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MORRISON & FOERSTER LLP  
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SHANGHAI, HONG KONG,  
SINGAPORE, BRUSSELS

FCC/MELLON JUN 07 2007

June 7, 2007

Writer's Direct Contact  
212.336.4252  
JKostyu@mofo.com

*Via Hand Delivery*

Federal Communications Commission  
c/o Mellon Client Service Center  
500 Ross Street, Room 670  
Pittsburgh, PA 15262-0001

Attn: FCC Module Supervisor

**Re: Illinois Valley Cellular RSA 2-II Partnership  
Application for Pro Forma Transfer of Control and Request for Waiver of  
Electronic Filing Requirements**

Dear Sir or Madam:

The attached FCC Form 603 application, in paper form, seeks Commission consent to the *pro forma* transfer of control of Alltel Corporation's ("Alltel") non-controlling, minority general partnership interests in the above-referenced licensee from the current shareholders of Alltel to Atlantis Holdings LLC. Although FCC Form 603 applications of this kind typically are filed electronically via the Commission's Universal Licensing System, for the reasons set forth in the attached application, the parties respectfully request a waiver of the Commission's electronic filing requirements in order to file this application in paper form.

Enclosed please find a completed Form 159 with a credit card payment in satisfaction of the required filing fee associated with this application. In addition, please return the enclosed date-stamped copy of the application.

Very truly yours,

  
Jennifer L. Kostyu  
Counsel to Alltel Corporation

Attachment

cc: Erin McGrath (WTB)

dc-491960.

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

General Information

1) Application Purpose (Select only one) (TC )	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal
NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	( Y ) Yes No
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003040113
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	( Y ) Yes No
4) Are attachments being filed with this application?	( Y ) Yes No

Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	( N ) Yes No
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	( N ) Yes No
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	( Y ) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: 1

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	( N ) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	( X ) Voluntary ( ) Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) / /
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	( Y ) Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	( N ) Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) / /
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	( N ) Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	( N ) Yes No

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: ( S )

Sale or other assignment of assets                       Court order                       Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): \_\_\_\_\_

**Designated Entity Information** (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Competition-Related Information**

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Broadband Radio Service and Educational Broadband Service Information**

15a) Will the requested facilities be used to provide multichannel video programming service?	( ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?  If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?  If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Assignor/Licensee Information**

17) Assignor/Licensee is a(n): (Select One)			
<input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company <input checked="" type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____			
18) FCC Registration Number (FRN):    0004823480			
19) First Name (if individual):		MI:	Last Name:    Suffix:
20) Legal Entity Name (if not an individual): Illinois Valley Cellular RSA 2-II Partnership			
21) Attention To:			
22) P.O. Box:		And /Or	23) Street Address: 200 Riverfront Dr.
24) City:    Marseilles		25) State:    IL	26) Zip Code:    61341
27) Telephone Number:    815-795-3200		28) Fax Number:    815-795-2097	
29) E-Mail Address:			

**30) Demographics of Assignor/Licensee (Optional):**

<b>Race:</b>	<b>Ethnicity:</b>	<b>Gender:</b>
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

**Assignor/Licensee Contact Representative (if other than Assignor/Licensee)**

Check here if same as Assignor/Licensee

31) First Name:		MI:	Last Name:	Suffix:
32) Company Name:				
33) Attention To:				
34) P.O. Box:		And /Or	35) Street Address:	
36) City:		37) State:	38) Zip Code:	
39) Telephone Number:		40) Fax Number:		
41) E-Mail Address:				

**Transferor Information** (for Transfers of Control only)

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____			
43) FCC Registration Number (FRN):    0002942159			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual):    Alltel Corporation			
46) Attention To:    Wireless Regulatory Supervisor			
47) P.O. Box:	And /Or	48) Street Address:    One Allied Dr.	
49) City:    Little Rock	50) State:    AR	51) Zip Code:    72202	
52) Telephone Number:    501-905-8555		53) Fax Number:    501-905-6193	
54) E-Mail Address:			

**55) Demographics of Transferor (Optional):**

<b>Race:</b>	<b>Ethnicity:</b>	<b>Gender:</b>
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

**Transferor Contact Representative** (if other than Transferor)

Check here if same as Transferor.

56) First Name:    Cheryl	MI:	Last Name:    Tritt	Suffix:
57) Company Name:    Morrison & Foerster LLP			
58) Attention To:			
59) P.O. Box:	And /Or	60) Street Address: 2000 Pennsylvania Ave., NW, Suite 5500	
61) City:    Washington	62) State:    DC	63) Zip Code:    20006	
64) Telephone Number:    202-887-1510		65) Fax Number:    202-887-0763	
66) E-Mail Address:    ctritt@mofo.com			



**Ownership Disclosure Information**

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( <input checked="" type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: <u>0003062025</u>

**Alien Ownership Information**

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?  If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>

**Basic Qualification Information**

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>

**Assignor/Transferor Certification Statements**

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

103) First Name:  Glenn	MI:  S	Last Name:  Rabin	Suffix:
-------------------------------	--------------	-------------------------	---------

104) Title: VP - Federal Communications Counsel

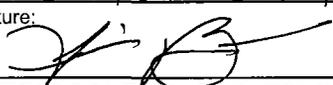
Signature: 	105) Date: 6/6/2007
---	------------------------

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.  
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**Assignee/Transferee Certification Statements**

1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

106) First Name: Clive	MI: D	Last Name: Bode	Suffix:
107) Title: Vice President, Atlantis Holdings LLC.			
Signature: 			108) Date: 6/5/07
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			



## LEAD APPLICATION INFORMATION

This application is one of a series of applications being filed in connection with the proposed transfer of control of Alltel Corporation (“Alltel”) and its subsidiaries, along with its interests in affiliates and other entities in which Alltel directly or indirectly holds an ownership interest, to Atlantis Holdings LLC. As further explained in the lead application for this transaction, ULS File No. 0003040113, Alltel holds a minority, non-controlling general partnership interest in one general partnership and five limited partnerships, including the licensee that is the subject of the instant Form 603 application. Consistent with Commission precedent, the parties seek *pro forma* approval to transfer control of the minority, non-controlling partnership interests.<sup>1</sup>

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<sup>1</sup> See, e.g., FCC Public Notice, *AT&T Wireless Services, Inc. and Cingular Wireless Corporation Seek FCC Consent to Transfer Control of Licenses and Authorizations*, WT Docket No. 04-70, DA 04-932 (rel. April 2, 2004); Cf. *Vodafone Airtouch, Plc. and Bell Atlantic Corporation*, 15 FCC Rcd 16507 (2000).

**EXPLANATION OF PAPER FILING  
AND REQUEST FOR WAIVER**

The parties to this Form 603 application request a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), that requires wireless applications to be filed electronically through the Commission's Universal Licensing System ("ULS"). As explained in Exhibit 1, this application is one of a series of applications being filed in connection with the proposed transfer of control of Alltel Corporation ("Alltel") and its subsidiaries, along with its interests in affiliates and other entities in which Alltel directly or indirectly holds an ownership interest, to Atlantis Holdings LLC.

Consistent with Commission precedent, the parties seek *pro forma* approval to transfer control of certain minority, non-controlling ownership interests that Alltel holds in one general partnership and five limited partnerships, including the licensee that is the subject of this Form 603 application. Because Alltel does not control the subject licensee, however, it cannot initiate this Form 603 filing in ULS. Accordingly, the parties request a waiver of the electronic filing requirement with respect to this application. There is good cause for this waiver request. The waiver would serve the public interest by facilitating the proposed transfer of control and would not frustrate the purpose of the underlying rule.

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SHANGHAI, HONG KONG,  
SINGAPORE, BRUSSELS

**FCC/MELLON JUN 07 2007**

June 7, 2007

Writer's Direct Contact  
212.336.4252  
JKostyu@mofocom

*Via Hand Delivery*

Federal Communications Commission  
c/o Mellon Client Service Center  
500 Ross Street, Room 670  
Pittsburgh, PA 15262-0001

Attn: FCC Module Supervisor

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

Dear Sir or Madam:

The attached FCC Form 603 application, in paper form, seeks Commission consent to the *pro forma* transfer of control of Alltel Corporation's ("Alltel") non-controlling, minority general partnership interests in the above-referenced licensee from the current shareholders of Alltel to Atlantis Holdings LLC. Although FCC Form 603 applications of this kind typically are filed electronically via the Commission's Universal Licensing System, for the reasons set forth in the attached application, the parties respectfully request a waiver of the Commission's electronic filing requirements in order to file this application in paper form.

Enclosed please find a completed Form 159 with a credit card payment in satisfaction of the required filing fee associated with this application. In addition, please return the enclosed date-stamped copy of the application.

