

basis, and the FCC allocates all 10 MHz of 1.9 GHz band spectrum exclusively to Nextel by a private sale, the NCG would receive a total of two hundred and twenty-five (225) Clean 800 MHz (25 Channels in the former NPSPAC Channels) and 1.9 GHz band Channels (200 such Channels), or 11.25 MHz of such Spectrum.

Under the *Report and Order*, the fair market value of this Spectrum would be determined by multiplying 11.25 MHz of Clean Spectrum by the EA market's total population of 4,000,000, and then multiplying the resulting figure by \$1.70 MHz/Pop. The resulting figure of \$76,500,000 would be the fair market value of the Clean Spectrum the Nextel Control Group would receive under the Consensus Parties' Proposal. The \$51,062,000 difference in the fair market values of the spectrum to be exchanged under the *Report and Order* Proposal is the amount of the NCG's 800 MHz band spectrum enhancement.

5. *Effect of Report and Order Upon Non-Nextel EA and Cellular-Architecture Site Licensees' Spectrum Holdings.*

Preferred holds one hundred twenty-five (125) General Category EA Channels (6.25 MHz) in this EA market. Due to the presence of site-specific incumbents, Preferred's Channels cover 90.00% of this EA market's total population. Preferred therefore holds one hundred thirteen (113) MHz/Pops Equivalent Channels. Moreover, Preferred also holds nineteen (19) General Category Site Channels within the twenty-five (25) General Category EA authorization held by Nextel in this EA market. These Site Channels cover an average of 24.94% of the EA market's population and therefore are equivalent to five (5) Channels of Clean or MHz/Pops Equivalent Spectrum.

Further, in January 2003, Preferred executed a Stock Purchase Agreement with the sole shareholder of North Sight Communications, Inc. and Trunked Systems, PR, Inc. ("North Sight Companies"). The Commission already has approved the EA and Site license transfer applications filed by the parties. The North Sight Companies hold ten (10) Lower 80 Site Channels within the EA Authorizations held by Nextel. Due to these frequencies covering an average of 55.08% of the population of this EA market, they are equivalent to six (6) Channels of Clean or MHz/Pops Equivalent Spectrum. In addition, the North Sight Companies hold sixteen (16) Upper 200 Site Channels within EA Authorizations held by High Tech Communications Services, Inc. and Nextel. Due to these frequencies covering an average of 46.70% of the population of this EA market, they are equivalent to seven (7) Channels of Clean or MHz/Pops Equivalent Spectrum. Finally, the North Sight Companies hold the C Frequency Block EA Authorization in this market, which comprises one hundred twenty (120) Channels. The North Sight Companies will deploy a Harmony system satisfying the cellular-architecture system requirement by January 1, 2005.

Under paragraph 163 of the *Report and Order*, Preferred's EA- Licensed Spectrum would move to the new Cellular Block on an EA market wide, Clean 1:1 basis. However, since Nextel holds only sixteen (16) Upper 200 EA Clean Channels throughout

Puerto Rico, it is unclear where the FCC would move one hundred nine (109) of Preferred's General Category EA Channels. Alternatives include the following:

- (1) Move 16 of such Channels to Nextel's Upper 200 EA Clean Channels;
- (2) Then move 95 of such Channels to the Former NPSPAC Channels (with Nextel's 25 General Category EA Channels); and
- (3) Then move 14 of such Channels to the 1.9 GHz Band as replacement spectrum.

The problem, of course, under the *Report and Order* is that Nextel apparently is allocated the former NPSPAC Channels in every EA market regardless of its relative 800 MHz band spectrum holdings in a particular EA market.

Under the *Report and Order*, it is unclear where Preferred's General Category Site Channels would move. Since Preferred holds EA Authorizations in this EA market, it satisfies the first prong of the EA Licensees' Site Channels Cellular Deployment Test. However, since it has not yet constructed a cellular-architecture system in this EA market, paragraph 163 of the *Report and Order* indicates that such Site Channels would move to the Guard Band (816-817 MHz/861-862 MHz) on an EA market wide, Clean 1:1 basis.⁶⁸ Unfortunately, these Channels are held by High Tech Communications Services, Inc. (holder of A Frequency Block EA Authorization) and several Site license incumbents. As noted below, the Expansion Band Channels (815-816 MHz/860-861 MHz) also are fully occupied. Another alternative would be for the Commission to move these nineteen (19) General Category Site Channels to the Upper 200 EA Channels held by Nextel (B Frequency Block: Channels 421-480). However, as noted above, Nextel holds only sixteen (16) Upper 200 EA Channels of Clean Spectrum throughout the island. It therefore is unclear where the FCC would move the remaining three (3) General Category Site Channels. Finally, the Commission could move these three to nineteen (3-19) General Category Site Channels to the 1.9 GHz Band as replacement spectrum.

Since Nextel is afforded the benefit of "constructive" ownership of the licenses held by Nextel Partners, Inc. and licensees which have executed a management or purchase option agreement with Nextel, Preferred would maintain that it should be

⁶⁸ It is also unclear where Nextel's Upper 200 Site Channels within the EA Authorizations held by High Tech Communications Services, Inc. and North Sight Communications, Inc. would move. If the *Report and Order's* treatment of Site-Licensed Spectrum also applies to the Nextel Control Group, Nextel's Site Channels would be required to move to the Non-Cellular Block since they will not be constructed as part of a Cellular-architecture System by the date of the publication of the *Report and Order* in the Federal Register. However, if such treatment applies only to Non-Nextel Control Group EA licensees, it necessarily would violate the Due Process Clause of the Fifth Amendment to the U.S. Constitution and the FCC's statutory mandate to maintain regulatory parity and promote competition. See Southern Communications Services, Ex Parte Presentation, June 23, 2004, p.11 & n. 46 citing *Bolling v. Sharpe*, 347 U.S. 497 (1954)(holding that the Fifth Amendment's Due Process Clause prohibits arbitrary discrimination by the federal government).

considered to own constructively the licenses presently held by the North Sight Companies. Since, as noted above, these Companies satisfy both prongs of the EA Licensees' Site Channels Cellular Deployment Test, its ten (10) Lower 80 and twenty-two (22) Site Channels generally would move into the new Cellular Block on an EA market wide, Clean 1:1 basis.

However, given the 800 MHz spectrum holdings in this EA market, it is unclear where these Channels would move. Alternatives include the following:

- (1) Guard Band (816-817 MHz/861-862 MHz); or
- (2) Expansion Band (815-816 MHz/860-861 MHz); or
- (3) Nextel's Upper 200 EA Clean Channels in the B Frequency Block (Channels 421-480); or
- (4) 1.9 GHz Band.

Under this approach Nextel would be allocated eighty (80) Channels of 1.9 GHz band spectrum as replacement for its eighty (80) EA- and Site-Licensed 800 MHz band spectrum the FCC would move and modify. Such approach would appear preferable to the Commission's *pro rata* allocation set forth in paragraph 168 and n. 444 thereto in the *Report and Order* since it would allocate 1.9 GHz band spectrum as a replacement of Nextel's already existing 800 MHz band spectrum under the FCC's Section 316 modification authority rather than exclusively allocating such spectrum to Nextel by a private sale in contravention of the otherwise mandatory competitive bidding provisions of Section 309(j).⁶⁹

⁶⁹ See Verizon Wireless, Ex Parte Presentation, April 6, 2004, pp. 4-11. Under the FCC's *pro rata* distribution approach, it is unclear what percentage of the 320 Channels in the ESMR portion of the 800 MHz band Preferred would be allocated. Preferred holds one hundred twenty-five (125) General Category EA Channels. North Sight Communications, Inc., a separate company which executed a Stock Purchase Agreement with Preferred in January 2003, holds one hundred twenty (120) Upper 200 EA Channels. High Tech Communications Services, Inc., an independent company, holds twenty (20) Upper 200 EA Channels. Nextel holds twenty-five (25) General Category EA Channels, eighty (80) Lower 80 EA and sixty (60) Upper 200 Channels. Here the total number of EA Channels would be four hundred thirty (430), rather than the three hundred twenty (320) figure used by the FCC in footnote 444. Under this approach, Preferred and North Sight Communications, Inc. would hold two hundred forty-five (245) Channels or 56.98%. High Tech Communications Services, Inc. would hold twenty (20) Channels or 4.65%. Nextel would hold one hundred sixty-five (165) Channels or 38.37%. Preferred and North Sight Communications, Inc. therefore would be allocated one hundred eighty-two (182) Channels or 9.1 MHz of spectrum. High Tech Communications, Inc. would be allocated fifteen (15) Channels or .75 MHz of spectrum. Nextel would be allocated one hundred twenty-three (123) Channels or 6.15 MHz of spectrum. Of course, under the *Report and Order*, only Nextel would be allowed to purchase 10 MHz of 1.9 GHz band spectrum. Nextel therefore would hold 16.15 MHz of Total, Clean and Cellular Spectrum, a considerable increase over its present 800 MHz band spectrum holdings in

Under the Report and Order, the value of this 800 MHz band spectrum vacated by Nextel would be determined by multiplying Nextel's sixteen (16) channels (.8 MHz) by the EA market's total population of 4,000,000 (2003 Pops) and then multiplying the resulting figure of 3,200,000 by \$1.70 MHz/Pop.⁷⁰ The resulting figure of \$5,440,000 would be the present value of the 800 MHz band spectrum in the Upper 200 Channels Nextel would vacate to facilitate the movement of the EA- and Site-Licensed Spectrum held by the Non-Nextel Licensees in this EA market. Thus, even if Nextel vacates its sixteen (16) Channels in the Upper 200 Channels on an EA market Clean 1:1 basis to Preferred (and North Sight), it would realize an \$45,622,000 increase or enhancement of its spectrum holdings in this EA market.

6. *Effect of Report and Order Upon Other 800 MHz Licensees' Spectrum Holdings*

Under the *Report and Order*, the Site Channels held by other Non-Nextel Control Group licensees in the General Category Channels (Channels 1-150) and in the Upper 200 Channels would move to the eighty (80) Lower 80 Channels to be vacated by the NCG. In this EA market, other Non-Nextel licensees hold forty-one (41) General Category Site Channels. Other Non-Nextel licensees hold two hundred twenty-one (221) Site Channels in the Upper 200 Channels.⁷¹ According to the *Report and Order*, these Site Channels would receive comparable facilities and their present geographic "footprint." A total of two hundred sixty-two (262) General Category and Upper 200 Site Channels therefore would be moved into eighty (80) Lower 80 Channels to be vacated by Nextel on a geographic "footprint" basis. Nextel's Lower 80 Channels cover an average of 75.85% of the EA market's population. If the average "footprint" of the General Category and Upper 200 Site Channels is comparable to or greater than Nextel's Lower 80 Channels to be vacated, insufficient spectrum would be available to accommodate the movement of the Site Channels held by Non-Nextel licensees in this EA market.⁷²

7. *Effect of Adoption of Preferred's Improvements.*

If the FCC determines to adopt Preferred's Improvements set forth in the Overview to this accompanying comment, Channels 1-25 of the General Category EA Authorizations held by Preferred would move to Channels 576-600 of the Upper 200 Channels held by Nextel, and available to be vacated, on an EA market wide Clean 1:1 basis. However, in this EA market Nextel does not hold such Upper 200 Channels.

this EA market. By contrast, Preferred and North Sight Communications, Inc. would experience a decrease in their Total, Clean and MHz/Pop Equivalent Spectrum.

⁷⁰ See n. 16 *supra*.

⁷¹ See n. 17 *supra*.

⁷² See *id.* If Southern's General Category and Lower 80 EA- and Site-Licensed Channels and BILT Channels move into the new Cellular Block, it would vacate 93 Interleave Channels thereby freeing up sufficient spectrum to accommodate the General Category and Upper 200 Site Channels of other licensees.

Preferred therefore would elect to move its twenty-five (25) General Category EA Channels to the 1.9 GHz band on an EA market wide Clean 1:1 basis. Preferred's remaining one hundred (100) General Category EA Channels would move to Channels 601-700 of the former NPSPAC Channels on an EA market wide Clean 1:1 basis. North Sight's ten (10) Lower 80 Site Channels would move to the 1.9 GHz band on a Clean 1:1 basis

Under Preferred's Improvements, Nextel would move twenty (20) of its twenty-five (25) General Category EA Channels to the former NPSPAC Channels on an EA market wide Clean 1:1 basis.

Under such approach, Nextel's five (5) remaining General Category EA and eighty (80) Lower 80 EA Channels would move to the 1.9 GHz band on an EA market wide Clean 1:1 basis. Nextel does not hold any General Category Site Channels or BILT Channels in this EA market. Nextel therefore would hold eighty-five (85) Channels, or 4.25 MHz, rather than the nationwide "running average" of 4.5 MHz of such 1.9 GHz band spectrum on an EA market wide and Clean basis as replacement spectrum for its vacated 800 MHz band spectrum.

Under Preferred's Improvements, in this EA market the FCC would award the remaining eighty (80) Channels or 4.0 MHz of 1.9 GHz band spectrum by a private sale or other means. However, unlike under the *Report and Order*, Preferred's Improvements would expand the eligibility to participate in the allocation of such 1.9 GHz band spectrum to the entire class of General Category and Lower 80 EA licensees whose EA- and Site-Licensed Spectrum was moved and modified in this proceeding. Licensees within such class who would forego reimbursement of their own relocation costs, such as Nextel Partners apparently is willing to do, would be entitled to receive an allocation of 1.9 GHz band spectrum on an EA market wide and Clean basis. Preferred already has indicated in several previous filings that it would be willing to forego reimbursement of its relocation costs in exchange for an allocation of 1.9 GHz band spectrum in the EA markets in which it holds EA Authorizations. Preferred would seek an allocation of the eighty (80) Channels or 4.0 MHz of 1.9 GHz band spectrum in this EA market. Such award of 1.9 GHz band spectrum would not violate the otherwise mandatorily competitive bidding provisions of Section 309(j) since the Commission has the authority under Section 309(j)(6)(E) to avoid mutual exclusivity and would not violate the FCC's statutory mandates to maintain regulatory parity and promote competition.

8. Conclusion.

Under the *Report and Order's* approach, the NCG experiences an increase in its both its Total Spectrum and MHz/Pops Equivalent or Clean Spectrum in this EA market. With Nextel's vacating nineteen (16) channels in the Upper 200 Channels in the new Cellular Block, it would hold three hundred twenty-three (323) (16.15 MHz) total and two hundred ninety-seven (297) MHz/Pops Equivalent 800 MHz and 1.9 GHz band channels (14.88 MHz) as compared to its present two hundred nineteen (219) Total and one hundred five (105) MHz/Pops Equivalent Channels. According to the *Report and*

Order, the value of the 800 MHz and 1.9 GHz band spectrum the Nextel Control Group would receive in this EA market would exceed the value of the 800 MHz band spectrum it would vacate by \$85,945,000 (the value of the spectrum Nextel would receive would be determined by multiplying 4,000,000 Pops (2003 figure) by (a) 16.15 MHz of 800 MHz and 1.9 GHz Band Spectrum; the resulting figure of 64,600,000 is then multiplied by (b) \$1.70 per MHz/Pop producing a figure of \$109,820,000; the value of the spectrum Nextel would vacate would be determined by multiplying the Pops figure by (a) 3.05 MHz of 800 MHz Band Spectrum (Interleave Channels) and (b) .8 MHz of 800 MHz Band Spectrum (Upper 200 Channels)⁷³; the resulting figures of (a) 12,200,000 and (b) 3,200,000 are then multiplied respectively by (a) \$1.4875 per MHz/Pop and (b) \$1.70 per MHz/Pop producing a figure of \$23,875,000; the difference between \$109,820,000 and \$23,875,000, or \$85,945,000 would be the amount of Nextel's spectrum enhancement in this EA market.

Absent an allocation of 1.9 GHz band spectrum, the Non-Nextel EA Licensee in this EA market experiences a decrease in Total Channels from three hundred (300) to two hundred forty-seven (247). Preferred's MHz/Pops Equivalent Spectrum decreases from one hundred ninety-six (196) Channels (9.88 MHz) to one hundred eighty-four (184) Channels (9.22 MHz).

Under the *Report and Order's pro rata* allocation approach, Preferred would lose one hundred eighteen (118) Total Channels (5.90 MHz). According to the *Report and Order*, such Spectrum would have a value of \$1.70 MHz/Pop or \$40,120,000. Arguably, the difference of \$40,120,000 is the amount of Preferred's loss in spectrum or spectrum rights that effectively were transferred to the NCG, which received one hundred thirty (130) additional Channels of MHz/Pops Equivalent Spectrum, slightly more than the one hundred eighteen (118) such Channels Preferred would be denied by the *Report and Order's* impermissible discriminatory movement methodology. Preferred maintains that this uncompensated loss, and spectrum enhancement to the Nextel Control Group, represents a portion of Nextel's promised contribution of to defray the total relocation costs.

