco, CA	Schedule C # Attached:	776733

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01880.00000	01885.00000
01960.00000	01965.00000

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

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1) Partitioner/Disaggregator Call Sign: **KNLF209**

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
San Mateo,CA	Schedule C # Attached:	707161

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01880.00000	01885.00000
01960.00000	01965.00000

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 Disaggratee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggratee each certify that the Disaggratee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 3	Disaggregator and Disaggratee 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: **KNLF209**

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
Santa Clara,CA	Schedule C # Attached:	1682585

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01880.00000	01885.00000
01960.00000	01965.00000

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: **KNLF209**

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
Santa Cruz,CA	Schedule C # Attached:	255602

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01880.00000	01885.00000
01960.00000	01965.00000

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 Disaggratee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggratee each certify that the Disaggratee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 3	Disaggregator and Disaggratee 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: **KNLF209**

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
Solano,CA	Schedule C # Attached:	394542

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01880.00000	01885.00000
01960.00000	01965.00000

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 Disaggratee each certify that the Disaggregator will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 2	Disaggregator and Disaggratee each certify that the Disaggratee will maintain responsibility for meeting the applicable coverage requirements for the entire license area.
(No) Option 3	Disaggregator and Disaggratee 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: **KNLF209**

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
Sonoma,CA	Schedule C # Attached:	458614

5) Spectrum Disaggregated (in MHz)

Spectrum Disaggregated	
Lower Frequency	Upper Frequency
01880.00000	01885.00000
01960.00000	01965.00000

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	06/16/04	Description of Transaction and Public Interest Statement	0179399973621977207605250.pdf

DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST STATEMENT

VoiceStream PCS II License Corporation ("VoiceStream PCS") and Pacific Telesis Mobile Services, LLC ("PacTel") (collectively, the "Applicants") submit this application ("Application") seeking Federal Communications Commission ("FCC" or "Commission") consent to the assignment to VoiceStream PCS of 10 MHz broadband personal communications service ("PCS") licenses for three Basic Trading Areas ("BTAs") in California, as follows: (i) a partitioned and disaggregated portion of PacTel's 20 MHz B block broadband PCS license for the San Francisco-San Jose-Oakland ("San Francisco") Major Trading Area ("MTA"), Call Sign KNLF209, consisting of 10 MHz (at 1880-85 and 1960-65 MHz) in the San Francisco BTA (BTA404);¹ (ii) a partitioned and disaggregated portion of PacTel's 20 MHz B block broadband PCS license for the San Francisco MTA, Call Sign KNLF209, consisting of 10 MHz (at 1880-85 and 1960-65 MHz) in the Sacramento, CA BTA (BTA 389); and (iii) a partitioned and disaggregated portion of PacTel's 20 MHz B block broadband PCS license for the Los Angeles-San Diego ("Los Angeles") MTA, Call Sign KNLF205, consisting of 10 MHz (at 1875-80 and 1955-60 MHz) in the Las Vegas, NV BTA (BTA 245) (such partitioned and disaggregated portions, collectively, the "PacTel Licenses"). As discussed below, consummation of the proposed license assignments (for three separate licenses pursuant to a single assignment application) is conditioned upon Commission approval and consummation of the proposed merger between Cingular Wireless Corporation (individually or together with its affiliates, "Cingular") and AT&T Wireless Services, Inc. ("AWS") (the "Cingular-AWS Merger").²

I. THE APPLICANTS

VoiceStream PCS, the proposed assignee, is a Delaware corporation and an indirect, wholly owned subsidiary of T-Mobile USA, Inc. (individually or together with its affiliates, "T-Mobile"). T-Mobile is a Delaware corporation and an indirect, wholly owned subsidiary of Deutsche Telekom AG, a corporation organized under the laws of the Federal Republic of Germany ("DT"). Through its subsidiaries and affiliates, T-Mobile constructs and operates broadband PCS systems throughout the United States.