Very truly yours,

  
Jennifer L. Kostyu  
Counsel to Alltel Corporation

Attachment

cc: Erin McGrath (WTB)

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

General Information

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NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(Y ) Yes No
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003040113
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y ) Yes No
4) Are attachments being filed with this application?	(Y ) Yes No

Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	(N ) Yes No
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	(N ) Yes No
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	(Y ) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: 1

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N ) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	(X ) Voluntary ( ) Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) / /
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	(Y ) Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	(N ) Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) / /
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	(N ) Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	(N ) Yes No

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: ( S )

Sale or other assignment of assets                      Court order                      Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): \_\_\_\_\_

**Designated Entity Information** (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	( <u>N</u> ) <u>Y</u> es <u>N</u> o
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	( <u>N</u> ) <u>Y</u> es <u>N</u> o
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	( <u>N</u> ) <u>Y</u> es <u>N</u> o

**Competition-Related Information**

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	( <u>Y</u> ) <u>Y</u> es <u>N</u> o
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	( <u>N</u> ) <u>Y</u> es <u>N</u> o
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in Item 14a) in the affected market(s)?	( <u>N</u> ) <u>Y</u> es <u>N</u> o

**Broadband Radio Service and Educational Broadband Service Information**

15a) Will the requested facilities be used to provide multichannel video programming service?	(    ) <u>Y</u> es <u>N</u> o
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?  If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	(    ) <u>Y</u> es <u>N</u> o
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?  If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	(    ) <u>Y</u> es <u>N</u> o

**Assignor/Licensee Information**

17) Assignor/Licensee is a(n): (Select One)			
<input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____			
18) FCC Registration Number (FRN): 0002534618			
19) First Name (if individual):		MI:	Last Name:
20) Legal Entity Name (if not an individual): Northwest Missouri Cellular Limited Partnership			
21) Attention To:			
22) P.O. Box: 551		And /Or	23) Street Address: 114A South Main
24) City: Maryville		25) State: MD	26) Zip Code: 64468
27) Telephone Number: 660-582-3334		28) Fax Number: 660-582-3380	
29) E-Mail Address:			

**30) Demographics of Assignor/Licensee (Optional):**

<b>Race:</b>	<b>Ethnicity:</b>	<b>Gender:</b>
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

**Assignor/Licensee Contact Representative (if other than Assignor/Licensee)** Check here if same as Assignor/Licensee

31) First Name:		MI:	Last Name:	Suffix:
32) Company Name:				
33) Attention To:				
34) P.O. Box:		And /Or	35) Street Address:	
36) City:		37) State:	38) Zip Code:	
39) Telephone Number:		40) Fax Number:		
41) E-Mail Address:				

**Transferor Information (for Transfers of Control only)**

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____			
43) FCC Registration Number (FRN): 0002942159			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual): Alltel Corporation			
46) Attention To: Wireless Regulatory Supervisor			
47) P.O. Box:	And /Or	48) Street Address: One Allied Dr.	
49) City: Little Rock	50) State: AR	51) Zip Code: 72202	
52) Telephone Number: 501-905-8555	53) Fax Number: 501-905-6193		
54) E-Mail Address:			

**55) Demographics of Transferor (Optional):**

<b>Race:</b>	<b>Ethnicity:</b>	<b>Gender:</b>
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

**Transferor Contact Representative (if other than Transferor)**

Check here if same as Transferor.

56) First Name: Cheryl	MI:	Last Name: Tritt	Suffix:
57) Company Name: Morrison & Foerster LLP			
58) Attention To:			
59) P.O. Box:	And /Or	60) Street Address: 2000 Pennsylvania Ave., NW, Suite 5500	
61) City: Washington	62) State: DC	63) Zip Code: 20006	
64) Telephone Number: 202-887-1510	65) Fax Number: 202-887-0763		
66) E-Mail Address: ctritt@mofo.com			

**Assignee/Transferee Information**

67) Assignee/Transferee is a(n): (Select One) <input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____			
68) FCC Registration Number (FRN): 0016511974			
69) First Name (if individual):	MI:	Last Name:	Suffix:
70) Legal Entity Name (if not an individual): Atlantis Holdings LLC			
71) Attention To: Clive D. Bode, Esq.			
72) Real Party in Interest FCC Registration Number (FRN): 0016511974			
73) Name of Real Party in Interest: Atlantis Holdings LLC			
74) P.O. Box:	And /Or	75) Street Address: 301 Commerce Street, Suite 3300	
76) City: Fort Worth	77) State: TX	78) Zip Code: 76102	
79) Telephone Number: (817) 871-4000		80) Fax Number:	
81) E-Mail Address: cbode@tpg.com			

**82) Demographics of Assignee/Transferee (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
---	---	--

**Assignee/Transferee Contact Representative (if other than Assignee/Transferee)** Check here if same as Assignee/Transferee.

83) First Name: Kathleen	MI: Q	Last Name: Abernathy	Suffix:
84) Company Name: Akin Gump Strauss Hauer & Feld LLP			
85) Attention To:			
86) P.O. Box:	And /Or	87) Street Address: 1333 New Hampshire Ave., NW	
88) City: Washington	89) State: DC	90) Zip Code: 20036	
91) Telephone Number: (202) 887-4125		92) Fax Number: (202) 887-4288	
93) E-Mail Address: kabernathy@akingump.com			

**Ownership Disclosure Information**

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( <input checked="" type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: <u>0003062025</u>

**Alien Ownership Information**

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?  If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>

**Basic Qualification Information**

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>

**Assignor/Transferor Certification Statements**

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

103) First Name:  Glenn	MI:  S	Last Name:  Rabin	Suffix:
-------------------------------	--------------	-------------------------	---------

104) Title: VP - Federal Communications Counsel

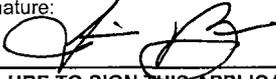
Signature:  105) Date: 6/6/2007

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.  
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**Assignee/Transferee Certification Statements**

1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

106) First Name: Clive	MI: D.	Last Name: Bode	Suffix:
107) Title: Vice President, Atlantis Holdings LLC.			
Signature: 		108) Date: 6/5/07	
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			



## LEAD APPLICATION INFORMATION

This application is one of a series of applications being filed in connection with the proposed transfer of control of Alltel Corporation (“Alltel”) and its subsidiaries, along with its interests in affiliates and other entities in which Alltel directly or indirectly holds an ownership interest, to Atlantis Holdings LLC. As further explained in the lead application for this transaction, ULS File No. 0003040113, Alltel holds a minority, non-controlling general partnership interest in one general partnership and five limited partnerships, including the licensee that is the subject of the instant Form 603 application. Consistent with Commission precedent, the parties seek *pro forma* approval to transfer control of the minority, non-controlling partnership interests.<sup>1</sup>

---

<sup>1</sup> See, e.g., FCC Public Notice, *AT&T Wireless Services, Inc. and Cingular Wireless Corporation Seek FCC Consent to Transfer Control of Licenses and Authorizations*, WT Docket No. 04-70, DA 04-932 (rel. April 2, 2004); Cf. *Vodafone Airtouch, Plc. and Bell Atlantic Corporation*, 15 FCC Rcd 16507 (2000).

**EXPLANATION OF PAPER FILING  
AND REQUEST FOR WAIVER**

The parties to this Form 603 application request a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), that requires wireless applications to be filed electronically through the Commission's Universal Licensing System ("ULS"). As explained in Exhibit 1, this application is one of a series of applications being filed in connection with the proposed transfer of control of Alltel Corporation ("Alltel") and its subsidiaries, along with its interests in affiliates and other entities in which Alltel directly or indirectly holds an ownership interest, to Atlantis Holdings LLC.

Consistent with Commission precedent, the parties seek *pro forma* approval to transfer control of certain minority, non-controlling ownership interests that Alltel holds in one general partnership and five limited partnerships, including the licensee that is the subject of this Form 603 application. Because Alltel does not control the subject licensee, however, it cannot initiate this Form 603 filing in ULS. Accordingly, the parties request a waiver of the electronic filing requirement with respect to this application. There is good cause for this waiver request. The waiver would serve the public interest by facilitating the proposed transfer of control and would not frustrate the purpose of the underlying rule.

MORRISON | FOERSTER

2000 PENNSYLVANIA AVE., NW  
WASHINGTON, D.C.  
20006-1888

TELEPHONE: 202.887.1500  
FACSIMILE: 202.887.0763

WWW.MOFO.COM

**STAMP & RETURN**

MORRISON & FOERSTER LLP  
NEW YORK, SAN FRANCISCO,  
LOS ANGELES, PALO ALTO,  
SAN DIEGO, WASHINGTON, D.C.