Preferred would maintain that the *Report and Order's pro rata* allocation approach as set forth in paragraph 168 and note 444 violates the Due Process, Equal Protection and Takings Clauses of the Fifth Amendment to the U.S. Constitution⁷⁴ and the FCC's statutory mandate to maintain regulatory parity and promote competition.⁷⁵

⁷³ These figures would include the sixty-one (61) Clean Interleave Channels (Lower 80 and BILT) and sixteen (16) Clean Upper 200 Channels to be vacated by Nextel.

⁷⁴ See n. 10 *supra*.

⁷⁵ See n. 11 *supra*.

**NEXTEL AFTER
REBANDING**

	Count	Percentage	Value	Count
	60	23.61%	.70	60
	25	100%	1.25	25
	200	100%	10.0	200
	38	23.61%	.44	0
TOTAL	323		12.39	285

PCSI

136
95
0
16
247

NEXTEL BEFORE AND AFTER PICTURE

219	323
5.85	12.39
8.25	14.25

PREFERRED BEFORE AND AFTER PICTURE

300	247
9.81	9.22
15	12.35

**NEXTEL AFTER
REBANDING—
IMPROVEMENTS**

	Count	Percentage	Value	Count
	60	100%	3.00	60
	20	100%	1	20
	85	100%	4.25	85
	54	23.61	.63	0
TOTAL		100.0%	8.88	165

PCSI

120
100
95
16
331

NEXTEL BEFORE AND AFTER PICTURE

219	219
5.85	8.88
8.25	8.25

PREFERRED BEFORE AND AFTER PICTURE

	300	331
	10.4	268.47
	15	16.55

e. Spectrum Holdings in the Staunton, Virginia-West Virginia EA Market.

As set forth in the Chart immediately below, Nextel Partners holds no General Category EA-Licensed frequencies. It does hold one hundred thirty-five (135) General Category Site-Licensed Frequencies with footprints that cover an average of 32% of the total Staunton EA Market population or a MHz/Pops equivalent of forty-three (43) channels. Likewise, due to its seventy (70) Lower 80 EA frequencies covering an average of 99.73% of this EA market's total population, Nextel Partners would hold the MHz/Pops equivalent of seventy (70) Channels. Its nine (9) Lower 80 Site-Licensed frequencies cover an average of 22.73% of the population or a MHz/Pops equivalent of two (2) channels. Nextel Partners also holds thirty-five (35) B/ILT Site-Licensed frequencies covering an average of 35.53% of the population or a MHz/Pops equivalent of twelve (12) channels. In this EA market Nextel Partners therefore holds a MHz/Pops equivalent of one hundred twenty-seven channels (6.35 MHz) of spectrum below 861.0125 MHz.

**MARKET BEA016 STAUNTON, VA-WV EA MARKET
NEXTEL PARTNERS CHANNELS SUMMARY**

	0	0.00%	0	0
	135	32.00%	43	
	70	99.73%	70	70
	9	22.73%	2	
	35	35.53%	12	
	0	0.00%	0	
	249		127	70
	12.45		6.35	3.50

ARC/PCSI

150
10
160
8.00

	200	99.03%	198	200
	0	0.00%	0	
	200		198	200
	10.00		9.90	10.00

0
0
0.00

			325	270
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160

	22.45		16.25	13.50
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8.00



1. *Report and Order's Movement Methodology: (a) move the Nextel Control Group's General Category EA- and Site-Licensed Spectrum to the new Cellular Block on an EA market wide Clean 1:1 basis; (b) credit Nextel with a nationwide "running average" of the General Category, Interleave and Lower 80 Channels vacated by it, Nextel Partners and licensees which have executed a management or purchase option agreement with it and modify such spectrum by reassigning to Nextel 4.5 MHz of 1.9 GHz band spectrum; (c) move the Non-NCG's EA and Cellular-architecture Systems Site Licensees' EA-Licensed Spectrum to the new Cellular Block on an EA market wide, Clean 1:1 basis; however such Licensees' Site-Licensed Spectrum would move to the new Cellular Block on such basis only if (1) it is located in an EA market in which such Licensee holds an EA Authorization and (2) the Non-Nextel Control Group EA or Cellular-architecture System Site Licensee is using such Site-Licensed Spectrum as part of a Cellular-architecture System as of the date of the publication of the Report and Order in the Federal Register.*

Due to the presence of site-specific incumbents and EA licensees, Nextel Partners holds one hundred twenty-seven (127) MHz/Pops Equivalent Lower 230 Channels. Upon their movement under the *Report and Order*, Nextel Control group would be allocated two hundred forty-nine (249) Channels on a Clean basis, a net gain of one hundred twenty-two (122) MHz/Pops Equivalent Channels. As noted in Preferred's Ex Parte Presentation filed on March 2, 2004, this result appears to belie the oft-repeated argument by the Consensus Parties that their Proposal involves only a "kHz-for-kHz exchange" or "replacement spectrum."⁷⁶ As noted above, under the *Report and Order*, this result will hold true in a majority of the 175 EA markets.⁷⁷

Since the *Report and Order* moves spectrum on a Total, rather than upon a MHz/Pops Equivalent basis, it moves one hundred twenty (120) of Nextel Partners' one hundred forty-three (143) General Category Site Channels to the former NPSPAC Channels. Its remaining fifteen (15) General Category Site Channels, seventy (70) Lower

⁷⁶ See n. 4 *supra*. Interestingly enough, in this EA market, Preferred's MHz/Pops Equivalent Spectrum figure of 16.40 MHz approximates equals Nextel's published Total Spectrum figure of 18.10 MHz for the city of Charlottesville, Virginia.

⁷⁷ See n. 5 *supra*.

80 EA-Licensed Channels, nine (9) Lower 80 Site Channels and thirty-five (35) BILT Channels would be reassigned an identical number of frequencies in the 1.9 GHz band.

2. Allocation of 1.9 GHz Band Spectrum.

a. Version 1: Exclusively to Nextel.

Under the *Report and Order*, therefore, the Nextel would be allocated one hundred twenty-nine (129) Channels (6.45 MHz) of 1.9 GHz band spectrum solely as the result of its 800 MHz band movement methodology of Nextel Partners' Spectrum. Pursuant to the *Report and Order*, the FCC would sell 3.55 MHz of the 10 MHz of the 1.9 GHz band spectrum in this EA market to Nextel in exchange for (1) Nextel's 700 MHz Guard Band holdings unrelated to any reorganization of the 800 MHz band; (2) secured promise to pay the total 800 MHz band relocation costs; and (3) promise to pay its pro rata share of UTAM and all of the BAS licensee relocation costs in the 1.9 GHz band apparently was believed necessary by the Commission to avoid (1) connecting the award of 1.9 GHz band to the movement and modification of the 800 MHz EA- and Site-Licensed Spectrum of General Category and Lower 80 EA licensees (2) triggering the otherwise mandatory competitive bidding provisions of Section 309(j) by providing a basis for the FCC's limiting the participation in the allocation of the 1.9 GHz band spectrum to only Nextel.

Pursuant to its Section 316 modification authority, in this EA market the FCC would allocate 6.45 MHz of 1.9 GHz band spectrum to Nextel to replace Nextel Partners' already-existing 800 MHz band spectrum. Since Nextel does hold any 800 MHz EA- or Site-Licensed Spectrum in this EA market, the award of such 1.9 GHz band spectrum in this EA therefore clearly would involve the issuance of an "initial" license by the Commission implicating the competitive bidding provisions of Section 309(j).⁷⁸ Under Sections 316, 301, 303 and 309(j)(6)(E), the Commission maintains in the *Report and Order* that it has the discretion to determine that it better serves the public interest to allow Nextel to purchase 6 MHz of the 1.9 GHz band spectrum free from the filing of competing license applications.⁷⁹ While this position appears meritorious if the FCC were allocating this remaining 1.9 GHz band spectrum to the class of licensees whose spectrum holdings were being modified and moved—General Category and Lower 80 EA licensees, it clearly violates the Commission's statutory mandates under the to maintain regulatory parity and promote competition⁸⁰ and the competitive bidding provisions of Section 309(j)⁸¹ by restricting participation in such allocation to a single entity within such class of licensees.⁸²

b. Version 2: Exclusively to Nextel Partners.

⁷⁸ See n. 7 *supra*.

⁷⁹ See n. 8 *supra*.

⁸⁰ See n. 9 *supra*.

⁸¹ See n. 10 *supra*.

⁸² See n. 11 *supra*.

In paragraph 325 and footnote 743 of the *Report and Order*, the Commission recognizes that Nextel Partners is vacating 800 MHz band spectrum in the seventy-one (71) EA markets in which it, rather than Nextel, holds 800 MHz EA- and Site-Licensed Spectrum and participating in the 800 MHz realignment along with Nextel. In response to a telephonic inquiry from a representative of A.R.C., Inc. and Coastal SMR Network, LLC (“A.R.C., Inc. Representative”), a Commission staff member in the Wireless Telecommunications Bureau (“WTB”) informed the A.R.C., Inc. Representative that the FCC would allocate the 1.9 GHz band spectrum on an EA market, rather than a nationwide, basis. The WTB staff member then informed the A.R.C., Inc. representative that the Commission would allocate the 1.9 GHz band spectrum to Nextel Partners in the seventy-one (71) EA markets in which it holds 800 MHz EA- and Site-Licensed Spectrum as a replacement of that spectrum to be reassigned and modified under the *Report and Order*.

Under this approach, Nextel Partners would be allocated one hundred twenty-nine (129) channels (6.45 MHz) of 1.9 GHz band spectrum solely as a result of the *Report and Order*’s 800 MHz band movement methodology of its 800 MHz spectrum. Pursuant to such approach, presumably the FCC would sell the 3.55 MHz “excess” 1.9 GHz band spectrum over that which is needed to replace Nextel Partners’ vacated and modified 800 MHz band spectrum to Nextel Partners.⁸³ However, it is far from clear what, if any, consideration Nextel Partners is providing to acquire such 1.9 GHz band spectrum other than its promise to forego reimbursement of its relocation costs.⁸⁴

Pursuant to its Section 316 modification authority, in this EA market the FCC would allocate 6.45 MHz of 1.9 GHz band spectrum to Nextel Partners to replace its already-existing 800 MHz band spectrum. The award of such 1.9 GHz band spectrum in this EA therefore clearly would not involve the issuance of an “initial” license by the Commission implicating the competitive bidding provisions of Section 309(j).⁸⁵ Under Sections 316, 301, 303 and 309(j)(6)(E), the Commission maintains in the *Report and Order* that it has the discretion to determine that it better serves the public interest to allow Nextel Partners to purchase 3.15 MHz of the 1.9 GHz band spectrum free from the filing of competing license applications.⁸⁶ While this position appears meritorious if the FCC were allocating this remaining 1.9 GHz band spectrum to the class of licensees whose spectrum holdings were being modified and moved—General Category and Lower 80 EA licensees, it clearly violates the Commission’s statutory mandates under the to

⁸³ This result is far from clear from a careful reading of the *Report and Order*. Another interpretation is that the FCC would sell such “excess” 1.9 GHz band spectrum exclusively to Nextel for the consideration set forth in section 2. a. above.

⁸⁴ This exclusive sale of the “excess” 1.9 GHz band spectrum to Nextel Partners for consideration less than the value of such spectrum arguably would be prohibited by the Miscellaneous Receipts Act, . See generally, Verizon Wireless, Ex Parte Presentation, June 30, 2004.

⁸⁵ See n. 7 *supra*.

⁸⁶ See n. 8 *supra*.

maintain regulatory parity and promote competition⁸⁷ and the competitive bidding provisions of Section 309(j)⁸⁸ by restricting participation in such allocation to a single entity within such class of licensees.⁸⁹

3. *Effect of Report and Order Upon Nextel's or Nextel Partners' Total and Clean Spectrum.*

a. *Version 1: Exclusively to Nextel.*

Under the *Report and Order's* general approach, in the Staunton, Virginia-West Virginia EA market, Nextel would increase its Total, MHz/Pops Equivalent and EA Wide Spectrum from 0 to 10 MHz.

b. *Exclusively to Nextel Partners.*

Pursuant to paragraph 325 and footnote 743 of the *Report and Order*, in the Staunton, Virginia-West Virginia EA market, Nextel Partners considerably increases its Total Spectrum from 22.45 MHz to 26.00 MHz, its MHz/Pops Equivalent Spectrum from 16.25 MHz to 26.00 MHz, and its EA Wide Spectrum from 13.50 MHz to 26.00 MHz.⁹⁰ These spectrum increases occur because the *Report and Order's* (a) 800 MHz band movement methodology discussed immediately above and (b) the exclusive allocation to Nextel Partners of 10 MHz of 1.9 GHz band spectrum.

(4) *Increase in Value of Nextel's or Nextel Partners' Spectrum Holdings (800 MHz and 1.9 GHz Band Spectrum).*

According to the *Report and Order*, the present average fair market value of Nextel Partners' 800 MHz band spectrum to be exchanged as part of the Consensus Parties' movement methodology is \$1.61 MHz/Pop.⁹¹ The FCC further determined that

⁸⁷ See n. 9 *supra*.

⁸⁸ See n. 10 *supra*.

⁸⁹ See n. 11 *supra*.

⁹⁰ With the movement of Preferred's and A.R.C., Inc.'s EA-Licensed Spectrum into the one hundred sixty (160) Upper 200 Channels to be vacated by Nextel Partners, its Total and MHz/Pops Equivalent Spectrum set forth immediately above would be reduced by 8.00 MHz. Nextel Partners therefore would hold 14.85 MHz of Total, 8.40 MHz Clean or MHz/Pops Equivalent and 5.50 MHz Cellular Spectrum in this EA market. Since the *Report and Order* allocates the 10 MHz of 1.9 GHz band spectrum exclusively to Nextel, it would increase its Total, Clean or MHz/Pops Equivalent and EA Wide Spectrum from zero to 10 MHz. Presumably, in such event, Nextel would be considered to have been issued an "initial" license under any standard.

⁹¹ See n. 13 *supra*.

the present the fair market value of the 800 MHz and 1.9 GHz band spectrum Nextel would receive in exchange therefor would be \$1.70 MHz/Pop.⁹²

Applying these figures to the Staunton, Virginia-West Virginia EA market, the present value of Nextel Partners' 800 MHz band spectrum to be exchanged under the *Report and Order* would be determined by multiplying Nextel Partners' one hundred twenty-seven (127) Channels, or 6.35 MHz of MHz/Pops Equivalent Spectrum, by the EA market's total population of 334,087 (2003 Pops) and then multiplying the resulting figure of 2,121,452 by \$1.61 MHz/Pop. The resulting figure of \$3,415,538 would be the present value of the 800 MHz band spectrum Nextel Partners would exchange in this EA market under the *Report and Order*. However, since under the *Report and Order*'s movement methodology, the NCG's EA- and Site-Licensed Spectrum moves on a Total Spectrum 1:1 basis, rather than upon a MHz/Pops Equivalent basis, and the FCC allocates all 10 MHz of 1.9 GHz band spectrum exclusively to either Nextel (Version 1) or Nextel Partners (Version 2) by a private sale, the Nextel Control Group would receive a total of three hundred twenty (320) Clean 800 MHz (120 Channels in the former NPSPAC Channels) and 1.9 GHz band Channels (200 such Channels), or 16.00 MHz of such Spectrum.⁹³

Pursuant to the *Report and Order*, the fair market value of this Spectrum would be determined by multiplying 16 MHz of Clean Spectrum by the EA market's total population of 334,087, and then multiplying the resulting figure by \$1.70 MHz/Pop. The resulting figure of \$9,087,166 would be the fair market value of the Clean Spectrum the Nextel Control Group would receive under the *Report and Order*. The \$5,671,628 difference in the fair market values of the spectrum to be exchanged under the *Report and Order* arguably is the amount of the NCG's 800 MHz band spectrum enhancement.

5. *Effect of Report and Order Upon Non-Nextel EA and Cellular-architecture Site Licensees' Spectrum Holdings.*

Preferred holds one hundred fifty (150) General Category EA Channels (7.50 MHz) in this EA market. Due to the presence of site-specific incumbents, Preferred's Channels cover 68.33% of this EA market's total population. Preferred therefore holds eighty-seven (102) MHz/Pops Equivalent Channels. A.R.C., Inc. holds ten (10) Lower 80 EA Channels. Due to the presence of site-specific incumbents, A.R.C., Inc.'s Channels cover ___% of this EA market's total population.