As one of six nationwide wireless carriers, T-Mobile operates a fully digital GSM network, offering service in the 1900 MHz band to 46 of the top 50 U.S. markets. T-Mobile serves 225 million pops through its facilities-based networks,³ as well as an additional 29 million

¹ Due to technical issue with the FCC's Universal Licensing System, the foregoing Form 603 includes a separate Schedule B entry for each of the 13 counties comprising BTA404.

² See FCC Public Notice, *AT&T Wireless Services, Inc. and Cingular Wireless Corporation Seek FCC Consent to Transfer Control of Licenses and Authorizations*, DA 04-932 (Apr. 2, 2004).

³ This figure includes 55 million pops in the markets served through the network infrastructure sharing joint venture with Cingular.

pops through roaming arrangements. In all, T-Mobile's service reaches a total of 254 million pops.

PacTel, the proposed assignor, is a Delaware limited liability company and an indirect, wholly owned subsidiary of Cingular. Through various subsidiaries and affiliates, Cingular constructs, operates, and holds interests in numerous wireless telecommunications systems throughout much of the United States.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to an FCC License Purchase Agreement, dated as of May 24, 2004, T-Mobile will purchase the PacTel Licenses for \$180 million, subject to prior Commission approval of the Application. The transaction also is subject to other closing conditions, including those related to the consummation of the Cingular-AWS Merger. Under this agreement, T-Mobile also has a future option to purchase 10 MHz of spectrum in the Los Angeles and San Diego, CA BTAs from PacTel.

The FCC License Purchase Agreement is part of a larger transaction that will allow T-Mobile and Cingular to unwind their network infrastructure sharing joint venture ("Joint Venture") and operate separate networks. Consummation of the unwind transaction is conditioned upon consummation of the proposed Cingular-AWS Merger, as well as applicable Hart-Scott-Rodino clearance and certain FCC approvals as described below.

Under the existing network sharing arrangement, T-Mobile and Cingular jointly own and control PCS networks in the Los Angeles and San Francisco MTAs, as well as the New York, NY BTA. Following consummation of the Cingular-AWS Merger, several interrelated transactions will occur as part of the transaction to unwind the Joint Venture:

- Pursuant to an Interest Purchase Agreement, T-Mobile will acquire Cingular's interest in the Joint Venture for a net purchase price of \$2.3 billion,⁴ thereby gaining 100 percent ownership of the Joint Venture networks in the Los Angeles and San Francisco MTAs and the New York, NY BTA (the "Joint Venture Networks");
- Pursuant to a Long Term *De Facto* Transfer Lease Agreement, Cingular and T-Mobile have entered into a long-term (up to four year) spectrum leasing arrangement in the Los Angeles and San Francisco MTAs, as well as the New York, NY BTA. This arrangement, which has been submitted for Commission approval,⁵ will facilitate an orderly transition of Cingular's customers off the Joint Venture Networks and will ensure efficient use of the Joint Venture Networks by T-Mobile's growing customer

⁴ The nominal purchase price of \$2.5 billion will be offset by \$200 million related to the unwinding of the Joint Venture, resulting in a net purchase price of \$2.3 billion.

⁵ See FCC File Nos. 0001757186 and 0001757204 (filed June 1, 2004).

base. The amount of spectrum subject to the lease will be reduced (1) when T-Mobile completes its acquisition of the PacTel Licenses (which is planned to occur at or near the time of consummation of the Interest Purchase Agreement) and other licenses which T-Mobile may acquire from Cingular in the future, and (2) when Cingular exchanges certain spectrum with T-Mobile pursuant to a separate agreement (described below) and subject to FCC approval.

- Pursuant to a Wholesale Agreement, T-Mobile will use its own licensed spectrum and the spectrum to be leased from Cingular to provide voice and data services to Cingular in the Los Angeles and San Francisco MTAs and the New York, NY BTA. By this means, Cingular will provide services to its customers in these markets until it transitions these customers from the Joint Venture Networks to the networks Cingular will acquire through the proposed Cingular-AWS Merger.
- Pursuant to the FCC License Purchase Agreement referenced above, the PacTel Licenses will be assigned to VoiceStream PCS as proposed herein;
- Following consummation of the Interest Purchase Agreement and subject to Commission approval, Cingular and T-Mobile will exchange certain additional spectrum licenses pursuant to the terms of an Exchange Agreement to be signed by them.