NORTHERN VIRGINIA,  
ORANGE COUNTY, DENVER  
SACRAMENTO, WALNUT CREEK

TOKYO, LONDON, BEIJING,  
SHANGHAI, HONG KONG,  
SINGAPORE, BRUSSELS

**FCC/MELLON JUN 07 2007**

June 7, 2007

Writer's Direct Contact  
212.336.4252  
JKostyu@mofocom

*Via Hand Delivery*

Federal Communications Commission  
c/o Mellon Client Service Center  
500 Ross Street, Room 670  
Pittsburgh, PA 15262-0001

Attn: FCC Module Supervisor

**Re: Pittsfield Cellular Telephone Company  
Application for Pro Forma Transfer of Control and Request for Waiver of  
Electronic Filing Requirements**

Dear Sir or Madam:

The attached FCC Form 603 application, in paper form, seeks Commission consent to the *pro forma* transfer of control of Alltel Corporation's ("Alltel") non-controlling, minority general partnership interests in the above-referenced licensee from the current shareholders of Alltel to Atlantis Holdings LLC. Although FCC Form 603 applications of this kind typically are filed electronically via the Commission's Universal Licensing System, for the reasons set forth in the attached application, the parties respectfully request a waiver of the Commission's electronic filing requirements in order to file this application in paper form.

Enclosed please find a completed Form 159 with a credit card payment in satisfaction of the required filing fee associated with this application. In addition, please return the enclosed date-stamped copy of the application.

Very truly yours,



Jennifer L. Kostyu  
Counsel to Alltel Corporation

Attachment

cc: Erin McGrath (WTB)

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

General Information

1) Application Purpose (Select only one) (TC )	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal
NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	( Y ) Yes No
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003040113
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	( Y ) Yes No
4) Are attachments being filed with this application?	( Y ) Yes No

Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	( N ) Yes No
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	( N ) Yes No
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	( X ) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: 1

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	( N ) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	( X ) Voluntary ( ) Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) / /
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	( Y ) Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	( N ) Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) / /
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	( N ) Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	( N ) Yes No

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: ( S )

Sale or other assignment of assets                      Court order                      Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): \_\_\_\_\_

**Designated Entity Information** (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	( N ) <u>Y</u> es No
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	( N ) <u>Y</u> es No
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	( N ) <u>Y</u> es No

**Competition-Related Information**

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	( N ) <u>Y</u> es No
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	( N ) <u>Y</u> es No
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	( N ) <u>Y</u> es No

**Broadband Radio Service and Educational Broadband Service Information**

15a) Will the requested facilities be used to provide multichannel video programming service?	( ) <u>Y</u> es No
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?  If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <u>Y</u> es No
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?  If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <u>Y</u> es No

**Assignor/Licensee Information**

17) Assignor/Licensee is a(n): (Select One)			
<input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____			
18) FCC Registration Number (FRN):    0003290418			
19) First Name (if individual):	MI:	Last Name:	Suffix:
20) Legal Entity Name (if not an individual):    Pittsfield Cellular Telephone Company			
21) Attention To:			
22) P.O. Box:	And /Or	23) Street Address:    One Verizon Place	
24) City:    Alpharetta	25) State:    GA	26) Zip Code:    30004	
27) Telephone Number:    678-339-4277		28) Fax Number:    678-339-8552	
29) E-Mail Address:			

**30) Demographics of Assignor/Licensee (Optional):**

<b>Race:</b>	<b>Ethnicity:</b>	<b>Gender:</b>
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

**Assignor/Licensee Contact Representative (if other than Assignor/Licensee)**

Check here if same as Assignor/Licensee

31) First Name:	MI:	Last Name:	Suffix:
32) Company Name:			
33) Attention To:			
34) P.O. Box:	And /Or	35) Street Address:	
36) City:	37) State:	38) Zip Code:	
39) Telephone Number:		40) Fax Number:	
41) E-Mail Address:			

**Transferor Information (for Transfers of Control only)**

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____			
43) FCC Registration Number (FRN): 0002942159			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual): Alltel Corporation			
46) Attention To: Wireless Regulatory Supervisor			
47) P.O. Box:	And /Or	48) Street Address: One Allied Dr.	
49) City: Little Rock	50) State: AR	51) Zip Code: 72202	
52) Telephone Number: 501-905-8555	53) Fax Number: 501-905-6193		
54) E-Mail Address:			

**55) Demographics of Transferor (Optional):**

<b>Race:</b>	<b>Ethnicity:</b>	<b>Gender:</b>
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

**Transferor Contact Representative (if other than Transferor)**

Check here if same as Transferor.

56) First Name: Cheryl	MI:	Last Name: Tritt	Suffix:
57) Company Name: Morrison & Foerster LLP			
58) Attention To:			
59) P.O. Box:	And /Or	60) Street Address: 2000 Pennsylvania Ave., NW, Suite 5500	
61) City: Washington	62) State: DC	63) Zip Code: 20006	
64) Telephone Number: 202-887-1510	65) Fax Number: 202-887-0763		
66) E-Mail Address: ctritt@mofo.com			

**Assignee/Transferee Information**

67) Assignee/Transferee is a(n): (Select One) <input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____			
68) FCC Registration Number (FRN): 0016511974			
69) First Name (if individual):	MI:	Last Name:	Suffix:
70) Legal Entity Name (if not an individual): Atlantis Holdings LLC			
71) Attention To: Clive D. Bode, Esq.			
72) Real Party in Interest FCC Registration Number (FRN): 0016511974			
73) Name of Real Party in Interest: Atlantis Holdings LLC			
74) P.O. Box:	And /Or	75) Street Address: 301 Commerce Street, Suite 3300	
76) City: Fort Worth	77) State: TX	78) Zip Code: 76102	
79) Telephone Number: (817) 871-4000		80) Fax Number:	
81) E-Mail Address: cbode@tpg.com			

**82) Demographics of Assignee/Transferee (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
---	---	--

**Assignee/Transferee Contact Representative (if other than Assignee/Transferee)** Check here if same as Assignee/Transferee.

83) First Name: Kathleen	MI: Q	Last Name: Abernathy	Suffix:
84) Company Name: Akin Gump Strauss Hauer & Feld LLP			
85) Attention To:			
86) P.O. Box:	And /Or	87) Street Address: 1333 New Hampshire Ave., NW	
88) City: Washington	89) State: DC	90) Zip Code: 20036	
91) Telephone Number: (202) 887-4125		92) Fax Number: (202) 887-4288	
93) E-Mail Address: kabernathy@akingump.com			

**Ownership Disclosure Information**

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( <input checked="" type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: <u>0003062025</u>

**Alien Ownership Information**

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?  If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>

**Basic Qualification Information**

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>

**Assignor/Transferor Certification Statements**

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

103) First Name:  Glenn	MI:  S	Last Name:  Rabin	Suffix:
-------------------------------	--------------	-------------------------	---------

104) Title: VP - Federal Communications Counsel

Signature: 	105) Date: 6/6/2007
---	------------------------

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID. WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**Assignee/Transferee Certification Statements**

1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

106) First Name: <i>Clive</i>	MI: <i>D</i>	Last Name: <i>Bode</i>	Suffix:
107) Title: <i>Vice President, Atlantis Holdings LLC.</i>			
Signature: 			108) Date: <i>6/5/07</i>
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			



## LEAD APPLICATION INFORMATION

This application is one of a series of applications being filed in connection with the proposed transfer of control of Alltel Corporation (“Alltel”) and its subsidiaries, along with its interests in affiliates and other entities in which Alltel directly or indirectly holds an ownership interest, to Atlantis Holdings LLC. As further explained in the lead application for this transaction, ULS File No. 0003040113, Alltel holds a minority, non-controlling general partnership interest in one general partnership and five limited partnerships, including the licensee that is the subject of the instant Form 603 application. Consistent with Commission precedent, the parties seek *pro forma* approval to transfer control of the minority, non-controlling partnership interests.<sup>1</sup>

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<sup>1</sup> See, e.g., FCC Public Notice, *AT&T Wireless Services, Inc. and Cingular Wireless Corporation Seek FCC Consent to Transfer Control of Licenses and Authorizations*, WT Docket No. 04-70, DA 04-932 (rel. April 2, 2004); Cf. *Vodafone Airtouch, Plc. and Bell Atlantic Corporation*, 15 FCC Red 16507 (2000).

**EXPLANATION OF PAPER FILING  
AND REQUEST FOR WAIVER**

The parties to this Form 603 application request a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), that requires wireless applications to be filed electronically through the Commission's Universal Licensing System ("ULS"). As explained in Exhibit 1, this application is one of a series of applications being filed in connection with the proposed transfer of control of Alltel Corporation ("Alltel") and its subsidiaries, along with its interests in affiliates and other entities in which Alltel directly or indirectly holds an ownership interest, to Atlantis Holdings LLC.

Consistent with Commission precedent, the parties seek *pro forma* approval to transfer control of certain minority, non-controlling ownership interests that Alltel holds in one general partnership and five limited partnerships, including the licensee that is the subject of this Form 603 application. Because Alltel does not control the subject licensee, however, it cannot initiate this Form 603 filing in ULS. Accordingly, the parties request a waiver of the electronic filing requirement with respect to this application. There is good cause for this waiver request. The waiver would serve the public interest by facilitating the proposed transfer of control and would not frustrate the purpose of the underlying rule.