Under paragraph 163 of the *Report and Order*, Preferred's and A.R.C., Inc.'s EA- Licensed Spectrum would move to the new Cellular Block on an EA market wide, Clean 1:1 basis. These Channels presumably would move to Nextel Partners' Upper 200

⁹² See n. 14 *supra*.

⁹³ Although the *Report and Order* is somewhat unclear on this point, it would appear that Nextel Partners would be allocated the one hundred twenty (120) Channels in the former NPSPAC Channels and Nextel would be awarded the 10 MHz in the 1.9 GHz band.

EA Channels beginning with Channel 401. Nextel Partners would retain Channels 561-600 in this EA Market.⁹⁴

Under the Report and Order, the value of this 800 MHz band spectrum vacated by Nextel Partners would be determined by multiplying its one hundred sixty (160) channels (8 MHz) by the EA market's total population of 334,087 (2003 Pops) and then multiplying the resulting figure of 2,672,696 by \$1.70 MHz/Pop. The resulting figure of \$4,543,583 would be the present value of the 800 MHz band spectrum in the Upper 200 Channels Nextel Partners would vacate to facilitate the movement of the EA- and Site-Licensed Spectrum held by the Non-Nextel Licensees in this EA market.

6. *Effect of Report and Order Upon Other 800 MHz Licensees' Spectrum Holdings.*

Under the *Report and Order*, the Site Channels held by other Non-Nextel Control Group licensees in the General Category Channels (Channels 1-150) and in the Upper 200 Channels would move to the seventy (70) Lower 80 EA Channels, nine (9) Lower 80 Site Channels and thirty-five (35) BILT Channels and to be vacated by the NCG. In this EA market, other Non-Nextel licensees hold twenty-two (22) General Category Site Channels. Other Non-Nextel licensees hold sixteen (16) Site Channels in the Upper 200 Channels.⁹⁵ According to the *Report and Order*, these Site Channels would receive comparable facilities and their present geographic "footprint." A total of thirty-eight (38) General Category and Upper 200 Site Channels therefore would be moved into seventy (70) Lower 80 EA Channels and forty-four (44) Lower 80 Site and BILT Channels and to be vacated by Nextel on a geographic "footprint" basis. Nextel's Lower 80 Channels cover an average of 99.73% of the EA market's population. In this EA market even if the average "footprint" of the General Category and Upper 200 Site Channels is comparable to or greater than Nextel's Lower 80 Channels to be vacated, sufficient spectrum would be available to accommodate the movement of the Site Channels held by Non-Nextel licensees in this EA market.⁹⁶

7. *Effect of Adoption of Preferred's Improvements.*

If the FCC determines to adopt Preferred's Improvements set forth in the Petition for Reconsideration, Channels 1-25 of the General Category EA Authorizations held by Preferred would move to Channels 576-600 of the Upper 200 Channels held by Nextel Partners, and available to be vacated, on an EA market wide Clean 1:1 basis. One hundred twenty (120) of Preferred's remaining one hundred twenty-five (125) General Category EA Channels would move to Channels 601-720 of the former NPSPAC Channels on an EA market wide Clean 1:1 basis. Preferred's "excess" five (5) General Category EA Channels would move to the 1.9 GHz band on an EA market wide Clean 1:1 basis.

⁹⁴ See n. 15 *supra*.

⁹⁵ See n. 17 *supra*.

⁹⁶ See *id. supra*.

Under Preferred's Improvements, A.R.C.'s ten (10) Lower 80 EA Channels would move, at its election, either to the Upper 200 Channels beginning with Channel 570 and moving downward to Channel 561, or the 1.9 GHz band on an EA market wide Clean 1:1 basis. For purposes of this Petition for Reconsideration, Preferred assumes that A.R.C. would elect to move its Lower 80 EA Channels to the Upper 200 Channels beginning with Channel 570.

Under such approach, Nextel Partners' seventy (70) Lower 80 EA Channels would move to the 1.9 GHz band on an EA market wide Clean 1:1 basis. Nextel Partners' General Category, Lower 80 and B/ILT Channels in this EA market would move on a MHz/Pops Equivalent basis to the 1.9 GHz band. Nextel Partners therefore would hold seventy (70) Channels, or 7.00 MHz, rather than the nationwide "running average" of 4.5 MHz of such 1.9 GHz band spectrum on an EA market wide and Clean basis as replacement spectrum for its vacated 800 MHz band spectrum.

Under Preferred's Improvements, in this EA market the FCC would award the remaining sixty-three (63) Channels or 3.15 MHz of 1.9 GHz band spectrum by a private sale or other means. However, unlike under the *Report and Order*, Preferred's Improvements would expand the eligibility to participate in the allocation of such 1.9 GHz band spectrum to the entire class of General Category and Lower 80 EA licensees whose EA- and Site-Licensed Spectrum was moved and modified in this proceeding. Licensees within such class who would forego reimbursement of their own relocation costs, such as Nextel Partners apparently is willing to do, would be entitled to receive an allocation of 1.9 GHz band spectrum on an EA market wide and Clean basis. Preferred already has indicated in several previous filings that it would be willing to forego reimbursement of its relocation costs in exchange for an allocation of 1.9 GHz band spectrum in the EA markets in which it holds EA Authorizations. Preferred would seek an allocation of the sixty-three (63) Channels or 3.15 MHz of 1.9 GHz band spectrum in this EA market. Such award of 1.9 GHz band spectrum would not violate the otherwise mandatorily competitive bidding provisions of Section 309(j) since the Commission has the authority under Section 309(j)(6)(E) to avoid mutual exclusivity and would not violate the FCC's statutory mandates to maintain regulatory parity and promote competition.

8. Conclusion.

a. Version 1: Exclusively to Nextel.

Under the *Report and Order's* general approach (Version 1), the Nextel Partners experiences a decrease in its Total and Clean or MHz/Pops Equivalent Spectrum in this EA market. With Nextel Partners' vacating one hundred sixty (160) channels in the Upper 200 Channels in the new Cellular Block, it would hold one hundred sixty (160) (8 MHz) as compared to its present four hundred fifty-seven (457) Total Channels (22.85 MHz). Its Clean or MHz/Pops Equivalent Spectrum would decrease from three hundred

twenty-eight (328) (16.4 MHz) to one hundred sixty (160) (8 MHz). Nextel apparently is allocated the 10 MHz of 1.9 GHz band spectrum.⁹⁷

b. *Version 2: Exclusively to Nextel Partners.*

Pursuant to paragraph 325 and footnote 743 of the *Report and Order*, Nextel Partners experiences an increase in its Total and MHz/Pops Equivalent Spectrum and a slight decrease in its EA Wide Spectrum in this EA market. With Nextel Partners' vacating one hundred sixty (160) channels in the Upper 200 Channels in the new Cellular Block, it would hold one hundred sixty (160) (8 MHz) as compared to its present four hundred fifty-seven (457) Total Channels (22.85 MHz) in the 800 MHz band. Its MHz/Pops Equivalent Channels also would decrease from three hundred twenty-eight (328) (16.4 MHz) to one hundred sixty (160) (8 MHz). However, since under this approach (Version 2) Nextel Partners exclusively would be allocated the 10 MHz of 1.9 GHz band spectrum, its decrease in Total and MHz/Pops Equivalent Spectrum would be lessened by the replacement of two hundred (200) channels of such Spectrum by the exclusive award of 1.9 GHz band spectrum.

Under this approach, Nextel Partners' EA Wide Spectrum would be decreased from two hundred seventy (270) channels (13.5 MHz) to two hundred forty (240) channels (12 MHz).

According to the *Report and Order*, the value of the 800 MHz and 1.9 GHz band spectrum the Nextel Control Group would receive in this EA market would exceed the value of the 800 MHz band spectrum it would vacate by \$1,036,506 (the value of the spectrum Nextel Partners and/or Nextel would be received would be determined by multiplying 334,087 Pops (2003 figure) by (a) 13.5 MHz of 800 MHz and 1.9 GHz Band spectrum; the resulting figure of 4,510,175 is then multiplied by (b) \$1.70 per MHz/Pop producing a figure of \$7,667,297; the value of the spectrum Nextel Partners would vacate would be determined by multiplying the Pops figure by (a) 4.20 MHz of 800 MHz Band Spectrum (Interleave Channels) and (b) 8 MHz of 800 MHz Band Spectrum (Upper 200 Channels)⁹⁸; the resulting figures of (a) 1,403,165 and (b) 2,672,696 are then multiplied respectively by (a) \$1.4875 per MHz/Pop and (b) \$1.70 per MHz/Pop producing a figure of \$6,630,791; the difference between \$7,667,297 and 6,630,791, or \$1,036,506 would be the amount of Nextel Partners' and/or Nextel's spectrum enhancement in this EA market.

⁹⁷ *Contra Report and Order*, at ¶ 325 & n. 743. As noted above, the Wireless Telecommunications Bureau staff has indicated to A.R.C., Inc. that the Commission will allocate 1.9 GHz Band Spectrum on an EA market basis as replacement spectrum for the 800 MHz Band Spectrum to be vacated by either Nextel or Nextel Partners. As a result, Nextel Partners, rather than Nextel would be allocated 10 MHz of 1.9 GHz Band Spectrum in the seventy-one (71) EA markets, in which it, rather than Nextel, holds 800 MHz Band Spectrum.

⁹⁸ These figures include the eighty-four (84) Clean or MHz/Pops Equivalent Interleave Channels' Spectrum (Lower 80 and BILT Channels) and one hundred sixty (160) EA market wide Clean Upper 200 Channels to be vacated by Nextel Partners.

Preferred's Clean Spectrum in this EA market increases from eighty-seven (87) Channels (4.35 MHz) to one hundred fifty (150) Channels (7.50 MHz). A.R.C., Inc.'s Clean Spectrum in this EA market from __ Channels (. MHz) to ten (10) Channels (0.5 MHz). Since their EA-Licensed moves on a Total, rather MHz/Pops Equivalent Channels basis, these Licensees' Total Channels remain unchanged.

**NEXTEL PARTNERS
AFTER REBANDING**

	40	100%	2.00	40
	120	100%	6.00	120
	200	100%	10.00	200
	360	100.0%	18.00	360

ARC/PCSI

160
0
0
160

**NEXTEL PARTNERS BEFORE AND AFTER
PICTURE**

	355	360
	16.40	18.00
	13.50	18.00

PREFERRED BEFORE AND AFTER PICTURE

	160	160
	107	160
	8.00	8.00

**NEXTEL PARTNERS
AFTER REBANDING—
IMPROVEMENTS**

	165	100%	8.25	165
	0	100%	0.00	0
	140	100%	7.0	140
	305	100.0%	15.25	305

ARC/PCSI

35
125
60
220

**NEXTEL PARTNERS BEFORE AND AFTER
PICTURE**

	457	305
	16.40	15.25
	13.0	15.25

PREFERRED & A.R.C., INC. BEFORE AND AFTER PICTURE

	160	220
	107	220
	8.00	11.0

f. Conclusion.

As applied to the spectrum holdings in many of the EA markets in which Nextel or Nextel Partners shares EA-Licensed Spectrum with one or more Non-Nextel EA licensees or Cellular-architecture System licensees, the *Report and Order* clearly fails legally, practically and mathematically both with and without the *pro rata* distribution approach set forth in footnote 444 to paragraph 168.

1. With *Pro Rata* Distribution Approach

The *Report and Order* is unclear whether the *pro rata* distribution approach set forth in paragraph 168 and footnote 444 applies only to EA markets in which (1) Nextel and a Non-Nextel EA licensee already operate Cellular-architecture Systems in the ESMR portion of the band or (2) Nextel otherwise holds insufficient Upper 200 EA Channels to accommodate the movement of the Non-Nextel EA or Cellular-architecture System licensee's EA- and Site-Licensed Spectrum or is generally applicable.⁹⁹ As noted above, the *pro rata* distribution approach serves to reduce the Total EA and Site Channels of Non-Nextel Licensees in markets in which Nextel or Nextel Partners shares EA-Licensed and/or Site-Licensed Spectrum with one or more Non-Nextel Licensees while generally maintaining the NCG's Total Spectrum and considerably increasing its Clean or MHz/Pops Equivalent Spectrum.¹⁰⁰

⁹⁹ See *Report and Order*, at ¶ 168 & n. 444.

¹⁰⁰ Since the *Report and Order* allocates the Nextel Control Group the 6 MHz in the new Cellular Block comprising the former NPSPAC Channels and the 10 MHz in the 1.9 GHz band, the NCG would experience a considerable loss of Total Channels only in EA markets in which Non-Nextel EA and Cellular-architecture System Site licensee(s) hold more than 200 Channels. As noted above, even in these EA markets, Nextel considerably would increase its Clean or MHz/Pops Equivalent Spectrum. However, the Commission seemingly indicates in ¶ 164 that the *pro rata* distribution approach is applicable in EA

By improperly moving Site-Licensed Spectrum on a Total Channels, rather than upon a Clean Spectrum or MHz/Pops Equivalent basis,¹⁰¹ the *Report and Order* creates an artificial spectrum “logjam” in many of the one hundred eighteen (118) EA markets in which Nextel or Nextel Partners share EA- (and occasionally Site-Licensed) Spectrum. The *Report and Order* then seeks to resolve its mathematical quandary by limiting the number of Total Channels a Non-Nextel EA licensee or Cellular-architecture System licensee may hold in a particular EA market even though Nextel holds a nationwide “running” average of 3.3 MHz of 700 MHz Guard Band spectrum and is allocated a nationwide 10 MHz license in the 1.9 GHz band.¹⁰²

The Consensus Parties’ Proposal sought to discriminate between the Nextel Control Group and Non-Nextel EA licensees by conditioning the movement of the latter’s EA authorizations upon satisfaction of the two prongs of the Cellular Deployment Test. Upon meeting one of such prongs, a Non-Nextel EA licensee’s EA Authorizations would move into the new Cellular Block only upon a geographic “footprint” basis. As pointed out in Preferred’s Ex Parte Presentations filed on March 2, 2004 and April 23, 2004, such disparate treatment violated the Due Process, Equal Protection and Takings Clauses of the Fifth Amendment to the U.S. Constitution and the FCC’s statutory mandate to maintain regulatory parity and promote competition.¹⁰³

The *Report and Order* abandoned the Cellular Deployment Test with respect to Non-Nextel EA licensee’s EA Authorizations. However, it effectively replaced the geographic “footprint” limitation in the Consensus Parties’ Proposal with a reduction of the Non-Nextel EA and Cellular-architecture System Site licensee’s Total Channels thus negatively impacting both spectrum rights purchased by a Non-Nextel EA licensee in FCC Auctions #34, #36 and #43.¹⁰⁴

The *Report and Order* seeks to justify its application of the *pro rata* distribution approach by the reduction of the Nextel Control Group’s Total EA Channels.¹⁰⁵ However, the Commission impermissibly discriminates against Non-Nextel EA, Cellular-architecture System Site and other Site licensees with respect to several other issues including, but not limited to:

- (5) The FCC previously has granted Nextel and Nextel Partners a waiver so that their respective Site Channels construction deadline coincides with

market in which two or more ESMR licensees already operate and each holds more Channels than can be accommodated by the movement to the one hundred twenty (120) Channels comprised of the former NPSPAC Channels (821-824 MHz/866-869 MHz).

¹⁰¹ See *Verizon Wireless White Paper*, at pp. 11-12 & n. 49.

¹⁰² See *id.*

¹⁰³ See Preferred Communication Systems, Inc., Ex Parte Presentation, April 23, 2004, at pp. 5-6; Preferred Communication Systems, Inc., Ex Parte Presentation, March 2, 2004, at pp. 37-38; n. 14 *supra*.

¹⁰⁴ See 47 C.F.R. § 90.683.

¹⁰⁵ See *Report and Order*, at ¶ 168 & n. 444.

such deadline for their respective EA Authorizations—December 20, 2005;¹⁰⁶ however, with respect to Site Channels held by Non-Nextel EA licensees, the *Report and Order* such Channels to the ESMR portion of the band only if the Non-Nextel EA licensees have constructed such Channels as part of a Cellular-architecture System by the date of the publication of the *Report and Order* in the Federal Register. No rationale is offered by the Commission to justify such discriminatory treatment that would appear similar to that barred by the D.C. Circuit Court of Appeals in the *Fresno Mobile Radio* case.¹⁰⁷

(6) In paragraph 163 of the *Report and Order*, the Commission further restricts the movement of Site-Licensed Spectrum held by Non-Nextel EA licensees to such Spectrum held in EA markets in which such licensees hold one or more EA Authorizations. No rationale is offered by the FCC for this restriction, which in certain cases may require a Non-Nextel EA licensee to deconstruct a Cellular-architecture System in markets in which it holds only Site licenses.