III. PUBLIC INTEREST STATEMENT

Section 310(d) of the Communications Act of 1934, as amended (“the Act”), requires that the Commission determine whether the transaction presented herein is consistent with the public interest, convenience and necessity.⁶ To make that assessment, the Commission generally considers four factors: “(1) whether the transaction would result in the violation of the Act or any 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.”⁷ As part of its public interest analysis, the Commission reviews whether the

⁶ Section 310(d) provides that “no construction permit, or station license, or any rights thereunder, shall be transferred, assigned, or disposed of in any matter . . . 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).

⁷ *Applications of SBC Communications Inc. and BellSouth Corp.*, 15 FCC Rcd 25459, 25463-64 (WTB/IB 2000) (citation omitted); *Applications of Ameritech Corp. and SBC Communications Inc.*, 14 FCC Rcd 14712, 14737-38 (1999) (“*Ameritech-SBC Order*”); see also *EchoStar Communications Corp., (a Nevada Corp.), Gen. Motors Corp., and Hughes Electronics Corp. (Delaware Corp.) (Transferors) and EchoStar Communications Corp. (a Delaware Corp.) (Transferee)*, 17 FCC Rcd 20559, 20574 (2002); *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).

transaction will have anti-competitive effects and, if so, whether there are overriding public interest benefits that would support a grant.

The Commission has determined that transfer and assignment applications which demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate the Act or Commission's rules nor frustrate or undermine policies and enforcement of the Act, do not require extensive review and expenditures of considerable resources by the Commission.⁸ The instant application meets this standard.⁹

The proposed transaction serves the public interest. Specifically, the transaction fully complies with all FCC rules, requires no waivers, and will not frustrate or impair the objectives, or the Commission's implementation, of the Communications Act of 1934, as amended (the "Act"), or other statutes.¹⁰ The PacTel Licenses are freely assignable,¹¹ and all FCC construction requirements associated with the underlying licenses have been satisfied.¹² The transaction creates no unresolved overlaps in ownership interests in any wireless markets and raises no competitive concerns.

T-Mobile is financially qualified to acquire the PacTel Licenses and operate the associated networks. It has adequate resources to undertake and consummate the transaction. T-Mobile is led by a management team that has decades of collective experience in the telecommunications industry and that manages many other telecommunications licenses in the United States.

⁸ See *Applications of Tele-Communications, Inc. and AT&T Corp.*, 14 FCC Rcd 3160, 3170 (1999); *Ameritech-SBC Order*, 14 FCC Rcd at 14740-41.

⁹ 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 Rcd 21292, 21315 (1998), 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/Pacific 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." *Applications 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 (WTB 1999).

¹⁰ See *Consent to the Transfer of Control of Licenses and Section 214 Authorization from Tele-Communications, Inc. to AT&T Corp.*, 14 FCC Rcd 3160, 3170 (1999); *Ameritech-SBC Order*, 14 FCC Rcd at 14740-41.

¹¹ 47 C.F.R. § 24.714(a).

¹² Both the 5- and 10-year construction benchmarks have already been satisfied for Stations KNLF205 and KNLF209 and no further construction obligations are applicable. See ULS File Nos. 0000124522 and 0000123444 (Station KNLF205); ULS File Nos. 0000123418 and 0001419680 (Station KNLF209). Accordingly, in connection with the partitioning and disaggregation contemplated herein, the parties have chosen Option 2 in response to Question 6 and Option 1 in response to Question 7 in the Schedule Bs to represent these circumstances.