MORRISON | FOERSTER

2000 PENNSYLVANIA AVE., NW  
WASHINGTON, D.C.  
20006-1888

TELEPHONE: 202.887.1500  
FACSIMILE: 202.887.0763

WWW.MOFO.COM

STAMP & RETURN

MORRISON & FOERSTER LLP  
NEW YORK, SAN FRANCISCO,  
LOS ANGELES, PALO ALTO,  
SAN DIEGO, WASHINGTON, D.C.  
NORTHERN VIRGINIA,  
ORANGE COUNTY, DENVER  
SACRAMENTO, WALNUT CREEK  
TOKYO, LONDON, BEIJING,  
SHANGHAI, HONG KONG,  
SINGAPORE, BRUSSELS

FCC/MELLON JUN 07 2007

June 7, 2007

Writer's Direct Contact  
212.336.4252  
JKostyu@mofocom

*Via Hand Delivery*

Federal Communications Commission  
c/o Mellon Client Service Center  
500 Ross Street, Room 670  
Pittsburgh, PA 15262-0001

Attn: FCC Module Supervisor

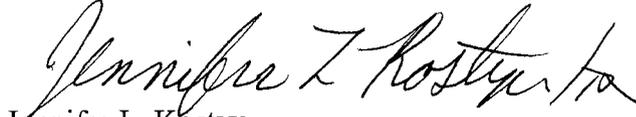
**Re: RSA 1 Limited Partnership d/b/a Cellular 29 Plus  
Application for Pro Forma Transfer of Control and Request for Waiver of  
Electronic Filing Requirements**

Dear Sir or Madam:

The attached FCC Form 603 application, in paper form, seeks Commission consent to the *pro forma* transfer of control of Alltel Corporation's ("Alltel") non-controlling, minority general partnership interests in the above-referenced licensee from the current shareholders of Alltel to Atlantis Holdings LLC. Although FCC Form 603 applications of this kind typically are filed electronically via the Commission's Universal Licensing System, for the reasons set forth in the attached application, the parties respectfully request a waiver of the Commission's electronic filing requirements in order to file this application in paper form.

Enclosed please find a completed Form 159 with a credit card payment in satisfaction of the required filing fee associated with this application. In addition, please return the enclosed date-stamped copy of the application.

Very truly yours,

  
Jennifer L. Kostyu  
Counsel to Alltel Corporation

Attachment

cc: Erin McGrath (WTB)

dc-491949

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

General Information

1) Application Purpose (Select only one) (TC )	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal
NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(Y ) Yes No
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003040113
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y ) Yes No
4) Are attachments being filed with this application?	(Y ) Yes No

Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	(N ) Yes No
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	(N ) Yes No
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	(Y ) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: 1

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N ) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	(X ) Voluntary ( ) Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) / /
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	(Y ) Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	(N ) Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) / /
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	(N ) Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	(N ) Yes No

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: ( S )

Sale or other assignment of assets       Court order       Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): \_\_\_\_\_

**Designated Entity Information** (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Competition-Related Information**

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	( Y ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Broadband Radio Service and Educational Broadband Service Information**

15a) Will the requested facilities be used to provide multichannel video programming service?	( ) <input type="checkbox"/> Yes <input type="checkbox"/> No
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?  If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <input type="checkbox"/> Yes <input type="checkbox"/> No
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?  If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <input type="checkbox"/> Yes <input type="checkbox"/> No

**Assignor/Licensee Information**

17) Assignor/Licensee is a(n): (Select One)			
<input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____			
18) FCC Registration Number (FRN): 0002576411			
19) First Name (if individual):		MI:	Last Name:
20) Legal Entity Name (if not an individual): RSA 1 Limited Partnership d/b/a Cellular 29 Plus			
21) Attention To:			
22) P.O. Box: 289		And /Or	23) Street Address: 404 Howland St.
24) City: Emerson		25) State: IA	26) Zip Code: 51533
27) Telephone Number: 712-824-7790		28) Fax Number: 712-824-7792	
29) E-Mail Address:			

**30) Demographics of Assignor/Licensee (Optional):**

<b>Race:</b>	<b>Ethnicity:</b>	<b>Gender:</b>
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

**Assignor/Licensee Contact Representative (if other than Assignor/Licensee)**
 Check here if same as Assignor/Licensee

31) First Name:		MI:	Last Name:	Suffix:
32) Company Name:				
33) Attention To:				
34) P.O. Box:		And /Or	35) Street Address:	
36) City:		37) State:	38) Zip Code:	
39) Telephone Number:		40) Fax Number:		
41) E-Mail Address:				

**Transferor Information (for Transfers of Control only)**

42) Transferor Is a(n): (Select One)			
<input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____			
43) FCC Registration Number (FRN): 0002942159			
44) First Name (if individual):		MI:	Last Name:
45) Legal Entity Name (if not an individual): Alltel Corporation			
46) Attention To: Wireless Regulatory Supervisor			
47) P.O. Box:		And /Or	48) Street Address: One Allied Dr.
49) City: Little Rock		50) State: AR	51) Zip Code: 72202
52) Telephone Number: 501-905-8555		53) Fax Number: 501-905-6193	
54) E-Mail Address:			

**55) Demographics of Transferor (Optional):**

<b>Race:</b>	<b>Ethnicity:</b>	<b>Gender:</b>
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

**Transferor Contact Representative (if other than Transferor)**

Check here if same as Transferor.

56) First Name: Cheryl		MI:	Last Name: Tritt	Suffix:
57) Company Name: Morrison & Foerster LLP				
58) Attention To:				
59) P.O. Box:		And /Or	60) Street Address: 2000 Pennsylvania Ave., NW, Suite 5500	
61) City: Washington		62) State: DC	63) Zip Code: 20006	
64) Telephone Number: 202-887-1510		65) Fax Number: 202-887-0763		
66) E-Mail Address: ctritt@mofo.com				

**Assignee/Transferee Information**

67) Assignee/Transferee is a(n): (Select One) <input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____			
68) FCC Registration Number (FRN): 0016511974			
69) First Name (if individual):	MI:	Last Name:	Suffix:
70) Legal Entity Name (if not an individual): Atlantis Holdings LLC			
71) Attention To: Clive D. Bode, Esq.			
72) Real Party in Interest FCC Registration Number (FRN): 0016511974			
73) Name of Real Party in Interest: Atlantis Holdings LLC			
74) P.O. Box:	And /Or	75) Street Address: 301 Commerce Street, Suite 3300	
76) City: Fort Worth	77) State: TX	78) Zip Code: 76102	
79) Telephone Number: (817) 871-4000		80) Fax Number:	
81) E-Mail Address: cbode@tpg.com			

**82) Demographics of Assignee/Transferee (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
---	---	--

**Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

Check here if same as Assignee/Transferee.

83) First Name: Kathleen	MI: Q	Last Name: Abernathy	Suffix:
84) Company Name: Akin Gump Strauss Hauer & Feld LLP			
85) Attention To:			
86) P.O. Box:	And /Or	87) Street Address: 1333 New Hampshire Ave., NW	
88) City: Washington	89) State: DC	90) Zip Code: 20036	
91) Telephone Number: (202) 887-4125		92) Fax Number: (202) 887-4288	
93) E-Mail Address: kabernathy@akingump.com			

**Ownership Disclosure Information**

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: <u>0003062025</u>

**Alien Ownership Information**

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?  If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>

**Basic Qualification Information**

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>

**Assignor/Transferor Certification Statements**

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

103) First Name:  Glenn	Mi:  S	Last Name:  Rabin	Suffix:
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104) Title: VP - Federal Communications Counsel

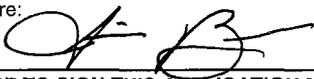
Signature: 	105) Date: 6/6/2007
--	------------------------

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.  
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

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1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

106) First Name: Clive	MI: D	Last Name: Bode	Suffix:
107) Title: Vice President, Atlantis Holdings LLC.			
Signature: 			108) Date: 6/5/07
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
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## LEAD APPLICATION INFORMATION

This application is one of a series of applications being filed in connection with the proposed transfer of control of Alltel Corporation (“Alltel”) and its subsidiaries, along with its interests in affiliates and other entities in which Alltel directly or indirectly holds an ownership interest, to Atlantis Holdings LLC. As further explained in the lead application for this transaction, ULS File No. 0003040113, Alltel holds a minority, non-controlling general partnership interest in one general partnership and five limited partnerships, including the licensee that is the subject of the instant Form 603 application. Consistent with Commission precedent, the parties seek *pro forma* approval to transfer control of the minority, non-controlling partnership interests.<sup>1</sup>

---

<sup>1</sup> See, e.g., FCC Public Notice, *AT&T Wireless Services, Inc. and Cingular Wireless Corporation Seek FCC Consent to Transfer Control of Licenses and Authorizations*, WT Docket No. 04-70, DA 04-932 (rel. April 2, 2004); Cf. *Vodafone Airtouch, Plc. and Bell Atlantic Corporation*, 15 FCC Rcd 16507 (2000).