(7) The FCC exclusively allocates the 10 MHz of 1.9 GHz band to Nextel regardless of its 800 MHz band spectrum holdings purportedly by a private sale rather than by modifying and reassigning the frequencies of General Category and Lower 80 EA Authorizations in each of the one hundred seventy-five (175) EA markets on an EA market wide Clean 1:1 basis.¹⁰⁸

3. Without *Pro Rata* Distribution Approach

The *pro rata* distribution approach apparently results from Nextel's objection to the costs of vacating its Upper 200 EA Channels on a Clean 1:1 basis to accommodate the EA- and Site-Licensed spectrum holdings of Non-Nextel EA and Cellular-architecture System Site licensees.¹⁰⁹ According to Nextel, vacating a considerable portion of its Upper 200 EA Channels in Southern's core markets would require it to construct numerous additional cell sites and expending several hundred million dollars in capital expenditures.¹¹⁰ However, contrary to Nextel's contention in its June 14, 2004 Ex Parte Presentation, it would vacate the vast majority of its Upper 200 EA Channels in only six (6) EA markets.¹¹¹

¹⁰⁶ See Nextel Partners, Inc., Form 10-K for the period ended December 31, 2003, at pp. 20-21.

¹⁰⁷ See *Report and Order*, at ¶ 163; *Fresno Mobile Radio, Inc. v. FCC*, 165 F.3d 965 (D.C. Cir. 1999).

¹⁰⁸ See *Report and Order*, at ¶¶ 31-35.

¹⁰⁹ See Nextel Communications, Inc., Ex Parte Presentation, June 14, 2004, p. 4.

¹¹⁰ See *id.*

¹¹¹ Southern holds 257 or more Total Channels in the following EA markets: (1) Atlanta, Georgia-Alabama-North Carolina (260 Total Channels); (2) Huntsville, Alabama-

Ignoring the impermissible discrimination set forth above with respect to the treatment of Non-Nextel EA and Cellular-architecture System Site licensees' spectrum holdings, the movement methodology set forth in paragraph 163 of the *Report and Order* provides a guide to resolving its legal, practical and mathematical infirmities encountered upon applying it to the license holdings in EA markets. As the Commission determined, EA authorizations should move into the ESMR portion of the band upon an EA market wide, Clean 1:1 basis. Such movement should be based upon the type of license held rather than the identity of the licensee.

As Preferred previously has noted, Site-Licensed Spectrum should be moved on a Clean or MHz/Pops Equivalent basis. Moving such Spectrum on a Total Channels or EA market wide Clean 1:1 basis results in an unnecessary spectrum "logjam" in many of the one hundred eighteen (118) EA markets in which Nextel or Nextel Partners shares EA-Licensed Spectrum with Non-Nextel EA licensees. Moreover, such approach clearly conflicts with the competitive bidding provisions of Section 309(j) and numerous FCC precedent.¹¹² Furthermore, such approach necessarily leads the Commission to impermissibly discriminate against Non-Nextel EA licensees, Cellular-architecture System Site and other Site licensees.

However, Preferred maintains that if the Site-Licensed Spectrum of the Nextel Control Group moves to the ESMR portion of the band on an EA market wide, Clean 1:1 basis without regard to its construction status or market location, the Site-Licensed Spectrum of Non-Nextel EA licensees is required to be identically treated.¹¹³ Such treatment would allow Non-Nextel EA licensees to move Site-Licensed Spectrum it presently holds or acquires into the ESMR portion of the band if it constructs such Spectrum as part of a cellular-architecture system by the construction deadline for Nextel's or Nextel's Partners' Site-Licensed Spectrum regardless of whether it holds an EA Authorization in the particular market.

Tennessee (259 Total Channels); (3) Birmingham, Alabama (347 Total Channels); (4) Montgomery, Alabama (257 Total Channels); (5) Mobile, Alabama (313 Total Channels); and (6) Biloxi-Gulfport-Pascagoula, Mississippi. Assuming Southern's General Category EA-and Site- Licensed Spectrum (and in certain EA markets several of its BILT Channels) moves into the former NPSPAC Channels in these EA markets, Southern would need 137-140 of Nextel's or Nextel Partners' Upper 200 EA Channels in four of these EA markets. Nextel or Nextel Partners would retain 60-63 Upper 200 EA Channels, its 900 MHz spectrum (nationwide "running" average of 3.3 MHz) and would be allocated exclusively 10 MHz of 1.9 GHz band spectrum or a total of 16-16.15 MHz of Clean or MHz/Pops Equivalent Spectrum. Even without the 900 MHz spectrum, Nextel's Clean or MHz/Pops Equivalent Spectrum actually would increase in these four EA markets.

¹¹² See *Verizon Wireless White Paper*, at pp. 4-16; Cellular Telecommunications & Internet Association, Ex Parte Presentation, December 4, 2003, at pp. 3-4, 8-13.

¹¹³ Failure to treat such Site-Licensed Spectrum identically to that held by the Nextel Control Group would violate the Commission's statutory mandate to maintain regulatory parity and promote competition.

SCHEDULE 1

**NON-NEXTEL SMR, BILT AND
PUBLIC SAFETY SITE LICENSES IN CHANNELS 1-150
AND CHANNELS 401-600**

NON-NEXTEL SMR, BILT AND PUBLIC SAFETY SITE LICENSES IN CHANNELS 1-150 AND CHANNELS 401-600

BEA #	BEA Name	Total Pops									Public Safety		Non-Nextel Site Totals				Total to be Moved into Nextel's Lower 80	Nextel's Lower 80	Difference	Nextel BILT	Difference
											1-150	401-600	1-150	151-400	401-600	1-600					
4	Burlington, VT-NY	605,393	0	0	14	0	2	1	5	51	0	53	1	19	73	72	80	-8	121	-129	
5	Albany-Schenectady-Troy, NY	1,171,669	18	45	31	33	1	39		2	0	21	84	31	136	52	80	-28	92	-120	
7	Rochester, NY-PA	1,493,518	1	29	4	7	20	7	14	55	0	76	36	18	130	94	80	14	61	-47	
11	Harrisburg-Lebanon-Carlisle, PA	1,125,265	23	21	13	21	2	23		4	0	29	44	13	86	42	80	-38	43	-81	
14	Salisbury, MD-DE-VA	363,970	88	34	10	15	3	44		1	0	92	78	10	180	102	80	22	39	-17	
16	Staunton, VA-WV	334,087	22	3	16	2		7		0	0	22	10	16	48	38	79	-41	35	-76	
17	Roanoke, VA-NC-WV	826,284	21	19	5	9	1	67		2	0	24	86	5	115	29	79	-50	26	-76	
20	Norfolk-Virginia Beach-	1,722,764	30	33	0	5	4	60		15	0	49	93	0	142	49	75	-26	42	-68	
21	Greenville, NC	823,517	18	43	8	37	2	70		11	0	31	113	8	152	39	76	-37	12	-49	
22	Fayetteville, NC	528,224	7	0	5	0		48		1	0	8	48	5	61	13	70	-57	14	-71	
23	Charlotte-Gastonia-Rock	2,031,519	31	21	30	20	12	103		28	0	71	124	30	225	101	80	21	23	-2	
24	Columbia, SC	932,115	27	2	5	0	8	87		4	0	39	89	5	133	44	80	-36	19	-55	
25	Wilmington, NC-SC	878,267	31	93	41	53	3	97		3	0	37	190	41	268	78	80	-2	9	-11	
26	Charleston-North Charleston, SC	587,297	22	38	5	15	11	84		0	0	33	122	5	160	38	80	-42	11	-53	
27	Augusta-Aiken, GA-SC	604,799	9	89	2	10	12	24		3	0	24	113	2	139	26	75	-49	6	-55	
28	Savannah, GA-SC	668,214	25	126	4	37	7	15		5	0	37	141	4	182	41	75	-34	8	-42	
32	Fort Myers-Cape Coral, FL	692,265	34	26	20	23		12		26	0	60	38	20	118	80	80	0	76	-76	
33	Sarasota-Bradenton, FL	763,795	12	0	1	0	1	13		33	0	46	13	1	60	47	80	-33	80	-113	
34	Tampa-St. Petersburg-	2,395,997	7	0	4	0	17	35		33	0	57	35	4	96	61	80	-19	65	-84	
37	Albany, GA	468,178	7	109	5	9	5	18		0	0	12	127	5	144	17	80	-63	1	-64	
38	Macon, GA	768,701	4	143	0	40	7	12		4	0	15	155	0	170	15	80	-65	2	-67	
39	Columbus, GA-AL	496,538	14	87	25	0	4	21		6	0	24	108	25	157	49	80	-31	2	-33	
41	Greenville-Spartanburg-	1,248,824	9	35	32	35	4	88	4	4	0	17	123	36	176	53	80	-27	13	-40	
42	Asheville, NC	444,594	0	10	8	10	2	19		3		5	29	8	42	13	80	-67	1	-68	
43	Chattanooga, TN-GA	720,375	15	92	22	20	2	82		0		17	174	22	213	39	80	-41	7	-48	
44	Knoxville, TN	983,329	34	66	30	61		34		0		34	100	30	164	64	80	-16	6	-22	
45	Johnson City-Kingsport-Bristol	576,061	21	28	2	28	8	49		4		33	77	2	112	35	80	-45	1	-46	
46	Hickory-Morganton, NC-TN	519,208	0	10	14	10		33		4		4	43	14	61	18	80	-62	18	-80	
47	Lexington, KY-TN-VA-WV	1,851,367	16	23	47	22	3	89		3		2	112	47	181	69	80	-11	84	-95	
49	Cincinnati-Hamilton, OH-KY-IN	2,184,860	1	0	1	0	16	82		32		49	82	1	132	50	80	-30	14	-44	
50	Dayton-Springfield, OH	1,133,004	4	14	10	11	4	39		6		14	53	10	77	24	75	-51	6	-57	
51	Columbus, OH	2,349,060	0	5	0	5	12	100		16		28	105	0	133	28	80	-52	42	-94	
52	Wheeling, WV-OH	327,645	0	25	58	25		38		5		5	63	58	126	63	80	-17	10	-27	
53	Pittsburgh, PA-WV	2,971,829	28	34	7	0		62		6		34	96	7	137	41	80	-39	84	-123	
54	Erie, PA	519,348	5	0	8	0	1	6	5	11		17	6	13	36	30	80	-50	75	-125	
56	Toledo, OH	1,294,395	0	5	0	0	4	48	16	28		32	53	16	101	48	80	-32	131	-163	

NON-NEXTEL SMR, BIL/T AND PUBLIC SAFETY SITE LICENSES IN CHANNELS 1-150 AND CHANNELS 401-600

BEA #	BEA Name	Total Pops								Public Safety		Non-Nextel Site Totals				Total to be Moved into Nextel's Lower 80	Nextel's Lower 80	Difference	Nextel BILT	Difference
										1-150	401-600	1-150	151-400	401-600	1-600					
115	Rapid City, SD-MT-NE-ND	213,896	3	52	58	47		14		0		3	66	58	127	61	70	-9	0	-9
116	Sioux Falls, SD-IA-MN-NE	519,143	10	48	80	28	1	72		0		11	120	80	211	91	80	11	0	11
117	Sioux City, IA-NE-SD	252,658	2	29	71	19		43		1		3	72	71	146	74	80	-6	0	-6
118	Omaha, NE-IA-MO	1,044,156	16	26	78	26	7	50		0		23	76	78	177	101	80	21	44	-23
119	Lincoln, NE	379,321	5	10	65	5	2	19		1		8	29	65	102	73	80	-7	29	-36
120	Grand Island, NE	288,047	0	10	5	10		20		0		0	30	5	35	5	80	-75	0	-75
121	North Platte, NE-CO	61,758	0	8	15	5		7		0		0	15	15	30	15	80	-65	0	-65
122	Wichita, KS-OK	1,175,577	28	46	63	40	5	63		8		41	109	63	213	104	80	24	56	-32
123	Topeka, KS	454,539	4	23	3	23		6		0		4	29	3	38	7	80	-73	77	-150
124	Tulsa, OK-KS	1,384,426	4	40	25	35	17	94		5		26	134	25	185	51	80	-29	43	-72
125	Oklahoma City, OK	1,698,197	9	19	10	11	37	100		14		60	119	10	189	70	80	-10	57	-67
130	Austin-San Marcos, TX	1,349,627	14	12	15	0	6	81		3		23	93	15	131	38	80	-42	15	-57
133	McAllen-Edinburg-Mission, TX	978,369	1	0	0	0	1			0		2	0	0	2	2	80	-78	0	-78
136	Hobbs, NM-TX	190,340	15	64	31	59	7	77	5	8		30	141	36	207	66	80	-14	2	-16
137	Lubbock, TX	374,626	24	56	5	37	2	103	5	2		28	159	10	197	38	80	-42	15	-57
139	Santa Fe, NM	258,790	3	35	3	35	2	23		1		6	58	3	67	9	80	-71	49	-120
140	Pueblo, CO-NM	279,600	0	26	5	20	1	16		0		1	42	5	48	6	80	-74	40	-114
142	Scottsbluff, NE-WY	92,360	0	0	0	0	1	7		0		1	7	0	8	1	80	-79	0	-79
143	Casper, WY-ID-UT	408,708	4	15	23	10		56		2		6	71	23	100	29	80	-51	18	-69
145	Great Falls, MT	166,564	0	47	5	47	2	14	4	0		2	61	9	72	11	80	-69	0	-69
146	Missoula, MT	399,183	21	35	61	30		16	5	1		22	51	66	139	88	80	8	2	6
147	Spokane, WA-ID	829,735	17	33	21	23	1	43	2	13		31	76	23	130	54	80	-26	67	-93
148	Idaho Falls, ID-WY	306,120	8	40	0	30	1	44		0		9	84	0	93	9	80	-71	9	-80
149	Twin Falls, ID	162,397	3	39	30	16	1	77		0		4	116	30	150	34	80	-46	0	-46
150	Boise City, ID-OR	574,876	25	42	20	19	3	76		1		29	118	20	167	49	80	-31	3	-34
152	Salt Lake City-Ogden, UT-ID	2,088,974	45	43	35	30	7	67		9		61	110	35	206	96	80	16	60	-44
154	Flagstaff, AZ-UT	401,766	63	56	15	52	1	59		0		64	115	15	194	79	80	-1	0	-1
155	Farmington, NM-CO	193,872	2	0	9	0	1	47		0		3	47	9	59	12	80	-68	0	-68
156	Albuquerque, NM-AZ	921,086	27	49	15	35	4	57		3		34	106	15	155	49	80	-31	47	-78
157	El Paso, TX-NM	955,602	5	10	2	10	2	5		1		8	15	2	25	10	80	-70	0	-70
158	Phoenix-Mesa, AZ-NM	3,407,197	20	23	10	21	30	72		21		71	95	10	176	81	80	1	57	-56
159	Tucson, AZ	999,882	19	0	10	0	2	14		0		21	14	10	45	31	80	-49	3	-52
161	San Diego, CA	2,813,833	1	0	0	0	1			0		2	0	0	2	2	80	-78	1	-79
162	Fresno, CA	1,419,998	34	10	8	10	33	45		5		72	55	8	135	80	80	0	65	-65
164	Sacramento-Yolo, CA	2,311,567	21	27	0	0	10	81		4		35	108	0	143	35	80	-45	43	-88
165	Redding, CA-OR	336,820	17	9	8	9		18		0		17	27	8	52	25	80	-55	5	-60
166	Eugene-Springfield, OR-CA	791,778	41	54	5	39		24		0		41	78	5	124	46	80	-34	61	-95
167	Portland-Salem, OR-WA	2,883,737	18	66	10	54	11	54		37		66	120	10	196	76	80	-4	54	-58
168	Pendleton, OR-WA	200,681	3	6	0	6	2	10		5		10	16	0	26	10	80	-70	0	-70
169	Richland-Kennewick-Pasco, WA	677,674	8	46	35	41	5	58	5	24		37	104	40	181	77	80	-3	77	-80