The proposed transaction will enhance competition in the markets. Both Cingular and T-Mobile will continue to provide facilities-based service in these markets upon consummation.¹³ Indeed, following consummation of this transaction, numerous facilities-based competitors will remain in the markets.¹⁴ These competitors include well-established national and regional operators whose presence will ensure a high degree of competition.¹⁵

The Joint Venture has allowed T-Mobile to enter the California and Nevada markets as a facilities-based provider, thereby enhancing its ability to compete against other national wireless carriers that control larger spectrum holdings and network assets. In a short period of time, T-Mobile has built a customer base of nearly 1.7 million customers in these markets.¹⁶ T-Mobile's acquisition of additional spectrum in the San Francisco, Sacramento and Las Vegas BTAs will allow it to further enhance its ability to compete and to serve its growing customer base in California and Nevada. Moreover, the added efficiencies associated with supplementing T-Mobile's national footprint through the proposed license assignments will promote competition and allow T-Mobile to continue offering competitively priced, innovative, high-quality services on a national basis.¹⁷

IV. FOREIGN OWNERSHIP OF ASSIGNEE

Under Section 310(b)(4) of the Act, the Commission must determine whether the public interest would be served by allowing a common carrier licensee to have indirect foreign ownership that exceeds 25 percent.¹⁸ Through T-Mobile, foreign entities and persons indirectly hold 100 percent of the attributable ownership interest in VoiceStream PCS. On April 27, 2001, the Commission issued an order granting the applications of T-Mobile (then named VoiceStream Wireless Corporation ("VWC")) for authority to transfer control of its licensee subsidiaries to a

¹³ Cingular's subscribers will not be transferred to T-Mobile and instead will be transitioned to the AWS network to be acquired by Cingular.

¹⁴ See chart *infra*.

¹⁵ See *id.*; see *Applications of Northcoast Communications, LLC and Cellco Partnership d/b/a Verizon Wireless*, 18 FCC Rcd 6490, 6493-94 (WTB 2003) (finding that, with six competitors operating in an area, a transaction will result in no harm to rates and/or service); FCC Public Notice, *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*, 18 FCC Rcd 9975 (WTB 2003) (approving transaction that resulted in the elimination of an actual competitor where five actual competitors remained in the market).

¹⁶ T-Mobile expects that 20 percent of all its new customers will come from these markets.

¹⁷ See *VoiceStream Wireless Corporation, Powertel, Inc., Transferors, and Deutsche Telekom AG, Transferee, to Transfer Control of Licenses and Authorizations*, 16 FCC Rcd 9779, 9844-45 (2001) ("*VoiceStream-DT Order*"); *Southern New England Telecommunications Corp.*, 13 FCC Rcd 21292, 21314-15 (1998); *SBC Inc.*, 14 FCC Rcd 10604 (WTB, 1999); *Vanguard Cellular Systems, Inc.*, 14 FCC Rcd 3844, 3853 (WTB, 1999); *360 Communications Co.*, 14 FCC Rcd 2005, 2025-26 (WTB, 1998); *Bell Atlantic Mobile Systems, Inc.*, 10 FCC Rcd 13368, 13384-85 (WTB, 1995), *aff'd*, 12 FCC Rcd 22280 (1997).

¹⁸ See 47 U.S.C. § 310(b)(4).

wholly owned U.S. subsidiary of DT to effect a merger between VWC and DT.¹⁹ The Commission found that DT's indirect investment in VWC and its licensee subsidiaries in excess of the 25 percent benchmark set forth in Section 310(b)(4) is consistent with the public interest.²⁰ Specifically, the Commission authorized up to 100 percent indirect foreign investment in T-Mobile and certain licensee subsidiaries, including VoiceStream PCS, by DT and its German shareholders, and by the German government through its investment in DT (up to and including 43 percent).²¹ The Commission subsequently approved 100 percent indirect foreign investment in several other T-Mobile licensee subsidiaries.²² Because the Commission previously approved the ownership structure of VoiceStream PCS, the assignment of additional licenses to VoiceStream PCS is in the public interest.