**EXPLANATION OF PAPER FILING  
AND REQUEST FOR WAIVER**

The parties to this Form 603 application request a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), that requires wireless applications to be filed electronically through the Commission's Universal Licensing System ("ULS"). As explained in Exhibit 1, this application is one of a series of applications being filed in connection with the proposed transfer of control of Alltel Corporation ("Alltel") and its subsidiaries, along with its interests in affiliates and other entities in which Alltel directly or indirectly holds an ownership interest, to Atlantis Holdings LLC.

Consistent with Commission precedent, the parties seek *pro forma* approval to transfer control of certain minority, non-controlling ownership interests that Alltel holds in one general partnership and five limited partnerships, including the licensee that is the subject of this Form 603 application. Because Alltel does not control the subject licensee, however, it cannot initiate this Form 603 filing in ULS. Accordingly, the parties request a waiver of the electronic filing requirement with respect to this application. There is good cause for this waiver request. The waiver would serve the public interest by facilitating the proposed transfer of control and would not frustrate the purpose of the underlying rule.

MORRISON | FOERSTER

2000 PENNSYLVANIA AVE., NW  
WASHINGTON, D.C.  
20006-1888

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FACSIMILE: 202.887.0763

WWW.MOFO.COM

**STAMP & RETURN**

MORRISON & FOERSTER LLP  
NEW YORK, SAN FRANCISCO,  
LOS ANGELES, PALO ALTO,  
SAN DIEGO, WASHINGTON, D.C.

NORTHERN VIRGINIA,  
ORANGE COUNTY, DENVER  
SACRAMENTO, WALNUT CREEK

TOKYO, LONDON, BEIJING,  
SHANGHAI, HONG KONG,  
SINGAPORE, BRUSSELS

June 7, 2007

FCC/MELLON JUN 07 2007

Writer's Direct Contact

212.336.4252

JKostyu@mofocom

*Via Hand Delivery*

Federal Communications Commission  
c/o Mellon Client Service Center  
500 Ross Street, Room 670  
Pittsburgh, PA 15262-0001

Attn: FCC Module Supervisor

**Re: Wisconsin RSA No. 4 Limited Partnership  
Application for Pro Forma Transfer of Control and Request for Waiver of  
Electronic Filing Requirements**

Dear Sir or Madam:

The attached FCC Form 603 application, in paper form, seeks Commission consent to the *pro forma* transfer of control of Alltel Corporation's ("Alltel") non-controlling, minority general partnership interests in the above-referenced licensee from the current shareholders of Alltel to Atlantis Holdings LLC. Although FCC Form 603 applications of this kind typically are filed electronically via the Commission's Universal Licensing System, for the reasons set forth in the attached application, the parties respectfully request a waiver of the Commission's electronic filing requirements in order to file this application in paper form.

Enclosed please find a completed Form 159 with a credit card payment in satisfaction of the required filing fee associated with this application. In addition, please return the enclosed date-stamped copy of the application.

Very truly yours,



Jennifer L. Kostyu  
Counsel to Alltel Corporation

Attachment

cc: Erin McGrath (WTB)

dc-491957

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

General Information

1) Application Purpose (Select only one) (TC )	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal
NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	( Y ) Yes No
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003040113
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	( Y ) Yes No
4) Are attachments being filed with this application?	( Y ) Yes No

Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	( N ) Yes No
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	( N ) Yes No
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	( Y ) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: 1

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	( N ) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	( X ) Voluntary ( ) Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) / /
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	( Y ) Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	( N ) Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) / /
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	( N ) Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	( N ) Yes No

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: ( S )

Sale or other assignment of assets                      Court order                      Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): \_\_\_\_\_

**Designated Entity Information** (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	( N ) <u>Y</u> es No
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	( N ) <u>Y</u> es No
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	( N ) <u>Y</u> es No

**Competition-Related Information**

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	( N ) <u>Y</u> es No
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	( N ) <u>Y</u> es No
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	( N ) <u>Y</u> es No

**Broadband Radio Service and Educational Broadband Service Information**

15a) Will the requested facilities be used to provide multichannel video programming service?	( ) <u>Y</u> es No
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?  If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <u>Y</u> es No
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?  If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <u>Y</u> es No



**Transferor Information (for Transfers of Control only)**

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____			
43) FCC Registration Number (FRN): 0002942159			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual): Alltel Corporation			
46) Attention To: Wireless Regulatory Supervisor			
47) P.O. Box:	And /Or	48) Street Address: One Allied Dr.	
49) City: Little Rock	50) State: AR	51) Zip Code: 72202	
52) Telephone Number: 501-905-8555		53) Fax Number: 501-905-6193	
54) E-Mail Address:			

**55) Demographics of Transferor (Optional):**

<b>Race:</b>	<b>Ethnicity:</b>	<b>Gender:</b>
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

**Transferor Contact Representative (if other than Transferor)**

Check here if same as Transferor.

56) First Name: Cheryl	MI:	Last Name: Tritt	Suffix:
57) Company Name: Morrison & Foerster LLP			
58) Attention To:			
59) P.O. Box:	And /Or	60) Street Address: 2000 Pennsylvania Ave., NW, Suite 5500	
61) City: Washington	62) State: DC	63) Zip Code: 20006	
64) Telephone Number: 202-887-1510		65) Fax Number: 202-887-0763	
66) E-Mail Address: ctritt@mofo.com			

**Assignee/Transferee Information**

67) Assignee/Transferee is a(n): (Select One) <input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____			
68) FCC Registration Number (FRN): 0016511974			
69) First Name (if individual):	MI:	Last Name:	Suffix:
70) Legal Entity Name (if not an individual): Atlantis Holdings LLC			
71) Attention To: Clive D. Bode, Esq.			
72) Real Party in Interest FCC Registration Number (FRN): 0016511974			
73) Name of Real Party in Interest: Atlantis Holdings LLC			
74) P.O. Box:	And /Or	75) Street Address: 301 Commerce Street, Suite 3300	
76) City: Fort Worth	77) State: TX	78) Zip Code: 76102	
79) Telephone Number: (817) 871-4000		80) Fax Number:	
81) E-Mail Address: cbode@tpg.com			

**82) Demographics of Assignee/Transferee (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
---	---	--

**Assignee/Transferee Contact Representative (if other than Assignee/Transferee)** Check here if same as Assignee/Transferee.

83) First Name: Kathleen	MI: Q	Last Name: Abernathy	Suffix:
84) Company Name: Akin Gump Strauss Hauer & Feld LLP			
85) Attention To:			
86) P.O. Box:	And /Or	87) Street Address: 1333 New Hampshire Ave., NW	
88) City: Washington	89) State: DC	90) Zip Code: 20036	
91) Telephone Number: (202) 887-4125		92) Fax Number: (202) 887-4288	
93) E-Mail Address: kabernathy@akingump.com			

**Ownership Disclosure Information**

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( <input type="radio"/> Y ) <input checked="" type="radio"/> Yes <input type="radio"/> No
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: <u>0003062025</u>

**Alien Ownership Information**

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	( <input type="radio"/> N ) <input checked="" type="radio"/> Yes <input type="radio"/> No
96) Is the Assignee/Transferee an alien or the representative of an alien?	( <input type="radio"/> N ) <input checked="" type="radio"/> Yes <input type="radio"/> No
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	( <input type="radio"/> N ) <input checked="" type="radio"/> Yes <input type="radio"/> No
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99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> N ) <input checked="" type="radio"/> Yes <input type="radio"/> No
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?  If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	( <input type="radio"/> ) <input checked="" type="radio"/> Yes <input type="radio"/> No

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**Typed or Printed Name of Party Authorized to Sign**

103) First Name:  Glenn	MI:  S	Last Name:  Rabin	Suffix:
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104) Title: VP - Federal Communications Counsel

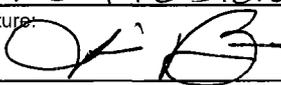
Signature: 	105) Date: 6/6/2007
--	------------------------

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**Typed or Printed Name of Party Authorized to Sign**

106) First Name: Clive	MI: D	Last Name: Bode	Suffix:
107) Title: Vice President, Atlantis Holdings LLC			
Signature: 			108) Date: 6/5/07
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			



## LEAD APPLICATION INFORMATION

This application is one of a series of applications being filed in connection with the proposed transfer of control of Alltel Corporation (“Alltel”) and its subsidiaries, along with its interests in affiliates and other entities in which Alltel directly or indirectly holds an ownership interest, to Atlantis Holdings LLC. As further explained in the lead application for this transaction, ULS File No. 0003040113, Alltel holds a minority, non-controlling general partnership interest in one general partnership and five limited partnerships, including the licensee that is the subject of the instant Form 603 application. Consistent with Commission precedent, the parties seek *pro forma* approval to transfer control of the minority, non-controlling partnership interests.<sup>1</sup>

---

<sup>1</sup> See, e.g., FCC Public Notice, *AT&T Wireless Services, Inc. and Cingular Wireless Corporation Seek FCC Consent to Transfer Control of Licenses and Authorizations*, WT Docket No. 04-70, DA 04-932 (rel. April 2, 2004); Cf. *Vodafone Airtouch, Plc. and Bell Atlantic Corporation*, 15 FCC Rcd 16507 (2000).