NON-NEXTEL SMR, BILT AND PUBLIC SAFETY SITE LICENSES IN CHANNELS 1-150 AND CHANNELS 401-600

BEA #	BEA Name	Total Pops	Public Safety										Non-NexTel Site Totals				NexTel's Lower 80	Difference	NexTel BILT	Difference
			1-150	401-600	1-150	151-400	401-600	1-600												
58	Northern Michigan, MI	269,986	2	0	0	0	7	19	11	3	12	19	11	42	23	80	-57	124	-181	
59	Green Bay, WI-MI	671,225	6	5	0	0	3	24	1	0	10	29	1	40	11	80	-69	74	-143	
60	Appleton-Oshkosh-Neenah, WI	433,250	0	0	5	0	0	23	0	0	23	5	28	5	80	-75	34	-109		
61	Traverse City, MI	286,745	0	0	5	0	1	41	3	4	41	5	50	9	80	-71	53	-124		
62	Grand Rapids-Muskegon-Holland	1,881,991	34	21	0	15	6	79	9	49	100	0	149	49	80	-31	87	-118		
63	Milwaukee-Racine, WI	2,255,183	14	20	8	15	6	47	5	25	67	8	100	33	80	-47	71	-118		
65	Ekhart-Goshen, IN-MI	936,245	10	22	0	9	5	51	1	16	73	0	89	16	80	-64	24	-88		
66	Fort Wayne, IN	725,847	26	2	0	2	6	81	4	36	83	0	119	36	80	-44	18	-82		
67	Indianapolis, IN-IL	3,066,469	21	33	22	25	25	95	5	51	128	22	201	73	80	-7	56	-63		
68	Evansville-Henderson, IN-KY-IL	854,714	0	26	5	22	5	66	1	6	92	5	103	11	80	-69	45	-114		
70	Louisville, KY-IN	1,416,914	2	43	30	35	10	45	6	18	88	30	136	48	80	-32	54	-86		
72	Paducah, KY-IL	226,566	0	10	0	10	0	20	0	0	30	0	30	0	80	-90	0	-90		
74	Huntsville, AL-TN	997,824	15	109	19	7	16	25	12	43	134	19	186	62	75	-13	3	-16		
75	Tupelo, MS-AL-TN	625,002	5	91	24	2	15	21	0	5	112	24	141	29	76	-47	8	-56		
76	Greenville, MS	252,280	0	73	8	23	15	36	6	21	109	8	138	29	80	-51	18	-89		
77	Jackson, MS-AL-LA	1,432,518	15	103	15	5	54	57	17	86	160	15	261	101	75	-26	1	-25		
78	Birmingham, AL	1,578,903	9	103	26	8	9	34	3	21	137	26	184	47	65	-18	1	-19		
78	Montgomery, AL	481,137	19	96	0	5	5	19	1	25	117	0	142	25	75	-50	1	-51		
80	Mobile, AL	676,258	16	98	10	0	11	38	5	32	136	10	178	42	65	-23	2	-25		
81	Pensacola, FL	623,252	9	80	48	0	19	31	22	50	111	48	209	98	70	-28	0	-28		
82	Biloxi-Gulfport-Pascagoula, MS	386,754	19	47	4	0	20	46	8	47	93	4	144	51	75	-24	2	-26		
84	Baton Rouge, LA-MS	739,673	7	15	13	15	23	91	36	66	106	13	185	79	80	-1	0	-1		
85	Lafayette, LA	601,654	6	29	7	5	6	59	15	27	88	7	122	34	80	-46	0	-46		
86	Lake Charles, LA	536,758	7	43	10	41	37	97	15	59	140	10	209	69	80	-11	0	-11		
87	Beaumont-Port Arthur, TX	456,637	16	25	0	23	48	93	18	84	118	0	202	84	80	-4	0	-4		
88	Shreveport-Bossier City, LA-AR	573,616	22	42	43	37	21	93	8	51	135	43	229	94	80	-14	4	-10		
89	Monroe, LA	333,519	0	16	8	10	26	92	13	39	107	8	154	47	80	-33	0	-33		
91	Fort Smith, AR-OK	329,136	8	23	18	17	17	77	7	32	100	18	150	50	80	-30	0	-30		
92	Fayetteville-Springdale-Rogers	405,160	4	3	0	3	3	86	3	10	89	0	99	10	80	-70	0	-70		
93	Joplin, MO-KS-OK	263,904	0	9	5	9	14	14	0	0	23	5	28	5	75	-70	0	-70		
94	Springfield, MO	859,559	16	15	11	12	4	29	1	21	44	11	76	32	80	-48	6	-54		
95	Jonesboro, AR-MO	303,652	6	35	31	32	47	80	17	70	115	31	216	101	80	-21	0	-21		
96	St. Louis, MO-IL	3,658,661	38	94	28	47	16	112	6	60	206	28	294	86	80	-8	0	-8		
97	Springfield, IL-MO	517,642	13	66	69	28	2	59	3	18	125	69	212	87	80	-7	38	-31		
98	Columbia, MO	369,014	0	13	5	8	5	47	3	8	60	5	73	13	80	-67	7	-74		
99	Kansas City, MO-KS	2,469,340	11	35	25	20	15	63	13	39	98	25	162	64	80	-16	38	-54		
101	Peoria-Pekin, IL	528,671	11	25	25	15	2	60	0	13	85	25	123	38	62	-24	19	-43		
102	Davenport-Moline-Rock Island	558,919	0	36	67	33	6	63	0	6	99	67	172	73	70	-3	34	-31		
103	Cedar Rapids, IA	384,557	9	48	89	38	1	49	0	10	97	89	196	99	80	-19	26	-7		
104	Madison, WI-IA	933,823	12	27	65	22	1	67	1	13	94	65	172	76	80	-2	49	-51		
105	La Crosse, WI-MN	241,903	1	10	50	5	14	14	1	2	24	50	76	52	80	-28	46	-74		
106	Rochester, MN-IA-WI	318,374	1	17	50	17	3	30	0	4	47	50	101	54	80	-26	36	-62		
108	Wausau, WI	487,723	2	10	0	10	0	24	0	2	34	0	36	2	80	-78	40	-118		
109	Duluth-Superior, MN-WI	390,059	9	0	34	0	1	2	1	11	2	56	69	67	80	-13	61	-74		
111	Minot, ND	111,195	15	6	40	0	3	8	2	18	14	42	74	60	80	-20	0	-20		
112	Bismarck, ND-MT-SD	175,427	14	13	78	8	28	1	1	15	41	76	132	91	80	-11	0	-11		
113	Fargo-Moorhead, ND-MN	371,691	2	33	86	28	21	1	1	3	54	86	143	89	80	-9	0	-9		
114	Aberdeen, SD	82,608	17	50	14	40	30	0	0	17	80	14	111	31	75	-44	0	-44		

NON-NEXTEL SMR, BIL/T AND PUBLIC SAFETY SITE LICENSES IN CHANNELS 1-150 AND CHANNELS 401-600

BEA #	BEA Name	Total Pops	Public Safety								Non-Nextel Site Totals				Total to be Moved into Nextel's Lower 80	Nextel's Lower 80	Difference	Nextel BILT	Difference
			1-150	401-600	1-150	151-400	401-600	1-600											
173	Guam and the Northern Mariana	57,291	0	0	0	0					0	0	0	0	0	80	-80		-80
175	American Samoa	224,028	0	0	0	0					0	0	0	0	0	80	-80		-80
176	Gulf of Mexico		3	45	40	40	56				3	101	40	144	43	80	-37		-37

Pops in all Markets **285,675,235**

Pops in all Major Deficiency Markets (Lower 80 Channels) **174,792,406**

Pops in all Major Deficiency Markets (Lower 80 Channels and BILT Channels) **103,179,578**

Average All Markets	24.08	41.55	28.87	21.51	14.38	52.97	1.55	13.04	0.01	51.50	94.51	30.41	176.43	81.91	78.89	3.03	33.01	-29.25
Average Major Deficiency Markets (Lower 80 Channels)	63.63	64.81	59.34	38.34	39.06	76.59	1.13	18.41	0.00	121.09	141.406	60.47	322.97	181.56	78.94	102.63	42.34	60.28
Average Major Deficiency Markets (Lower 80 + BILT Channels)	55.79	62.38	54.05	32.55	34.21	69.66	1.97	24.61	0.00	114.61	132.05	56.03	302.68	170.63	72.42	98.21	36.97	61.24

SCHEDULE 2

NEXTEL CONTROL GROUP'S SPECTRUM ENHANCEMENT
UNDER THE REPORT AND ORDER

NEXTEL'S AND NEXTEL PARTNERS' SPECTRUM ENHANCEMENT
UNDER REPORT AND ORDER

		Clean Frequencies		Clean MHz		Clean Frequencies		Clean MHz		# of Frequencies		Total MHz		Clean Frequencies		Clean MHz	
Bangor, MI	1	526,106	137	5	6.85	71	3.58	80	16	4.00	70	3.50	79	3.95	0	0.00	
Portland, NJ	2	748,817	143	4	7.25	42	2.10	80	12	4.00	7	0.35	74	3.70	0	0.00	
Boston-WC	3	7,954,554	150	6	7.50	3	0.15	80	14	4.00	8	0.40	135	6.75	0	0.00	
Burlington,	4	605,393	141	3	7.05	72	3.60	80	16	4.00	80	4.00	121	6.05	0	0.00	
Albany-Sci	5	1,171,689	150	6	7.50	80	4.00	80	16	4.00	24	1.20	92	4.60	0	0.00	
Syracuse,	6	1,902,640	150	6	7.50	52	2.60	80	16	4.00	85	3.25	147	7.35	0	0.00	
Rochester,	7	1,493,518	140	6	7.50	74	3.70	80	16	4.00	73	3.65	61	3.05	0	0.00	
Buffalo-Nia	8	1,507,759	150	6	7.50	18	0.90	80	16	4.00	80	4.00	0	0.00	0	0.00	
State Colle	9	809,979	150	6	7.50	1	0.05	80	14	4.00	65	3.25	60	3.00	0	0.00	
New York-	10	25,712,577	150	6	7.50	13	0.65	80	16	4.00	0	0.00	83	4.15	0	0.00	
Harrisburg,	11	1,125,265	145	4	7.25	74	3.70	80	15	4.00	59	2.95	43	2.15	0	0.00	
Philadelph	12	7,308,792	153	6	7.65	52	2.60	80	14	4.00	60	3.00	61	3.05	0	0.00	
Washington	13	8,403,130	150	2	7.50	7	0.35	80	16	4.00	53	2.65	84	4.20	0	0.00	
Salisbury,	14	363,970	148	4	7.30	39	1.95	80	13	4.00	80	2.50	38	1.95	0	0.00	
Richmond-	15	1,446,123	145	1	7.25	6	0.30	80	13	4.00	55	2.75	51	2.55	0	0.00	
Staunton,	16	334,087	141	0	7.05	0	0.00	79	14	3.95	66	3.30	35	1.75	0	0.00	
Roanoke,	17	826,284	132	0	6.60	0	0.00	79	14	3.95	70	3.50	26	1.30	0	0.00	
Greensbor	18	1,854,853	150	5	7.50	90	4.50	79	11	3.95	32	1.60	17	0.85	0	0.00	
Raleigh-Di	19	1,831,510	150	6	7.50	114	5.70	80	13	4.00	50	2.50	23	1.15	0	0.00	
Norfolk-Vir	20	1,722,764	136	3	6.80	35	1.75	75	14	3.75	55	2.75	42	2.10	0	0.00	
Greenville,	21	823,517	143	5	7.15	101	5.05	78	13	3.90	30	1.50	12	0.60	0	0.00	
Fayetteville	22	528,224	146	4	7.25	92	4.65	70	14	3.50	78	3.90	14	0.70	0	0.00	
Charlotte-C	23	2,031,519	150	6	7.50	84	4.20	80	18	4.00	60	3.00	23	1.15	0	0.00	
Columbia,	24	932,115	110	3	5.50	60	3.00	80	15	4.00	78	3.75	19	0.95	0	0.00	
Wilmington	25	878,267	150	6	7.50	93	4.65	80	14	4.00	22	1.10	9	0.45	0	0.00	
Charleston	26	587,297	140	3	6.60	68	2.75	80	14	4.00	55	2.75	11	0.55	0	0.00	
Augusta-AI	27	604,799	107	2	6.35	40	2.00	75	16	3.75	70	3.50	6	0.30	0	0.00	
Savannah,	28	668,214	130	3	6.50	53	2.65	75	13	3.75	39	1.90	8	0.40	0	0.00	
Jacksonvill	29	1,885,190	138	3	6.80	30	1.50	80	15	4.00	50	2.50	79	3.95	0	0.00	
Orlando, F	30	3,642,540	150	6	7.50	58	2.75	80	15	4.00	59	2.95	93	4.65	0	0.00	
Miami-Fort	31	5,602,222	150	6	7.50	62	3.10	80	15	4.00	23	1.15	86	4.30	0	0.50	
Fort Myers	32	692,265	133	4	6.65	67	3.35	80	15	4.00	57	2.85	76	3.80	0	0.00	
Sarasota-E	33	763,795	144	4	7.20	73	3.65	80	16	4.00	80	4.00	80	4.00	0	0.00	
Tampa-St.	34	2,395,997	127	3	6.35	61	3.05	80	15	4.00	80	4.00	65	3.25	0	0.00	
Tallahassee	35	720,434	143	3	7.15	31	1.55	72	8	3.80	27	1.35	27	1.35	0	0.00	
Dothan, AL	36	332,409	145	3	7.25	26	1.30	80	13	4.00	50	2.50	0	0.00	0	0.00	
Albany, GA	37	468,178	142	3	7.10	69	3.45	80	10	4.00	42	2.10	1	0.05	0	0.00	
Macon, GA	38	768,701	143	2	7.15	39	1.95	80	14	4.00	25	1.25	2	0.10	0	0.00	
Columbus,	39	496,538	119	2	5.95	36	1.80	80	11	4.00	55	2.75	2	0.10	0	0.00	
Atlanta, GA	40	5,471,412	150	1	7.50	3	0.15	80	12	4.00	30	1.50	8	0.45	0	0.00	
Greenville-	41	1,248,824	134	3	6.70	59	2.95	80	16	4.00	35	1.75	13	0.65	0	0.00	
Asheville,	42	444,594	150	6	7.50	145	7.25	80	15	4.00	70	3.50	1	0.05	0	0.00	
Chattanooga	43	720,375	131	3	6.55	60	3.00	80	18	4.00	55	2.75	7	0.35	0	0.00	
Knoxville,	44	983,329	141	5	7.05	96	4.80	80	18	4.00	14	0.70	6	0.30	0	0.00	
Johnson C	45	576,081	150	6	7.50	117	5.85	80	18	4.00	62	2.60	1	0.05	0	0.00	
Hickory-Mc	46	519,208	150	6	7.50	146	7.30	80	18	4.00	70	3.50	18	0.90	0	0.00	
Lexington,	47	1,851,367	150	6	7.50	110	5.50	80	18	4.00	62	3.10	84	4.20	0	0.00	
Charleston	48	1,199,373	145	3	7.40	9	0.45	80	14	4.00	48	2.40	31	1.55	0	0.00	
Cincinnati-	49	2,184,860	143	6	7.15	87	4.35	80	16	4.00	90	4.50	14	0.70	0	0.00	
Dayton-Sp	50	1,133,004	145	6	7.25	112	5.60	75	15	3.75	72	3.60	6	0.30	0	0.00	
Columbus,	51	2,349,080	150	6	7.50	108	5.40	80	16	4.00	75	3.75	42	2.10	0	0.00	
Wheeling,	52	327,645	150	6	7.50	145	7.25	80	16	4.00	55	2.75	10	0.50	0	0.00	
Pittsburgh,	53	2,971,829	150	6	7.50	115	5.75	80	16	4.00	86	4.30	84	4.20	0	0.00	
Erie, PA	54	519,348	150	6	7.50	133	6.65	80	16	4.00	80	4.00	75	3.75	0	0.00	
Cleveland-	55	4,692,460	150	6	7.50	13	0.65	80	16	4.00	75	3.75	118	5.90	0	0.00	
Toledo, OH	56	1,294,395	150	6	7.50	118	5.90	80	18	4.00	89	4.45	131	6.55	0	0.00	
Detroit-Ann	57	8,963,637	150	6	7.50	19	0.95	80	16	4.00	58	2.90	136	6.80	0	0.00	