V. COMPLIANCE WITH DOJ/FBI AGREEMENT

VoiceStream PCS requests that the FCC condition the grant of the approval of the proposed license assignments on compliance with the provisions of the January 12, 2001, Agreement with the Department of Justice ("DOJ") and the Federal Bureau of Investigation ("FBI") ("DOJ/FBI Agreement")²³ upon which approval of the merger between T-Mobile and DT was based.²⁴ The requirements of the DOJ/FBI Agreement are binding on DT and DT's subsidiaries, including T-Mobile and VoiceStream PCS. Section 7.2 of the DOJ/FBI Agreement provides:

¹⁹ See *VoiceStream-DT Order*. The transfer of control of T-Mobile to DT was consummated on May 31, 2001.

²⁰ See *id.* at 9845. Since the consummation of the transfer of control of T-Mobile to DT on May 31, 2001, there has been no increase in the Federal Republic of Germany's ownership interest in DT or, indirectly, in T-Mobile. DT continues to hold 100 percent of the ownership interests in T-Mobile (through DT's wholly owned subsidiary, T-Mobile International Holding GmbH, which in turn holds all of the interests in T-Mobile International AG & Co. KG, which in turn holds all of the interests in T-Mobile Global Holding GmbH, which in turn holds all of the interests in T-Mobile) and, indirectly, a 100 percent interest in VoiceStream PCS.

²¹ Specifically, the *VoiceStream DT Order* provided that "the applications filed by VoiceStream and Powertel for authority to transfer control of licenses and authorizations to DT, and the petitions for declaratory ruling filed by VoiceStream and Powertel in the above-captioned proceeding ARE GRANTED." *VoiceStream DT Order*, 16 FCC Rcd at 9850. The transfer of control application filed by VoiceStream PCS (ULS File No. 0000212726) was among 31 electronic applications granted by the *VoiceStream DT Order* and referenced the Lead Application for the merger (ULS File No. 0000211827). The VoiceStream PCS application was consummated on May 31, 2001, by ULS File No. 0000478196. Accordingly, VoiceStream PCS has received a declaratory ruling authorizing the current level of indirect foreign investment by DT and its German shareholders.

²² See, e.g., *International Authorizations Granted*, 18 FCC Rcd 5014 (IB 2003) (granting indirect foreign ownership in Cook Inlet/VS GSM VI PCS, LLC in excess of the twenty-five percent benchmark of Section 310(b)(4)).

²³ See Agreement between Deutsche Telekom AG, VoiceStream Wireless Corporation, VoiceStream Wireless Holding Corporation, the Department of Justice and the Federal Bureau of Investigation (Jan. 12, 2001), which was appended by the Commission to the *VoiceStream-DT Order*.

²⁴ See *supra* *VoiceStream-DT Order*.

DT agrees that in its applications or petitions to the FCC for licensing or other authority filed with the FCC after the Effective Date, except with respect to pro forma assignments or pro forma transfers of control, it shall request that the FCC condition the grant of such licensing or other authority on DT's compliance with the terms of this Agreement²⁵

The DOJ/FBI Agreement prescribes specific language for the conditional grant of interests in FCC licenses at Exhibit A to the DOJ/FBI Agreement:

It is further ordered, that the authorizations and the licenses related thereto are subject to compliance with the provisions of the Agreement attached hereto between Deutsche Telekom AG, VoiceStream Wireless Corporation, VoiceStream Wireless Holding Corporation on the one hand, and the Department of Justice (the "DOJ") and the Federal Bureau of Investigation (the "FBI") on the other, dated January 12, 2001, which Agreement is designed to address national security, law enforcement, and public safety issues of the FBI and the DOJ regarding the authority granted herein. Nothing in the Agreement is intended to limit any obligation imposed by Federal law or regulation including, but not limited to, 47 U.S.C. § 222(a) and (c)(1) and the FCC's implementing regulations.²⁶

VI. SPECTRUM AGGREGATION ANALYSIS

Consistent with informal guidance from Commission staff in other recent transactions, described below are T-Mobile's spectrum holdings in the San Francisco, CA, Sacramento, CA, and Las Vegas, NV BTAs both before and after the proposed assignments. The assignments will result in T-Mobile's holding or controlling no more than 45 MHz of spectrum in the San Francisco, Sacramento, and Las Vegas markets.