**EXPLANATION OF PAPER FILING  
AND REQUEST FOR WAIVER**

The parties to this Form 603 application request a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), that requires wireless applications to be filed electronically through the Commission's Universal Licensing System ("ULS"). As explained in Exhibit 1, this application is one of a series of applications being filed in connection with the proposed transfer of control of Alltel Corporation ("Alltel") and its subsidiaries, along with its interests in affiliates and other entities in which Alltel directly or indirectly holds an ownership interest, to Atlantis Holdings LLC.

Consistent with Commission precedent, the parties seek *pro forma* approval to transfer control of certain minority, non-controlling ownership interests that Alltel holds in one general partnership and five limited partnerships, including the licensee that is the subject of this Form 603 application. Because Alltel does not control the subject licensee, however, it cannot initiate this Form 603 filing in ULS. Accordingly, the parties request a waiver of the electronic filing requirement with respect to this application. There is good cause for this waiver request. The waiver would serve the public interest by facilitating the proposed transfer of control and would not frustrate the purpose of the underlying rule.

MORRISON | FOERSTER

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**STAMP & RETURN**

MORRISON & FOERSTER LLP  
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LOS ANGELES, PALO ALTO,  
SAN DIEGO, WASHINGTON, D.C.

NORTHERN VIRGINIA,  
ORANGE COUNTY, DENVER  
SACRAMENTO, WALNUT CREEK

TOKYO, LONDON, BEIJING,  
SHANGHAI, HONG KONG,  
SINGAPORE, BRUSSELS

June 7, 2007

FCC/MELLON JUN 07 2007

FCC/MELLON JUN 07 2007

Writer's Direct Contact

202.887.336.4252

jkostyu@mofocom

*Via Hand Delivery*

Federal Communications Commission  
c/o Mellon Client Service Center  
500 Ross Street, Room 670  
Pittsburgh, PA 15262-0001

Attn: FCC Module Supervisor

**Re: Wisconsin RSA-10 Limited Partnership  
Application for Pro Forma Transfer of Control and Request for Waiver of  
Electronic Filing Requirements**

Dear Sir or Madam:

The attached FCC Form 603 application, in paper form, seeks Commission consent to the *pro forma* transfer of control of Alltel Corporation's ("Alltel") non-controlling, minority general partnership interests in the above-referenced licensee from the current shareholders of Alltel to Atlantis Holdings LLC. Although FCC Form 603 applications of this kind typically are filed electronically via the Commission's Universal Licensing System, for the reasons set forth in the attached application, the parties respectfully request a waiver of the Commission's electronic filing requirements in order to file this application in paper form.

Enclosed please find a completed Form 159 with a credit card payment in satisfaction of the required filing fee associated with this application. In addition, please return the enclosed date-stamped copy of the application.

Very truly yours,



Jennifer L. Kostyu  
*Counsel to Alltel Corporation*

Attachment

cc: Erin McGrath (WTB)

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

General Information

1) Application Purpose (Select only one) (IC )	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal
NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(Y ) Yes No
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003040113
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y ) Yes No
4) Are attachments being filed with this application?	(Y ) Yes No

Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	(N ) Yes No
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	(N ) Yes No
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	(Y ) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: 1

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N ) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	(X ) Voluntary ( ) Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) / /
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	(Y ) Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	(N ) Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) / /
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	(N ) Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	(N ) Yes No

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: ( S )

Sale or other assignment of assets       Court order       Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): \_\_\_\_\_

**Designated Entity Information** (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Competition-Related Information**

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Broadband Radio Service and Educational Broadband Service Information**

15a) Will the requested facilities be used to provide multichannel video programming service?	( ) <input type="checkbox"/> Yes <input type="checkbox"/> No
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?  If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <input type="checkbox"/> Yes <input type="checkbox"/> No
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?  If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <input type="checkbox"/> Yes <input type="checkbox"/> No

**Assignor/Licensee Information**

17) Assignor/Licensee is a(n): (Select One)			
<input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____			
18) FCC Registration Number (FRN): 0002698892			
19) First Name (if individual):	MI:	Last Name:	Suffix:
20) Legal Entity Name (if not an individual): Wisconsin RSA-10 Limited Partnership			
21) Attention To:			
22) P.O. Box: 19079	And /Or	23) Street Address: 450 Security Blvd.	
24) City: Green Bay	25) State: WI	26) Zip Code: 54307	
27) Telephone Number: 920-617-7000	28) Fax Number: 920-617-7329		
29) E-Mail Address:			

**30) Demographics of Assignor/Licensee (Optional):**

<b>Race:</b>	<b>Ethnicity:</b>	<b>Gender:</b>
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

**Assignor/Licensee Contact Representative (if other than Assignor/Licensee)** Check here if same as Assignor/Licensee

31) First Name:	MI:	Last Name:	Suffix:
32) Company Name:			
33) Attention To:			
34) P.O. Box:	And /Or	35) Street Address:	
36) City:	37) State:	38) Zip Code:	
39) Telephone Number:	40) Fax Number:		
41) E-Mail Address:			

**Transferor Information** (for Transfers of Control only)

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____			
43) FCC Registration Number (FRN): 0002942159			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual): Alltel Corporation			
46) Attention To: Wireless Regulatory Supervisor			
47) P.O. Box:	And /Or	48) Street Address: One Allied Dr.	
49) City: Little Rock	50) State: AR	51) Zip Code: 72202	
52) Telephone Number: 501-905-8555		53) Fax Number: 501-905-6193	
54) E-Mail Address:			

**55) Demographics of Transferor (Optional):**

<b>Race:</b>	<b>Ethnicity:</b>	<b>Gender:</b>
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

**Transferor Contact Representative** (if other than Transferor)

Check here if same as Transferor.

56) First Name: Cheryl	MI:	Last Name: Tritt	Suffix:
57) Company Name: Morrison & Foerster LLP			
58) Attention To:			
59) P.O. Box:	And /Or	60) Street Address: 2000 Pennsylvania Ave., NW, Suite 5500	
61) City: Washington	62) State: DC	63) Zip Code: 20006	
64) Telephone Number: 202-887-1510		65) Fax Number: 202-887-0763	
66) E-Mail Address: ctritt@mofocom			

**Assignee/Transferee Information**

67) Assignee/Transferee is a(n): (Select One) <input type="checkbox"/> Individual <input type="checkbox"/> Unincorporated Association <input type="checkbox"/> Trust <input type="checkbox"/> Government Entity <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Partnership <input type="checkbox"/> Consortium <input type="checkbox"/> Other: _____			
68) FCC Registration Number (FRN): 0016511974			
69) First Name (if individual):	MI:	Last Name:	Suffix:
70) Legal Entity Name (if not an individual): Atlantis Holdings LLC			
71) Attention To: Clive D. Bode, Esq.			
72) Real Party in Interest FCC Registration Number (FRN): 0016511974			
73) Name of Real Party in Interest: Atlantis Holdings LLC			
74) P.O. Box:	And /Or	75) Street Address: 301 Commerce Street, Suite 3300	
76) City: Fort Worth	77) State: TX	78) Zip Code: 76102	
79) Telephone Number: (817) 871-4000		80) Fax Number:	
81) E-Mail Address: cbode@tpg.com			

**82) Demographics of Assignee/Transferee (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Assignee/Transferee Contact Representative (if other than Assignee/Transferee)** Check here if same as Assignee/Transferee.

83) First Name: Kathleen	MI: Q	Last Name: Abernathy	Suffix:
84) Company Name: Akin Gump Strauss Hauer & Feld LLP			
85) Attention To:			
86) P.O. Box:	And /Or	87) Street Address: 1333 New Hampshire Ave., NW	
88) City: Washington	89) State: DC	90) Zip Code: 20036	
91) Telephone Number: (202) 887-4125		92) Fax Number: (202) 887-4288	
93) E-Mail Address: kabernathy@akingump.com			

**Ownership Disclosure Information**

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( <input checked="" type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: <u>0003062025</u>

**Alien Ownership Information**

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?  If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>

**Basic Qualification Information**

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	( <input type="radio"/> ) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>

**Assignor/Transferor Certification Statements**

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

103) First Name:  Glenn	MI:  S	Last Name:  Rabin	Suffix:
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104) Title: VR - Federal Communications Counsel

Signature: 	105) Date: 6/6/2007
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**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.  
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

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1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

106) First Name: Clive	MI: D	Last Name: Bode	Suffix:
107) Title: Vice President, Atlantis Holdings LLC			
Signature: 			108) Date: 6/5/07
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			



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<sup>1</sup> See, e.g., FCC Public Notice, *AT&T Wireless Services, Inc. and Cingular Wireless Corporation Seek FCC Consent to Transfer Control of Licenses and Authorizations*, WT Docket No. 04-70, DA 04-932 (rel. April 2, 2004); Cf. *Vodafone Airtouch, Plc. and Bell Atlantic Corporation*, 15 FCC Rcd 16507 (2000).