		Client Frequencies		Clean MHz		Client Frequencies		Clean MHz		% of Frequencies		Total MHz		Clean Frequencies		Clean MHz		ALL 4 Channels										
City	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count	Count
Lincoln, NE	119	379,321	150	3	7.50	142	7.10	80	16	4.00	75	3.75	29	1.45	0	0.00	0	0	280	63								
Grand Island	120	286,047	150	3	7.50	125	6.25	80	16	4.00	70	3.50	0	0.00	0	0.00	25	0	255	60								
North Platte	121	61,758	150	3	7.50	125	6.25	80	16	4.00	72	3.60	0	0.00	0	0.00	25	0	255	58								
Wichita, KS	122	1,175,577	148	3	7.25	100	5.00	80	14	4.00	40	2.00	56	2.80	0	0.00	25	16	28	217	77							
Topeka, KS	123	454,539	148	3	7.46	121	6.05	80	16	4.00	67	3.35	77	3.85	0	0.00	26	0	255	77								
Tulsa, OK	124	1,384,426	150	4	7.50	81	4.05	80	13	4.00	40	2.00	43	2.15	0	0.00	59	5	225	104								
Oklahoma	125	1,698,197	150	4	7.50	72	3.60	80	14	4.00	59	2.95	57	2.85	0	0.00	56	10	12	208	77							
Western O	126	139,761	108	4	6.25	1	0.05	80	15	4.00	65	3.25	4	0.20	0	0.00	50	8	225	159								
Dallas-Fort	127	7,645,530	150	3	7.50	2	0.10	80	16	4.00	33	1.65	69	3.45	0	0.00	0	5	275	260								
Abilene, TX	128	222,147	147	3	7.35	16	0.80	80	16	4.00	72	3.60	12	0.60	0	0.00	25	5	250	162								
San Angelo	129	202,679	127	3	6.35	3	0.15	80	14	4.00	70	3.50	8	0.40	0	0.00	25	16	245	172								
Austin-San	130	1,349,627	144	4	7.20	81	4.05	80	15	4.00	70	3.50	16	0.75	0	0.00	56	5	225	74								
Houston-G	131	5,632,853	150	3	7.50	83	4.15	80	18	4.00	63	3.15	48	2.40	0	0.00	0	9	280	134								
Corpus Ch	132	549,012	134	4	6.70	12	0.60	90	18	4.00	33	1.65	11	0.55	0	0.00	50	0	230	185								
McAllen-E	133	978,369	150	3	7.50	160	7.50	80	16	4.00	80	4.00	0	0.00	0	0.00	0	0	280	50								
San Antonio	134	2,141,060	148	4	7.40	29	1.45	78	14	3.80	45	2.25	22	1.10	0	0.00	56	19	220	146								
Odessa-M	135	388,007	150	3	7.50	73	3.65	80	16	4.00	20	1.00	20	1.00	0	0.00	0	0	280	187								
Hobbs, NM	136	190,340	127	3	6.35	109	5.45	80	16	4.00	21	1.05	2	0.10	0	0.00	25	0	255	125								
Lubbock, T	137	374,626	145	3	7.25	104	5.20	80	16	4.00	38	1.90	16	0.75	0	0.00	25	0	255	113								
Amarillo, T	138	481,633	87	3	4.35	1	0.05	80	18	4.00	70	3.50	6	0.30	0	0.00	75	0	205	134								
Santa Fe, T	139	258,790	73	2	3.65	48	2.40	80	16	4.00	45	2.25	49	2.45	0	0.00	100	0	180	87								
Pueblo, CO	140	279,600	150	4	7.50	99	4.95	80	16	4.00	55	2.75	40	2.00	0	0.00	50	0	230	76								
Denver-Bo	141	3,984,105	150	3	7.50	86	4.30	80	15	4.00	5	0.25	73	3.65	0	0.00	0	5	275	204								
Scottsbluff	142	92,360	150	3	7.50	149	7.45	80	16	4.00	80	4.00	0	0.00	0	0.00	0	0	280	51								
Casper, W	143	408,708	150	3	7.50	144	7.20	80	15	4.00	60	3.00	18	0.90	0	0.00	0	5	275	71								
Billings, M	144	404,902	150	3	7.50	168	8.40	70	10	3.50	3	0.15	0	0.00	0	0.00	0	39	250	139								
Great Falls	145	166,564	101	4	5.05	100	5.00	80	16	4.00	33	1.65	0	0.00	0	0.00	90	0	230	97								
Missoula, M	146	399,183	79	3	3.95	67	3.35	80	16	4.00	46	2.30	2	0.10	0	0.00	75	0	205	93								
Spokane, V	147	829,735	140	4	7.00	84	4.20	80	11	4.00	32	1.60	67	3.35	0	0.00	50	23	205	89								
Idaho Falls	148	306,120	102	4	5.10	92	4.60	80	16	4.00	45	2.25	9	0.45	0	0.00	50	0	230	93								
Twin Falls	149	162,397	150	3	7.50	146	7.30	80	16	4.00	64	3.20	0	0.00	0	0.00	0	0	280	70								
Boise City	150	574,876	150	3	7.50	123	6.15	80	16	4.00	61	3.05	3	0.15	0	0.00	0	0	280	96								
Reno, NV	151	670,013	134	3	6.70	74	3.70	80	7	3.00	5	0.25	33	1.65	0	0.00	26	45	50	160	81							
San Lake C	152	2,088,974	160	8	7.50	95	4.75	80	16	4.00	50	2.50	60	3.00	0	0.00	0	0	280	135								
Las Vegas	153	1,709,797	145	3	7.25	30	1.50	80	16	4.00	25	1.25	51	2.55	0	0.00	25	0	255	200								
Flagstaff, A	154	401,766	120	4	6.00	99	4.95	80	16	4.00	28	1.40	0	0.00	0	0.00	50	0	230	143								
Farmington	155	193,872	125	5	6.25	122	6.10	80	16	4.00	80	4.00	0	0.00	0	0.00	25	0	255	53								
Albuquerque	156	921,086	134	4	6.70	74	3.70	80	16	4.00	45	2.25	47	2.35	0	0.00	50	0	230	111								
El Paso, TX	157	955,602	75	3	3.75	71	3.55	80	16	4.00	70	3.50	0	0.00	0	0.00	75	0	205	64								
Phoenix-M	158	3,407,197	150	3	7.50	84	4.20	80	16	4.00	59	2.95	57	2.85	0	0.00	0	0	280	137								
Tucson, AZ	159	999,882	150	3	7.50	130	6.50	80	16	4.00	80	4.00	3	0.15	0	0.00	0	0	280	70								
Los Angeles	160	18,003,420	150	3	7.50	12	0.60	80	16	4.00	25	1.25	57	2.85	0	0.00	0	0	280	243								
San Diego	161	2,813,833	150	3	7.50	150	7.50	80	16	4.00	80	4.00	1	0.05	0	0.00	0	0	280	50								
Fresno, CA	162	1,419,998	128	3	6.40	59	2.95	80	15	4.00	70	3.50	65	3.25	0	0.00	75	5	200	91								
San Francisco	163	9,111,806	148	3	7.40	28	1.40	80	16	4.00	65	3.25	74	3.70	0	0.00	25	5	250	160								
Sacramento	164	2,311,567	136	3	6.75	68	3.40	80	13	4.00	65	3.25	43	2.15	0	0.00	75	15	50	140	10							
Redding, C	165	336,820	87	3	4.35	61	3.05	80	14	4.00	64	3.20	5	0.25	0	0.00	75	10	195	70								
Eugene-S	166	791,776	143	4	7.15	86	4.30	80	13	4.00	48	2.40	61	3.05	0	0.00	80	15	215	103								
Portland-S	167	2,883,737	150	3	7.50	83	4.15	80	16	4.00	36	1.80	64	3.20	0	0.00	0	0	280	151								
Pendleton	168	200,681	100	4	5.00	81	4.05	80	16	4.00	74	3.70	0	0.00	0	0.00	90	0	230	65								
Richland-K	169	677,674	130	4	6.50	74	3.70	80	16	4.00	34	1.70	77	3.85	0	0.00	50	0	230	122								
Seattle-Ta	170	4,135,291	150	3	7.50	24	1.20	80	16	4.00	80	4.00	85	4.25	0	0.00	0	0	280	176								
Anchorage	171	626,932	25	1	1.25	10	0.50	80	16	4.00	0	0.00	0	0.00	0	0.00	126	0	155	145								
Honolulu, H	172	1,211,537	150	3	7.50	31	1.55	80	16	4.00	35	1.75	47	2.35	0	0.00	25	0	255	189								
American S	173	57,291	8	0	0.00													0	0	280								
Puerto Rico	174	3,971,222	28	1	1.25	5	0.25	80	16	4.00	14	0.70	0	0.00	0	0.00	125	0	19	136	117							
Guam & N	175	224,026	2	0	0.00													100	75	5	100							
AVERAGE ALL		1,632,430	139	5	6.96	78	3.89	79	16	3.94	52	2.59	33	1.65	0	0.00	36	6	65	227	96							

SCHEDULE 3

NEXTEL CONTROL GROUP'S CLEAN SPECTRUM HOLDINGS
IN CHANNELS 401-600

NEXTEL CONTROL GROUP CLEAN SPECTRUM HOLDINGS IN CHANNELS 401-600

ID	Location	Value	Site Licensees			Non-Nextel EA			NXTL/NXTP 401-600		
			PS 401-600	PS 401-600	PS 401-600	PS 401-600	PS 401-600	PS 401-600			
1	Bangor, ME	526,106	24	5	0	25			25	171	146
4	Burlington, VT-NY	605,393	14	5	0	25			25	181	156
5	Albany-Schenectady-Troy, NY	1,171,669	31		0				0	169	169
6	Syracuse, NY-PA	1,902,640	19	22	0				0	159	159
7	Rochester, NY-PA	1,493,518	4	14	0				0	182	182
8	Buffalo-Niagara Falls, NY-PA	1,507,759	0	13	1				0	186	186
9	State College, PA	809,979	14		0		15	11	26	186	160
10	New York-No. New Jer.	25,712,577	54		0				0	146	146
11	Harrisburg-Lebanon-Carlisle, PA	1,125,265	13		0		5		5	187	182
12	Philadelphia-Wilmington-	7,309,792	19		0		10	10	20	181	161
14	Salisbury, MD-DE-VA	363,970	10		0	25	15	4	44	190	146
20	Norfolk-Virginia Beach-	1,722,764	0		0	25	10	61	96	200	104
23	Charlotte-Gastonia-	2,031,519	30		0		5	73	78	170	92
24	Columbia, SC	932,115	5		0	75		5	80	195	115
30	Orlando, FL	3,642,540	38		0		5		5	162	157
31	Miami-Fort Lauderdale, FL	5,602,222	85		0		5		5	115	110
32	Fort Myers-Cape Coral, FL	692,265	20		0		5		5	180	175
33	Sarasota-Bradenton, FL	763,795	1		0		5		5	199	194
34	Tampa-St. Petersburg-	2,395,997	4		0		5		5	196	191
37	Albany, GA	468,178	5		0	75	30		105	195	90
42	Asheville, NC	444,594	8		0	75			75	192	117
43	Chattanooga, TN-GA	720,375	22		0			75	75	178	103
44	Knoxville, TN	983,329	30		0				0	170	170
45	Johnson City-	576,081	2		0				0	198	198
46	Hickory-Morganton, NC-TN	519,208	14		0				0	186	186
47	Lexington, KY-TN-VA-WV	1,851,367	47		0				0	153	153
48	Charleston, WV-KY-OH	1,199,373	17		0	75	10		85	183	98
49	Cincinnati-Hamilton, OH-KY-IN	2,184,860	1		0				0	199	199
50	Dayton-Springfield, OH	1,133,004	10		0	5		5	10	190	180
51	Columbus, OH	2,349,060	0		0				0	200	200
52	Wheeling, WV-OH	327,645	58		0				0	142	142
53	Pittsburgh, PA-WV	2,971,829	7		0				0	193	193
54	Erie, PA	518,348	8	5	0				0	187	187
55	Cleveland-Akron, OH-PA	4,692,460	0	40	0				0	160	160
56	Toledo, OH	1,294,395	0	16	0				0	184	184
57	Detroit-Ann Arbor-Flint, MI	6,983,637	7	38	0				0	155	155
58	Northern Michigan, MI	269,986	0	11	0				0	189	189
59	Green Bay, WI-MI	671,225	0	1	0				0	199	199
60	Appleton-Oshkosh-Neenah, WI	433,250	5		0				0	195	195
61	Traverse City, MI	286,745	5		0				0	195	195
62	Grand Rapids-Muskegon-	1,881,991	0		0				0	200	200
63	Milwaukee-Racine, WI	2,255,183	8		0				0	192	192
64	Chicago-Gary-Kenosha, IL-IN-WI	10,328,854	23	3	0				0	174	174
65	Elkhart-Goshen, IN-MI	936,245	0		0				0	200	200
66	Fort Wayne, IN	725,847	0		0				0	200	200
68	Champaign-Urbana, IL	630,898	48		0				0	152	152
69	Evansville-Henderson, IN-KY-IL	854,714	5		0				0	195	195
70	Louisville, KY-IN	1,416,914	30		0				0	170	170
71	Nashville, TN-KY	2,444,643	66		0				0	134	134

NEXTEL CONTROL GROUP CLEAN SPECTRUM HOLDINGS IN CHANNELS 401-600

		Site Licensees			Non-Nextel EA				NXTL/NXTP 401-600	
				PS 401-600						
72	Paducah, KY-IL	226,586	0	0				0	200	200
76	Greenville, MS	252,280	8	0	75			75	192	117
83	New Orleans, LA-MS	1,725,338	7	0		15	40	55	193	138
84	Baton Rouge, LA-MS	739,673	13	0				0	187	187
85	Lafayette, LA	601,654	7	0				0	193	193
86	Lake Charles, LA	536,758	10	0				0	190	190
87	Beaumont-Port Arthur, TX	456,637	0	0				0	200	200
88	Shreveport-Bossier City, LA-AR	573,616	43	0				0	157	157
89	Monroe, LA	333,519	8	0				0	192	192
90	Little Rock-North Little Rock, AR	1,614,850	68	0				0	132	132
91	Fort Smith, AR-OK	329,136	18	0				0	182	182
92	Fayetteville-Springdale-	405,160	0	0	25			25	200	175
93	Joplin, MO-KS-OK	263,904	5	0	25	10	20	55	195	140
94	Springfield, MO	859,559	11	0	50	10		60	189	129
95	Jonesboro, AR-MO	303,852	31	0				0	169	169
96	St. Louis, MO-IL	3,558,651	28	0				0	172	172
97	Springfield, IL-MO	517,642	69	0		5	12	17	131	114
98	Columbia, MO	369,014	5	0				0	195	195
99	Kansas City, MO-KS	2,469,340	25	0				0	175	175
100	Des Moines, IA-IL-MO	1,683,257	105	0				0	95	95
101	Peoria-Pekin, IL	528,671	25	0		20	26	46	175	129
102	Davenport-Moline	558,913	67	0		10		10	133	123
103	Cedar Rapids, IA	384,557	89	0				0	111	111
104	Madison, WI-IL-IA	933,823	65	0				0	135	135
105	La Crosse, WI-MN	241,903	50	0				0	150	150
106	Rochester, MN-IA-WI	318,374	50	0				0	150	150
108	Wausau, WI	487,723	0	0				0	200	200
109	Duluth-Superior, MN-WI	350,059	54	2	0			0	144	144
110	Grand Forks, ND-MN	230,523	80	18	0			0	102	102
111	Minot, ND	111,195	40	2	0			0	158	158
112	Bismarck, ND-MT-SD	175,427	76	0	0			0	124	124
113	Fargo-Moorhead, ND-MN	371,691	86	0				0	114	114
114	Aberdeen, SD	82,608	14	0		5		5	186	181
115	Rapid City, SD-MT-NE-ND	213,696	58	0		10		10	142	132
116	Sioux Falls, SD-IA-MN-NE	519,143	80	0		10		10	120	110
117	Sioux City, IA-NE-SD	252,656	71	0				0	129	129
118	Omaha, NE-IA-MO	1,044,156	78	0				0	122	122
119	Lincoln, NE	379,321	65	0				0	135	135
120	Grand Island, NE	288,047	5	0	25			25	195	170
121	North Platte, NE-NE-NE	61,758	15	0	25			25	185	160
123	Topeka, KS	454,539	3	0	25			25	197	172
124	Tulsa, OK-KS	1,384,426	25	0	25	5		30	175	145
125	Oklahoma City, OK	1,698,197	10	0	25	10	12	47	190	143
126	Western Oklahoma, OK	139,761	5	0	50	5		55	195	140
127	Dallas-Fort Worth, TX-AR-OK	7,645,530	105	0		5		5	95	90
128	Abilene, TX	222,147	15	0	25	5		30	185	155
129	San Angelo, TX	202,679	21	0	25	10		35	179	144
130	Austin-San Marcos, TX	1,349,627	15	0	50	5		55	185	130
131	Houston-Galveston-Brazoria, TX	5,632,853	53	10	0			0	137	137
132	Corpus Christi, TX	549,012	13	0				0	187	187
133	McAllen-Edinburg-Mission, TX	978,369	0	0				0	200	200
134	San Antonio, TX	2,141,060	13	0	50	5		55	187	132
135	Odessa-Midland, TX	388,007	15	5	0			0	180	180
136	Hobbs, NM-TX	190,340	31	5	0	25		25	164	139
137	Lubbock, TX	374,626	5	5	0			0	190	190
138	Amarillo, TX-NM	481,633	5	0	50			50	195	145
139	Santa Fe, NM	258,790	3	0	100			100	197	97
140	Pueblo, CO-NM	279,600	5	0				0	195	195
141	Denver-Boulder-Greeley, CO-KS-N	3,984,105	35	0		5		5	165	160
142	Scottsbluff, NE-WY	92,360	0	0				0	200	200