Specifically, T-Mobile, through affiliates in which it holds a 10 percent or greater ownership interest, currently holds licenses for a total of (i) 20 MHz of broadband PCS spectrum in the San Francisco BTA; (ii) 10 MHz of broadband PCS spectrum in the Sacramento BTA; and (iii) 25 MHz of broadband PCS spectrum in the Las Vegas BTA. Following the proposed assignment, T-Mobile, through affiliates in which it holds a 10 percent or greater ownership interest, will hold licenses for a total of (i) 30 MHz of broadband PCS spectrum in the San Francisco BTA; (ii) 20 MHz of broadband PCS spectrum in the Sacramento BTA; and (iii) 35 MHz of broadband PCS spectrum in the Las Vegas BTA.

²⁵ DOJ/FBI Agreement at § 7.2. The Commission has included compliance with the FBI/DOJ Agreement as a condition to the Commission's consent in the context of every application for assignment or transfer of control of licenses to T-Mobile's subsidiaries that has postdated the FBI/DOJ Agreement.

²⁶ DOJ/FBI Agreement at Exhibit A.

Furthermore, subject to Commission approval and for a period of up to four years, T-Mobile will exercise, through a spectrum leasing arrangement with PacTel, *de facto* control over a maximum of an additional 20 MHz of broadband PCS spectrum in the San Francisco, Sacramento, and Las Vegas BTAs. As noted in Section II above, the amount of spectrum that T-Mobile will lease from PacTel would be reduced by the amount that T-Mobile will acquire from PacTel under the transaction proposed herein. Thus, following the proposed assignment, T-Mobile, through affiliates in which it holds a 10 percent or greater ownership interest, will control, through FCC license holdings and spectrum leasing, a total of: (i) 40 MHz of broadband PCS spectrum in the San Francisco BTA; (ii) 30 MHz of broadband PCS spectrum in the Sacramento BTA; and (iii) 45 MHz of broadband PCS spectrum in the Las Vegas BTA. Neither T-Mobile nor its affiliates control any other PCS, cellular, or Specialized Mobile Radio ("SMR") spectrum in the San Francisco, Sacramento, and Las Vegas BTAs.

The proposed assignment will promote and preserve competition in the relevant markets. Following consummation of the underlying transaction, numerous terrestrial-based wireless competitors in addition to T-Mobile will operate in the San Francisco, Sacramento, and Las Vegas BTAs, as indicated in the chart below. Therefore, a high degree of competition will remain in the market following the transaction.

[Remainder of this page intentionally left blank – see next page for chart.]

WIRELESS COMPETITORS IN SUBJECT MARKET AREAS²⁷

 Constructed Facilities²⁸

Las Vegas, NV (BTA245)
Sacramento, CA (BTA389)
San Francisco-Oakland- San Jose, CA (BTA404)

²⁷ MTAs (used for assigning PCS A & B licenses), as well as Metropolitan Statistical Areas ("MSAs") and Rural Service Areas ("RSAs") (used for assigning Cellular A & B licenses) do not coincide exactly with BTAs. Therefore, licenses assigned via MTA, MSA, or RSA may be noted in multiple BTAs. As a result, multiple licensees listed under cellular blocks A or B do not necessarily compete against other cellular licensees in their block within the BTA. Rather, each is generally licensed to serve a separate geographic region of the pertinent BTA and competes against other licensees operating in the BTA.

²⁸ Denotes active cellular licenses granted more than 18 months ago, active PCS licenses for which a construction notification has been filed, and other sources of publicly available information. In instances where there are multiple carriers within a license block in a particular BTA, the block is shaded if any of the carriers satisfy the criteria in the preceding sentence. Carriers that have completed construction may not be operating, and carriers that are operating may not have filed construction notices. This chart lists licensed, facilities-based terrestrial carriers only, and does not include resellers or satellite service providers.

VII. CONCLUSION

For the foregoing reasons, a grant of the instant application for consent to assignment of the PacTel Licenses will serve the public interest, convenience, and necessity.