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AND REQUEST FOR WAIVER**

The parties to this Form 603 application request a waiver of Section 1.913(b) of the Commission's rules, 47 C.F.R. § 1.913(b), that requires wireless applications to be filed electronically through the Commission's Universal Licensing System ("ULS"). As explained in Exhibit 1, this application is one of a series of applications being filed in connection with the proposed transfer of control of Alltel Corporation ("Alltel") and its subsidiaries, along with its interests in affiliates and other entities in which Alltel directly or indirectly holds an ownership interest, to Atlantis Holdings LLC.

Consistent with Commission precedent, the parties seek *pro forma* approval to transfer control of certain minority, non-controlling ownership interests that Alltel holds in one general partnership and five limited partnerships, including the licensee that is the subject of this Form 603 application. Because Alltel does not control the subject licensee, however, it cannot initiate this Form 603 filing in ULS. Accordingly, the parties request a waiver of the electronic filing requirement with respect to this application. There is good cause for this waiver request. The waiver would serve the public interest by facilitating the proposed transfer of control and would not frustrate the purpose of the underlying rule.

Submitted: 06/14/2007 at 17:52:19  
 File Number: 0003067708

FCC Form 608  
 Main Form

Approved by OMB  
 3060-1058

FCC Wireless Telecommunications Bureau  
 Application or Notification for Spectrum Leasing Arrangement/  
 Notification of a Private Commons Arrangement

See 608 Main Form Instructions  
 For public burden estimate

General Information

Application/Notification Purpose

1a) Purpose of Filing (Select only one):	
<input type="checkbox"/> LN – New	<input type="checkbox"/> LM – Modification
<input checked="" type="checkbox"/> LT – Transfer of Control	<input type="checkbox"/> LE – Extend the Term
<input type="checkbox"/> AM – Amendment	<input type="checkbox"/> WD – Withdraw
<input type="checkbox"/> LU – Administrative Update	<input type="checkbox"/> LC – Cancel
1b) If this filing is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending Application/Notification currently on file with the FCC.	File Number: _____

Classification of Filing

For Leases/Subleases Only

2a) Classification of Filing (Select only one):	2b) Type of Filing
<input type="checkbox"/> ML – Spectrum Manager	<input checked="" type="checkbox"/> L – Lease
<input checked="" type="checkbox"/> TL – De Facto Transfer	<input type="checkbox"/> S – Sublease (Must Be Filed Manually)

For Private Commons Arrangements Only (Must Be Filed Manually)

2c) This filing will be a Private Commons Arrangement of a (Select only one):	2d) If a Private Commons Arrangement of a Lease or Sublease, choose the legal type (Select only one):
<input type="checkbox"/> N – License	<input type="checkbox"/> M – Spectrum Manager
<input type="checkbox"/> L – Lease	<input type="checkbox"/> T – De Facto Transfer
<input type="checkbox"/> S – Sublease	

Term of Lease/Sublease (Only for Transfer of Control of a Lessee or Sublessee, or a Revision to Extend the Term of a Lease or Sublease)

3) Indicate whether the existing Lease/Sublease is:	<input checked="" type="checkbox"/> Long-Term	or	<input type="checkbox"/> Short-Term
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Other Wireless Licenses

4a) Is this filing part of a series of related filings involving other wireless license(s) or lease(s) held by the Applicant, affiliates of the Applicant (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this filing and for which Commission approval or notification is required?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4b) If the answer to 4a is 'Yes', is this filing the lead Application/Notification?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
4c) If the answer to 4a is 'Yes' and the answer to 4b is 'No', provide the File Number of the lead Application/Notification.	File Number: <b>0003040113</b>

**Attachments**

5) Are attachments (other than associated schedules) being filed with this Application/Notification?	( <input checked="" type="checkbox"/> ) <u>Yes</u> <input type="checkbox"/> <u>No</u>
--	---

**Fees and Waivers****Exemption from Application Fees**

6) Is the applicant exempt from FCC application fees? If the answer to 6 is 'Yes', attach an exhibit demonstrating how the applicant is exempt from FCC application fees.	( <input type="checkbox"/> ) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>
--	---

**Waiver/Deferral of Fees**

7) Is a waiver/deferral of the FCC application fees being requested? If the answer to 7 is 'Yes', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	( <input type="checkbox"/> ) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>
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**Waiver of Commission Rules**

8a) Does this filing include a request for waiver of the Commission's Rules (other than a request for application fee waivers)? If the answer to 8a is 'Yes', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	( <input type="checkbox"/> ) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>
8b) If the answer to 8a is 'Yes', enter the number of rule section(s) involved.	Number of Rule Section(s): _____

**Regulatory Status and Offerings** (To be completed only for Modification of a Lease or Modification of a Sublease)**Radio Service Offerings**

9) The Applicant will provide the following type(s) of radio service offerings (select all that apply): ( <input type="checkbox"/> ) Common Carrier      ( <input type="checkbox"/> ) Non-common Carrier      ( <input type="checkbox"/> ) Private, internal communications      ( <input type="checkbox"/> ) Broadcast Services
---

**Radio Service**

10) The Applicant will provide the following type(s) of radio service (select all that apply): ( <input type="checkbox"/> ) Fixed      ( <input type="checkbox"/> ) Mobile      ( <input type="checkbox"/> ) Radiolocation      ( <input type="checkbox"/> ) Satellite (sound)      ( <input type="checkbox"/> ) Broadcast Services	
11) Does the Applicant propose to provide service interconnected to the public telephone network?	( <input type="checkbox"/> ) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>

**Designated Entity Information** (If the answer to 12a, 12b or 12c is 'Yes', Schedule A must be completed.)**Bidding Credits**

12a) Does this filing involve any spectrum associated with any licenses that were originally awarded with bidding credits within the last five years?	( <input type="checkbox"/> ) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>
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**Installment Payment Plan**

12b) Does this filing involve any spectrum associated with any licenses that were originally subject to the Commission's installment payment plan?	( <input checked="" type="checkbox"/> ) <u>Yes</u> <input type="checkbox"/> <u>No</u>
--	---

**Closed Bidding**

12c) Does this filing involve any spectrum associated with any licenses that were originally granted pursuant to closed bidding within the last five years?	( <input type="checkbox"/> ) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>
---	---

## Competition Related Information

13) Does this filing involve a license authorization or Spectrum Lease/Sublease that may be used to provide interconnected mobile voice and/or data services that would create a geographic overlap with another license authorization(s) or Spectrum Leasing Arrangement(s) in which the Applicant already holds direct or indirect interests (of 10 percent or more), either as a licensee or Spectrum Lessee/Sublessee, and that could also be used to provide interconnected mobile voice and/or data services?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
14a) Does the Applicant (Lessee/Sublessee) hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more of Cellular, Broadband PCS, or Specialized Mobile Radio (SMR) spectrum through license(s) or spectrum leases/subleases in the same geographic area?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
14b) Would/Does this Spectrum Leasing Arrangement reduce the number of entities providing service (using spectrum in any of the three services listed in 14a above) in the affected market(s)?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>

## Broadband Radio Service and Educational Broadband Service Information

### Broadband Radio Service (BRS) and Educational Broadband Service (EBS) – Cable Cross-Ownership

15a) Will the requested facilities be used to provide multichannel video programming service?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
<p>15b) If the answer to 15a is 'Yes', does the Applicant operate, control or have an attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic service area of the requested facilities?</p> <p>If 'Yes', provide an exhibit explaining how the Applicant (Lessee/Sublessee) complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 8a must be answered 'Yes'.</p>	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>

### Educational Broadband Service (EBS) – Part 27 Programming Requirements

<p>16) Does the Applicant comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?</p> <p>If 'No', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 8a must be answered 'Yes'.</p>	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
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## Part 90 Public Safety Services

### Eligibility

17) Is the Applicant a public safety entity or otherwise an entity that will use the leased spectrum to provide communications in support of public safety operations pursuant to Section 90.523 of the Commission's Rules?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
---	--

## Licensee Information

### FRN

18) FCC Registration Number:

### Entity

19) Licensee is a(n) (Select One):

( ) Individual ( ) Unincorporated Association ( ) Trust ( ) Government Entity ( ) Corporation ( ) Limited Liability Company

( ) General Partnership ( ) Limited Partnership ( ) Limited Liability Partnership ( ) Consortium

( ) Other: \_\_\_\_\_

### Licensee Name

20) Licensee Name (if entity):

21) Licensee Name (if individual): First: MI: Last: Suffix:

22) Attention To:

### Address

23) P.O. Box: **And /Or** 24) Street Address:

25) City: 26) State: 27) Zip Code:

28) Telephone Number: 29) FAX Number:

30) E-Mail Address:

### 31) Demographics (Optional):

#### Race:

( ) American Indian or Alaska Native

( ) Asian

( ) Black or African-American

( ) Native Hawaiian or Other Pacific Islander

( ) White

#### Ethnicity:

( ) Hispanic or Latino

( ) Not Hispanic or Latino

#### Gender:

( ) Male

( ) Female

## Licensee Contact Information

Contact Name (if other than Licensee)