NEXTEL CONTROL GROUP CLEAN SPECTRUM HOLDINGS IN CHANNELS 401-600

		Site Licensees			Non-Nextel EA				NXTL/NXTP 401-600		
				PS 401-600							
143	Casper, WY-ID-UT	408,708	23	0		5		5	177	172	
145	Great Falls, MT	166,564	5	4	0	50		30	80	191	111
147	Spokane, WA-ID	829,735	21	2	0	50	25		75	177	102
148	Idaho Falls, ID-WY	306,120	0	0	0	50			50	200	150
149	Twin Falls, ID	162,397	30	0	0				0	170	170
150	Boise City, ID-OR	574,876	20	0	0				0	180	180
152	Salt Lake City-Ogden, UT-ID	2,088,974	35	0	0				0	165	165
153	Las Vegas, NV-AZ-UT	1,709,797	31	0	0	25			25	169	144
154	Flagstaff, AZ-UT	401,766	15	0	0	50			50	185	135
155	Farmington, NM-CO	193,872	9	0	0	25			25	191	166
156	Albuquerque, NM-AZ	921,086	15	0	0	50			50	185	135
157	El Paso, TX-NM	955,602	2	0	0	75			75	198	123
158	Phoenix-Mesa, AZ-NM	3,407,197	10	0	0				0	190	190
159	Tucson, AZ	999,882	10	0	0				0	190	190
160	Los Angeles-Riverside-Orange	18,003,420	67	0	0				0	133	133
161	San Diego, CA	2,813,833	0	0	0				0	200	200
162	Fresno, CA	1,419,998	8	0	0	75	5		80	192	112
163	San Francisco-Oakland-	9,111,806	43	0	0	25	5		30	157	127
165	Redding, CA-OR	336,820	8	0	0	75	5		80	192	112
166	Eugene-Springfield, OR-CA	791,776	5	0	0	25			25	195	170
167	Portland-Salem, OR-WA	2,883,737	10	0	0		15		15	190	175
168	Pendleton, OR-WA	200,681	0	0	0	50			50	200	150
169	Richland-Kennewick-Pasco, WA	677,674	35	5	0	50			50	160	110
170	Seattle-Tacoma-Bremerton, WA	4,135,291	21	24	0				0	155	155
172	Honolulu, HI	1,211,537	81	0	0				0	119	119
175	American Samoa	224,026	0	0	0				0	200	200
176	Gulf of Mexico		40	0	0				0	160	160

Total Pops All Markets 285,675,235

Total Pops Major Deficiency Markets 64,288,606

Average All Markets	1,632,430	28.73	1.52	0.01	26.73	6.16	13.65	46.55	168.61	122.06
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Average Major Deficiency Markets	1,607,215	44.05	0.53	0.00	75.00	18.50	50.53	144.03	155.43	11.40
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SCHEDULE 4

SOUTHERN COMMUNICATIONS SERVICES, INC.
SPECTRUM HOLDINGS

**SUMMARY OF SOUTHERN COMMUNICATIONS SERVICES, INC.
800 MHZ 8MR SPECTRUM HOLDINGS**

MARKET NUMBER	MARKET NAME	Total Channels	Cov Pop	Total Pop	% Cov	MHz/Pops Channels
1	24	Columbia, SC				
	Avg Cov in Channels 1-25, 101-150 Southern EA	75	571,553	932,115	61.32%	46
	Avg Coverage in Lower 80 Channels	0	0	932,115	0.00%	0
	Avg Coverage in B/ILT Channels	0	0	932,115	0.00%	0
	Total Channels	75				
	MHz/Pops Equiv Channels	48				
	Difference	29				
2	26	Charleston-North Charleston, SC				
	Avg Cov in Channels 26-50, 101-150 Southern EA	75	171,337	587,297	29.17%	22
	Average Cov in Channels 1-25, 51-100 Nextel EA	0	0	587,297	0.00%	0
	Avg Cov in B/ILT	0	0	587,297	0.00%	0
	Total Channels	75				
	MHz/Pops Equiv Channels	22				
	Difference	53				
3	27	Augusta-Aiken, GA-SC				
	Avg Cov in Channels 1-25, 51-100 & 126-150 Sou EA	100	81,868	604,790	13.54%	14
	Avg Cov in Channels 26-50, 101-125 Nextel EA	7	469,752	604,790	77.67%	5
	Lower 80 Sou EA	5	212,454	604,790	35.13%	2
	B/ILT	76	335,274	604,790	55.44%	42
	Total Channels	188				
	MHz/Pops Equiv Channels	63				
	Difference	125				
4	28	Savannah, GA-SC				
	Avg Cov in Channels 51-75 & 101-150 Sou EA	75	287,190	668,214	42.98%	32
	Avg Cov in Channels 1-50 & 76-100 Nextel EA	8	151,960	668,214	22.74%	2
	Lower 80 Channels Sou EA	15	254,754	668,214	38.12%	6
	B/ILT	65	411,013	668,214	61.51%	52
	Total Channels	183				
	MHz/Pops Equiv Channels	92				
	Difference	91				
5	29	Jacksonville, FL-GA				
	Avg Cov in Channels 1-25, 51-75 & 126-150 Sou EA	75	912,403	1,885,190	48.40%	36
	Avg Cov in Channels 26-50 & 76-125 Nextel EA	9	573,654	1,885,190	30.43%	3
	Lower 80 Channels Nextel EA	8	142,913	1,885,190	7.58%	1
	B/ILT	78	174,487	1,885,190	9.26%	7
	Total Channels	170				
	MHz/Pops Equiv Channels	47				
	Difference	123				
6	35	Tallahassee, FL-GA				
	Avg Cov in Channels 26-125 Sou EA	100	294,276	719,766	40.88%	41
	Avg Cov in Channels 1-25 & 126-150 Nextel EA	11	179,590	719,766	24.95%	3
	Lower 80 Channels Sou EA	40	334,989	719,766	46.54%	19
	Lower 80 Channels Nextel EA	0	0	719,766	0.00%	0
	B/ILT	90	456,027	719,766	63.36%	57
	Total Channels	241				
	MHz/Pops Equiv Channels	119				
	Difference	122				
7	36	Dothan, AL-FL-GA				
	Avg Cov in Channels 26-150 Sou EA	125	129,026	332,409	38.82%	49
	Avg Cov in Channels 1-25 Nextel EA	3	51,340	332,409	15.44%	0
	Lower 80 Channels Sou EA	15	110,921	332,409	33.37%	5
	Lower 80 Channels Nextel EA	2	51,295	332,409	15.43%	0
	B/ILT	97	278,524	332,409	83.79%	81
	Upper 200 Channels Nextel EA	3	23,966	332,409	7.21%	0
	Total Channels	245				
	MHz/Pops Equiv Channels	136				
	Difference	109				
8	37	Albany, GA				
	Avg Cov Pop in Channels 51-75 & 101-150 Sou EA	75	217,007	488,178	46.35%	35
	Avg Cov Pop in Channels 1-50 & 76-100 Nextel EA	10	170,481	488,178	36.41%	4
	Lower 80 Channels Sou EA	30	170,943	488,178	36.51%	11
	Lower 80 Channels Nextel EA	0	0	488,178	0.00%	0
	B/ILT	97	306,712	488,178	65.94%	64
	Total Channels	212				
	MHz/Pops Channels	113				
	Difference	99				

MARKET NUMBER

MARKET NAME

Total Channels Cov Pop Total Pop % Cov M-Hz/Pops Channels

9 38

Macon, GA

Avg Cov Pop in Channels 1-100 Sou EA	100	403,831	768,701	52.53%	53
Avg Cov Pop in Channels 101-150 Nextel EA	8	198,231	768,701	25.79%	2
Lower 80 Channels Sou EA	19	317,303	768,701	41.28%	4
Lower 80 Channels Nextel EA	0	0	768,701	0.00%	0
BILT	98	589,845	768,701	76.73%	75
Total Channels	214				
M-Hz/Pops Channels	133				
Difference	81				

10 39

Columbus, GA-AL

Avg Cov Pop in Channels 1-25 & 76-150 Sou EA	100	257,588	496,538	51.88%	52
Avg Cov Pop in Channels 26-75 Nextel EA	12	271,482	496,538	54.67%	7
Lower 80 Channels Sou EA	25	171,886	496,538	34.62%	9
Lower 80 Channels Nextel EA	0	0	496,538	0.00%	0
BILT	94	417,991	496,538	84.18%	79
Upper 200 Channels	7	153,341	496,538	30.88%	2
Total Channels	238				
M-Hz/Pops Channels	146				
Difference	92				

11 40

Atlanta, GA-AL-NC

Avg Coverage in Channels 1-25	13	1,535,170	5,471,412	28.06%	4
Avg Coverage in Channels 26-150	125	4,070,143	5,471,412	74.39%	93
Avg Coverage in Lower 80 Channels Sou EA	20	987,251	5,471,412	18.04%	4
Avg Coverage in Lower 80 Channels Nextel EA	6	645,340	5,471,412	11.79%	1
Avg Coverage in B/ILT Channels	93	1,716,065	5,471,412	31.36%	29
Avg Coverage in Upper 200 Channels	3	137,004	5,471,412	2.50%	0
Total Channels	260				
M-Hz/Pops Equiv Channels	130				
Difference	130				

12 41

Greenville,Spartanburg,Anderson, SC

Avg Pop Cov in Channels 1-50 & 76-100 Sou EA	75	447,828	1,248,824	35.86%	27
Avg Pop Cov in Channels 51-75 & 101-150 Nextel EA	0	0	1,248,824	0.00%	0
Total Channels	75				
M-Hz/Pops Equiv Channels	27				
Difference	48				

13 43

Chattanooga, TN-GA

Avg Coverage in Channels 51-125 Sou EA	75	254,738	720,375	35.36%	27
Avg Coverage in Channels 1-50 & 126-150 Nextel EA	6	344,872	720,375	47.87%	3
Avg Coverage in B/ILT Channels	75	394,805	720,375	54.81%	41
Total Channels	156				
M-Hz/Pops Equiv Channels	70				
Difference	86				

14 47

Lexington, KY-TN-VA-WV

Avg Pop Cov in Upper 200 Channels Nextel EA	2	879,878	1,851,367	47.53%	1
Total Channels	2				
M-Hz/Pops Equiv Channels	1				
Difference	1				

15 67

Indianapolis,IN-IL

Avg Pop Cov in Channels 1-150 Sou EA	150	1,526,130	3,086,469	49.77%	75
Total Channels	150				
M-Hz/Pops Equiv Channels	75				
Difference	75				

16 73

Memphis, TN-AR-MS-KY

Avg Pop Cov in Channels 1-150 Nextel EA	3	222,238	1,882,332	11.81%	1
BILT	44	406,301	1,882,332	21.60%	10
Total Channels	47				
M-Hz/Pops Equiv Channels	11				
Difference	36				

17 74

Huntsville, AL-TN

Avg Coverage in Channels 1-25 & 76-125 Sou EA	75	827,953	997,824	82.98%	82
Avg Coverage in Channels 26-75 & 126-150 Nextel EA	19	168,263	997,824	16.96%	3
Lower 80 Channels Sou EA	35	414,321	997,824	41.52%	15
Lower 80 Channels Nextel EA	5	105,485	997,824	10.57%	1
Avg Coverage in B/ILT Channels	98	285,742	997,824	28.64%	27
Upper 200 Channels Sou EA	20	991,873	997,824	99.40%	20
Upper 200 Channels Nextel EA	9	125,530	997,824	12.68%	1
Total Channels	259				
M-Hz/Pops Equiv Channels	129				
Difference	130				

18 75

Tupelo, MS-AL-TN

Avg Coverage in Channels 1-25 & 51-100 Sou EA	75	474,904	625,002	75.98%	57
Avg Coverage in Channels 26-50 & 101-150 Nextel EA	1	50,592	625,002	8.09%	0
Lower 80 Channels Sou EA	25	556,966	625,002	89.11%	22
Lower 80 Channels Nextel EA	0	0	625,002	0.00%	0
Avg Coverage in B/ILT Channels	81	298,125	625,002	47.70%	39
Upper 200 Channels Sou EA	20	614,103	625,002	98.26%	20
Upper 200 Channels Nextel EA	0	0	625,002	0.00%	0
Total Channels	202				
M-Hz/Pops Equiv Channels	138				
Difference	64				

MARKET NUMBER

MARKET NAME

19 76

Greenville, MS

	Total Channels	Cov Pop	Total Pop	% Cov	MHz/Pop Channels
Avg Coverage in Channels 51-125 Sou EA	75	194,606	252,280	77.14%	58
Avg Coverage in Channels 1-50 & 126-150 Nextel EA	50	135,885	252,280	53.78%	27
Total Channels	125				
MHz/Pop Equiv Channels	85				
Difference	40				

20 77

Jackson, MS

Avg Coverage in Channels 1-50 & 126-150 Sou EA	75	1,053,434	1,432,518	73.54%	55
Avg Coverage in Channels 51-125 Nextel EA	17	243,471	1,432,518	17.00%	3
Lower 80 Channels Sou EA	40	742,248	1,432,518	51.81%	21
Lower 80 Channels Nextel EA	0	0	1,432,518	0.00%	0
Avg Coverage in BILT Channels	87	675,587	1,432,518	47.16%	46
Total Channels	229				
MHz/Pop Equiv Channels	125				
Difference					

21 78

Birmingham, AL

Avg Coverage in Channels 1-100 & 126-150	125	904,464	1,578,903	57.28%	72
Avg Coverage in Channels 101-125	8	552,680	1,578,903	35.00%	3
Avg Coverage in Lower 80 Channels w/in Southern's EA	36	266,385	1,578,903	16.87%	6
Avg Coverage in Lower 80 Channels w/in Nextel's EA	45	63,413	1,578,903	4.02%	2
Avg Coverage in BILT Channels	96	1,220,628	1,578,903	77.31%	74
Avg Coverage in Upper 200 Channels (401-420)	20	1,548,677	1,578,903	98.09%	20
Avg Coverage in Upper 200 Channels (421-600)	17	388,532	1,578,903	24.61%	4
Total Channels	346				
MHz/Pop Equiv Channels	180				
Difference	166				

22 79

Montgomery, AL

Avg Coverage in Channels 51-150 Sou EA	100	388,248	481,137	80.69%	81
Avg Coverage in Channels 1-50 Nextel EA	9	278,190	481,137	57.82%	5
Avg Coverage in Lower 80 Channels w/in Southern's EA	35	171,522	481,137	35.65%	12
Avg Coverage in Lower 80 Channels w/in Nextel's EA	0	0	481,137	0.00%	0
Avg Coverage in BILT Channels	93	431,825	481,137	89.75%	83
Avg Coverage in Upper 200 Channels (401-420)	20	481,137	481,137	100.00%	20
Avg Coverage in Upper 200 Channels (421-600)	0	0	481,137	0.00%	0
Total Channels	257				
MHz/Pop Equiv Channels	202				
Difference	55				

23 80

Mobile, AL

Avg Coverage in Channels 26-150 Sou EA	125	439,073	676,258	64.93%	81
Avg Coverage in Channels 1-25 Nextel EA	16	225,276	676,258	33.31%	5
Avg Coverage in Lower 80 Channels w/in Southern's EA	50	293,289	676,258	43.37%	22
Avg Coverage in Lower 80 Channels w/in Nextel's EA	0	0	676,258	0.00%	0
Avg Coverage in BILT Channels	20	639,426	676,258	94.55%	19
Avg Coverage in Upper 200 Channels (401-420)	5	368,322	676,258	54.46%	3
Avg Coverage in Upper 200 Channels (421-600)	97	416,402	676,258	61.57%	60
Total Channels	313				
MHz/Pop Equiv Channels	190				
Difference	123				

24 81

Pensacola, FL

Avg Coverage in Channels 26-75 & 101-150 Sou EA	100	330,655	623,252	53.05%	53
Avg Coverage in Channels 1-25 & 76-100 Nextel EA	17	188,764	623,252	30.29%	5
Avg Coverage in Lower 80 Channels w/in Southern's EA	0	0	623,252	0.00%	0
Avg Coverage in Lower 80 Channels w/in Nextel's EA	0	0	623,252	0.00%	0
Avg Coverage in BILT Channels	88	481,852	623,252	77.31%	68
Avg Coverage in Upper 200 Channels (401-420)	20	608,622	623,252	97.70%	20
Avg Coverage in Upper 200 Channels (421-600)	23	315,226	623,252	50.58%	12
Total Channels	248				
MHz/Pop Equiv Channels	157				
Difference	91				

25 82

Biloxi-Gulfport-Pascagoula, MS

Avg Coverage in Channels 51-150 Sou EA	125	250,273	396,744	63.08%	79
Avg Coverage in Channels 1-50 Nextel EA	9	175,893	396,744	44.33%	4
Avg Coverage in Lower 80 Channels w/in Southern's EA	27	107,314	396,744	27.05%	5
Avg Coverage in Lower 80 Channels w/in Nextel's EA	0	0	396,744	0.00%	0
Avg Coverage in BILT Channels	79	253,647	396,744	63.93%	51
Avg Coverage in Upper 200 Channels (401-420)	20	396,244	396,744	99.87%	20
Avg Coverage in Upper 200 Channels (421-600)	0	0	396,744	0.00%	0
Total Channels	280				
MHz/Pop Equiv Channels	153				
Difference	107				

26 83

New Orleans, LA-MS

Avg Pop Cov in Channels 1-150 Nextel EA	1	1,725,338	1,725,338	100.00%	1
BILT	40	61,408	1,725,338	3.56%	1
Avg Pop Cov in Lower 80 Channels Nextel EA	3	13,325	1,725,338	0.77%	0
Total Channels	44				
MHz/Pop Equiv Channels	2				
Difference	42				

27 125

Oklahoma City, OK

Avg Pop Cov in Channels 26-50 Sou EA	25	248,904	1,698,197	14.66%	4
Total Channels	25				
MHz/Pop Equiv Channels	4				
Difference	21				

TOTALS

		MHZ	POPS	MHZ/POPS	% OF TOTAL
CORE EA MARKETS					
AVG TOTAL CHANNELS	229	11.44	18,531,286	211,939,362	
AVG MHZ/POPS CHANNELS	133	6.67	18,531,286	123,638,935	58.34%
DIFFERENCE	96	4.76	18,531,286	88,300,427	41.66%
AVG BILT CHANNELS					
AVG LOWER 80 CHANNELS	26				
AVG GENERAL CATEGORY CHANNELS	94				
OTHER EA MARKETS					
AVG TOTAL CHANNELS	67	3.36	11,109,774	37,356,815	
AVG MHZ/POPS CHANNELS	23	1.17	11,109,773	12,986,072	34.76%
DIFFERENCE	44	2.19	11,109,772	24,370,743	65.24%

RECOMMENDED RECORD RETENTION SCHEDULE*

RECORD CATEGORY	APPLICABLE LAW/REGULATION	EMPLOYERS COVERED++	SUGGESTED PERIOD OF RETENTION
<ul style="list-style-type: none"> Affirmative Action Plan EEO-1 VETS 100 form 	<ul style="list-style-type: none"> Executive Order 11246 Americans With Disabilities Act (ADA); E.O.11246; Title VII of the Civil Rights Act of 1964+ Vietnam Era Veterans' Readjustment Assistance Act (VEVRA) 	<ul style="list-style-type: none"> Federal contract/subcontract of \$50,000 or more and 50 or more employees 100 or more employees Federal contract/subcontract of \$25,000 or more 	<ul style="list-style-type: none"> Retain plans for current year plus prior year Most recently filed report 3 years
Employment Records (Individual) <ul style="list-style-type: none"> Basic information (name, address, date of birth, occupation, rate of pay, SS#) Employee service records Performance appraisals Status changes Tax information (identification info, remuneration paid, date of payment, FICA and FUTA taxes, type of service paid for) Test results (aptitude) Training/education records 	<ul style="list-style-type: none"> Age Discrimination in Employment Act of 1967 (ADEA); Illinois Minimum Wage Law Internal Revenue Code (IRC) ADA; ADEA; E.O.11246; Title VII 	<ul style="list-style-type: none"> 1 or more employees All employers All employers (if used) All employers All employers (if used) All employers 	<ul style="list-style-type: none"> 3 years Permanent Length of employment + 3 years Length of employment + 3 years 4 years 1 year; 2 years** Length of employment + 3 years

RECOMMENDED RECORD RETENTION SCHEDULE^{1*}

RECORD CATEGORY	APPLICABLE LAW/REGULATION	EMPLOYERS COVERED++	SUGGESTED PERIOD OF RETENTION
General HR Information <ul style="list-style-type: none"> • Job descriptions • Employee handbooks/manuals 	<ul style="list-style-type: none"> • ADA 	<ul style="list-style-type: none"> • All employers • All employers 	<ul style="list-style-type: none"> • Permanent • Permanent
Hiring Documents <ul style="list-style-type: none"> • Advertisements/job posting • Application (not hired) • Certificate of age (minors) • I-9 forms • Interview notes 	<ul style="list-style-type: none"> • ADEA; ADA; E.O. 11246; Title VII; Fair Labor Standards Act (FLSA) • ADEA; ADA; E.O. 11246; Title VII • FLSA¹ • Immigration Reform and Control Act/Amendments (IRCA) • E.O. 11246 	<ul style="list-style-type: none"> • All employers • All employers • All employers (if minors employed) • All employers • Federal contract/subcontract of \$50,000 or more and 50 or more employees 	<ul style="list-style-type: none"> • 1 year; 2 years** • 1 year; 2 years**; 90 days for temporary job (ADEA) • 3 years • 3 years after hire or 1 year after termination, whichever is later • 1 year; 2 years**

¹ A certificate of age is recommended by the Department of Labor where an employer is uncertain about a minor applicant's age, but the certificate is not required by the FLSA. Employers are, however, required to keep records of the birth dates of employees under age 19.

RECOMMENDED RECORD RETENTION SCHEDULE^{1*}

RECORD CATEGORY	APPLICABLE LAW/REGULATION	EMPLOYERS COVERED++	SUGGESTED PERIOD OF RETENTION
Leave Documents <ul style="list-style-type: none"> • Family and Medical Leave (including related medical information) • Sick/disability leave 	<ul style="list-style-type: none"> • Family and Medical Leave Act of 1993 (FMLA) 	<ul style="list-style-type: none"> • 50 or more employees within 75 mile radius • All employers (if benefit offered) 	<ul style="list-style-type: none"> • 3 years • Length of employment + 3 years
Medical Information <ul style="list-style-type: none"> • Insurance information • Medical examinations/other medical information (non-FMLA) • HIPAA privacy documentation (training, complaint investigations, accountings, privacy policy and procedures) 	<ul style="list-style-type: none"> • ADA; ADEA; E.O.11246; Title VII • HIPAA Privacy Regulations 	<ul style="list-style-type: none"> • Employers who sponsor health plans with: 50 or more participants OR an administrator other than the employer that establishes/maintains the plan (regardless of # of participants) 	<ul style="list-style-type: none"> • 1 year; 2 years** • 6 years
Pension Information <ul style="list-style-type: none"> • ERISA plan descriptions/summary annual reports • Pension payments/records • Pension plan documents • Service/eligibility records 	<ul style="list-style-type: none"> • ERISA 	<ul style="list-style-type: none"> • Employers with private pension and welfare plans 	<ul style="list-style-type: none"> • 6 years (all records pertinent to covered plans) • 3 years after death • Permanent • Permanent

RECOMMENDED RECORD RETENTION SCHEDULE^{1*}

RECORD CATEGORY	APPLICABLE LAW/REGULATION	EMPLOYERS COVERED++	SUGGESTED PERIOD OF RETENTION
<p>Safety Records</p> <ul style="list-style-type: none"> • Accident reports (Form 101) • Drug/alcohol testing reports (CDL drivers) • Hazardous exposure/monitoring reports (MSDS) • OSHA logs • Workers' compensation records 	<ul style="list-style-type: none"> • Occupational Safety and Health Act (OSHA) • OSHA • OSHA • Illinois Workers' Occupational Diseases Act 	<ul style="list-style-type: none"> • 1 or more employees (records to be kept where 10 or more employees) • Employers employing drivers where CDL required • 11 or more employees 	<ul style="list-style-type: none"> • 5 years • 1 year (negative results); 5 years (positive results) • 30 years from date substance last received in workplace • 5 years • 3 years (from date of disablement)
<p>Salary Records</p> <ul style="list-style-type: none"> • Earnings records <ul style="list-style-type: none"> • Payroll • Timecards/sheets • Garnishments/deductions/assignments • Withholding/exemption certificates 	<ul style="list-style-type: none"> • FLSA; ADA; ADEA; E.O.11246; FMLA; Title VII; Illinois Minimum Wage Law • I.R.C. 		<ul style="list-style-type: none"> • 3 years • 2 years • 3 years • 4 years

RECOMMENDED RECORD RETENTION SCHEDULE^{1*}

RECORD CATEGORY	APPLICABLE LAW/REGULATION	EMPLOYERS COVERED ⁺⁺	SUGGESTED PERIOD OF RETENTION
Terminated Employees <ul style="list-style-type: none"> Personnel files I-9 forms Employment contracts 	<ul style="list-style-type: none"> Illinois Personnel Record Review Act; ADA; ADEA; E.O.11246; Title VII IRCA ADA; E.O.11246; FLSA; Title VII 		<ul style="list-style-type: none"> 1 year from termination; 2 years^{**} 3 years after hire or 1 year after termination, whichever is later 3 years
Union-Related Documents <ul style="list-style-type: none"> Grievance/arbitration records Expired collective bargaining agreements 	<ul style="list-style-type: none"> National Labor Relations Act 	<ul style="list-style-type: none"> All unionized employers All unionized employers 	<ul style="list-style-type: none"> Term of affected collective bargaining agreement + 10 years Permanent

* The recommended dates specified above are either required by statute or have been determined by acceptable and best practice. Where a lawsuit or agency proceeding is pending, records that may have a bearing on the proceeding should be retained until the matter is fully resolved.

** The 2 year requirement is for federal contractors with 150 or more employees and a contract of at least \$150,000.

+ Where more than one statute or Executive Order is mentioned, the recordkeeping requirements may vary. In such a case, the longest recordkeeping requirement is provided.

++ "Employers covered" refers to employers required to keep the pertinent documentation, not the employee counts specified in the pertinent statute or Executive Order.

RECORD RETENTION SCHEDULE revised July03

Exhibit 3

OVERLAP OF NEXTEL & SPRINTS SPECTRUM
AND PREFERRED COMMUNICATION SYSTEMS, INC.'S
800 MHz EA AUTHORIZATIONS

EA MARKET NO.	EA MARKET	NEXTEL				SPRINT		NEXTEL-SPRINT	NEXTEL-SPRINT	TOTAL	TOTAL
		800 MHz	900 MHz	WCS	1.9 GHz	1.9 GHz	EBS-2.5 GHz (LICENSED)	EBS-2.5 GHz (LICENSED & LEASED)	ALL SPECTRUM (LICENSED)	ALL SPECTRUM (LICENSED & LEASED)	
13	WASHINGTON-BALTIMORE, DC-MD-VA-WV-PA	14	4.350	(Baltimore)	10	20	(Baltimore)	51.480 (Baltimore)	188.100 (Baltimore)	100.330 (Baltimore)	236.950 (Baltimore)
		14	5.075	(Washington)	10	30	(Washington)	21.780 (Washington)	114.840 (Washington)	80.855 (Washington)	173.915 (Washington)
15	RICHMOND, VA	14	4.500		10	20	0	0	48.500	48.500	
48	CHARLESTON, WV-KY-OH	14	4.125		10	20	73.280	73.280	121.385	121.385	
16	STAUNTON, VA-WV	14	4.500		10	10	0	0	38.500	38.500	
17	ROANOKE, VA-WV	14	3.875		10	10	1.980	1.980	39.855	39.855	
183	SAN FRANCISCO, CA	14	4.600		10	20	49.500	152.480	98.100	201.080	
184	SACRAMENTO, CA	14	4.500		10	30	59.400	128.700	117.900	187.200	
182	FRESNO, CA	14	4.500		10	30	73.280	140.580	131.780	199.080	
185	REDDING, CA	14	4.500		10	30	100.980	144.540	159.480	203.040	
174	PUERTO RICO	14	2.750		10	10	0	0	36.750	36.750	
		AVERAGE	14	4.270	(Baltimore)	10	20.000	(Baltimore)	40.986 (Baltimore)	82.962 (Baltimore)	89.256 (Baltimore)
		14	4.293	(Washington)	10	21.000	(Washington)	38.016 (Washington)	75.636 (Washington)	87.309 (Washington)	124.929 (Washington)

Washington

2.5 GHz	198	-	-	114.84	58.00%
PCS	130	30	10	40	30.77%
Cellular	50	0	0	0	0.00%
900 MHz	10	0	5.075	5.075	50.75%
800 MHz ESMR Block	14	0	14	14	100.00%
Total CMRS Spectrum	402	30	29.075	173.915	43.26%

Baltimore

2.5 GHz	198	-	-	188.1	95.00%
PCS	130	20	10	30	23.08%
Cellular	50	0	0	0	0.00%
900 MHz	10	0	4.85	4.85	48.50%
800 MHz ESMR Block	14	0	14	14	100.00%
Total CMRS Spectrum	402	20	28.85	236.95	58.94%

Charleston

2.5 GHz	198	-	-	73.26	95.00%
PCS	130	20	10	30	23.08%
Cellular	50	0	0	0	0.00%
900 MHz	10	0	4.125	4.125	41.25%
800 MHz ESMR Block	14	0	14	14	100.00%
Total CMRS Spectrum	402	20	28.125	121.385	30.20%

San Fransico

2.5 GHz	198	-	-	152.46	77.00%
PCS	130	30	10	40	30.77%
Cellular	50	0	0	0	0.00%
900 MHz	10	0	4.6	4.6	46.00%
800 MHz ESMR Block	14	0	14	14	100.00%
Total CMRS Spectrum	402	30	28.6	211.06	52.50%

Sacramento

2.5 GHz	198	-	-	128.7	65.00%
PCS	130	30	10	40	30.77%
Cellular	50	0	0	0	0.00%
900 MHz	10	0	4.5	4.5	45.00%
800 MHz ESMR Block	14	0	14	14	100.00%
Total CMRS Spectrum	402	30	28.5	187.2	46.57%

Fresno

2.5 GHz	198	-	-	140.58	71.00%
PCS	130	30	10	40	30.77%
Cellular	50	0	0	0	0.00%
900 MHz	10	0	4.5	0	0.00%
800 MHz ESMR Block	14	0	14	14	100.00%
Total CMRS Spectrum	402	30	28.5	194.58	48.40%

Redding

2.5 GHz	198	-	-	144.54	73.00%
PCS	130	30	10	40	30.77%
Cellular	50	0	0	0	0.00%
900 MHz	10	0	4.5	4.5	45.00%
800 MHz ESMR Block	14	0	14	14	100.00%
Total CMRS Spectrum	402	30	28.5	203.04	50.51%

DECLARATION OF CHARLES M. AUSTIN

I, Charles M. Austin, do hereby attest and state as follows:

4. I am the CEO and President of Preferred Communications Systems, Inc. ("Preferred")
5. I have read the foregoing Petition to Deny and I have personal knowledge of the facts stated therein in support of the Petition and the relief requested.

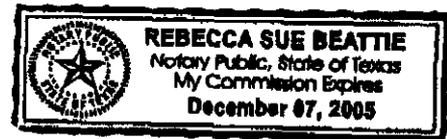
I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Charles M. Austin
Charles M. Austin

Subscribed and sworn to me this 30th day of March 2005.

Rebecca Sue Beattie
A notary public of Dallas, Texas

My Commission Expires: December 07, 2005



CERTIFICATE OF SERVICE

I, Paul C. Besozzi, with the law firm of Patton Boggs LLP, hereby certify that copies of the foregoing Petition to Deny were served this 30th of March 2005, by electronic and/or U.S. mail indicated on the following:

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