( ) Check here if same as Licensee Information

32) Name: First: MI: Last: Suffix:

33) Company Name:

34) Attention To:

### Address

35) P.O. Box: **And /Or** 36) Street Address:

37) City: 38) State: 39) Zip Code:

40) Telephone Number: 41) FAX Number:

42) E-Mail Address:

## Lessee Information

### FRN

43) FCC Registration Number: <b>0001720101</b>
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### Entity

44) Lessee is a(n) (Select One): ( ) Individual ( ) Unincorporated Association ( ) Trust ( ) Government Entity ( <input checked="" type="checkbox"/> ) Corporation ( ) Limited Liability Company ( ) General Partnership ( ) Limited Partnership ( ) Limited Liability Partnership ( ) Consortium ( ) Other: _____
---

### Lessee Name

45) If the Lessee name is being updated, is the update a result from the sale (or transfer of control) of the lease(s) to another party and for which proper Commission approval has not been received or proper notification not provided? ( ) Yes <b>No</b>
46) Lessee Name (if entity): <b>Alltel Communications, Inc.</b>
47) Lessee Name (if individual): First: MI: Last: Suffix:
48) Attention To: <b>Wireless Regulatory Supervisor</b>

### Name of Real Party in Interest

49) Name of Real Party in Interest: <b>Atlantis Holdings LLC</b>
50) FCC Registration Number (FRN): <b>0016511974</b>

### Address

51) P.O. Box: And /Or 52) Street Address: <b>One Allied Drive, B2F2-A</b>
53) City: <b>Little Rock</b> 54) State: <b>AR</b> 55) Zip Code: <b>72202</b>
56) Telephone Number: <b>(501)905-8555</b> 57) FAX Number: <b>(501)905-6193</b>
58) E-Mail Address: <b>ACI.Wireless.Regulatory@alltel.com</b>

### 59) Demographics (Optional):

<b>Race:</b> ( ) American Indian or Alaska Native ( ) Asian ( ) Black or African-American ( ) Native Hawaiian or Other Pacific Islander ( ) White	<b>Ethnicity:</b> ( ) Hispanic or Latino ( ) Not Hispanic or Latino	<b>Gender:</b> ( ) Male ( ) Female
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## Lessee Contact Information

Contact Name (if other than Lessee)

(  ) Check here if same as Lessee Information

60) Name: First: <b>Cheryl</b> MI: <b>A</b> Last: <b>Tritt</b> Suffix:
61) Company Name: <b>Morrison &amp; Foerster LLP</b>
62) Attention To:

### Address

63) P.O. Box: And /Or 64) Street Address: <b>2000 Pennsylvania Ave., NW Suite 5500</b>
65) City: <b>Washington</b> 66) State: <b>DC</b> 67) Zip Code: <b>20006</b>
68) Telephone Number: <b>(202)887-1510</b> 69) FAX Number: <b>(202)887-0763</b>
70) E-Mail Address: <b>ctritt@mofo.com</b>

## Sublessee Information

### FRN

71) FCC Registration Number:

### Entity

72) Sublessee is a(n) (Select One):

( ) Individual ( ) Unincorporated Association ( ) Trust ( ) Government Entity ( ) Corporation ( ) Limited Liability Company

( ) General Partnership ( ) Limited Partnership ( ) Limited Liability Partnership ( ) Consortium

( ) Other: \_\_\_\_\_

### Sublessee Name

73) If the Sublessee name is being updated, is the update a result from the sale (or transfer of control) of the sublease(s) to another party and for which proper Commission approval has not been received or proper notification not provided?

( ) Yes **No**

74) Sublessee Name (if entity):

75) Sublessee Name (if individual):

First:

MI:

Last:

Suffix:

76) Attention To:

### Name of Real Party in Interest

77) Name of Real Party in Interest:

78) FCC Registration Number (FRN):

### Address

79) P.O. Box:

**And  
/Or**

80) Street Address:

81) City:

82) State:

83) Zip Code:

84) Telephone Number:

85) FAX Number:

86) E-Mail Address:

### 87) Demographics (Optional):

#### Race:

( ) American Indian or Alaska Native

( ) Asian

( ) Black or African-American

( ) Native Hawaiian or Other Pacific Islander

( ) White

#### Ethnicity:

( ) Hispanic or Latino

( ) Not Hispanic or Latino

#### Gender:

( ) Male

( ) Female

## Sublessee Contact Information

Contact Name (if other than Sublessee)

( ) Check here if same as Sublessee Information

88) Name:

First:

MI:

Last:

Suffix:

89) Company Name:

90) Attention To:

### Address

91) P.O. Box:

**And  
/Or**

92) Street Address:

93) City:

94) State:

95) Zip Code:

96) Telephone Number:

97) FAX Number:

98) E-Mail Address:

## Transferee Information

### FRN

99) FCC Registration Number: **0016511974**

### Entity

100) Transferee is a(n) (Select One):

( ) Individual ( ) Unincorporated Association ( ) Trust ( ) Government Entity ( ) Corporation (  ) Limited Liability Company

( ) General Partnership ( ) Limited Partnership ( ) Limited Liability Partnership ( ) Consortium

( ) Other: \_\_\_\_\_

### Transferee Name

101) Transferee Name (if entity): **Atlantis Holdings LLC**

102) Transferee Name (if individual):

First:

MI:

Last:

Suffix:

103) Attention To: **Clive D. Bode, Esq.**

### Name of Real Party in Interest

104) Name of Real Party in Interest: **Atlantis Holdings LLC**

105) FCC Registration Number (FRN): **0016511974**

### Address

106) P.O. Box:

And  
/Or

107) Street Address: **301 Commerce Street, Suite 3300**

108) City: **Fort Worth**

109) State: **TX**

110) Zip Code: **76102**

111) Telephone Number: **(817)871-4000**

112) FAX Number:

113) E-Mail Address: **cbode@tpg.com**

### 114) Demographics (Optional):

#### Race:

( ) American Indian or Alaska Native

( ) Asian

( ) Black or African-American

( ) Native Hawaiian or Other Pacific Islander

( ) White

#### Ethnicity:

( ) Hispanic or Latino

( ) Not Hispanic or Latino

#### Gender:

( ) Male

( ) Female

## Transferee Contact Information

Contact Name (if other than Transferee)

( ) Check here if same as Transferee Information

115) Name:

First:

**Kathleen**

MI:

**Q**

Last:

**Abernathy**

Suffix:

116) Company Name: **Akin Gump Strauss Hauer & Feld LLP**

117) Attention To:

### Address

118) P.O. Box:

And  
/Or

119) Street Address: **1333 New Hampshire Ave., NW**

120) City: **Washington**

121) State: **DC**

122) Zip Code: **20036**

123) Telephone Number: **(202)887-4125**

124) FAX Number: **(202)887-4288**

125) E-Mail Address: **kabernathy@akingump.com**

## Transferor Information

### FRN

126) FCC Registration Number: **0002942159**

### Entity

127) Transferor is a(n) (Select One):

( ) Individual ( ) Unincorporated Association ( ) Trust ( ) Government Entity () Corporation ( ) Limited Liability Company

( ) General Partnership ( ) Limited Partnership ( ) Limited Liability Partnership ( ) Consortium

( ) Other: \_\_\_\_\_

### Transferor Name

128) Transferor Name (if entity): **Alltel Corporation**

129) Transferor Name (if individual):

First:

MI:

Last:

Suffix:

130) Attention To: **Wireless Regulatory Supervisor**

### Address

131) P.O. Box:

And  
/Or

132) Street Address: **One Allied Dr.**

133) City: **Little Rock**

134) State: **AR**

135) Zip Code: **72202**

136) Telephone Number: **(501)905-8555**

137) FAX Number: **(501)905-6193**

138) E-Mail Address:

### 139) Demographics (Optional):

#### Race:

( ) American Indian or Alaska Native

( ) Asian

( ) Black or African-American

( ) Native Hawaiian or Other Pacific Islander

( ) White

#### Ethnicity:

( ) Hispanic or Latino

( ) Not Hispanic or Latino

#### Gender:

( ) Male

( ) Female

## Transferor Contact Information

Contact Name (if other than Transferor)

( ) Check here if same as Transferor Information

140) Name:

First:

**Cheryl**

MI:

**A**

Last:

**Tritt**

Suffix:

141) Company Name:

**Morrison & Foerster LLP**

142) Attention To:

### Address

143) P.O. Box:

And  
/Or

144) Street Address: **2000 Pennsylvania Ave., NW Suite 5500**

145) City: **Washington**

146) State: **DC**

147) Zip Code: **20006**

148) Telephone Number: **(202)887-1510**

149) FAX Number: **(202)887-0763**

150) E-Mail Address:

**ctritt@mofocom**

## Ownership Disclosure Information

### FCC Form 602

151a) Is the Applicant required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( <input checked="" type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
151b) If the answer to 151a is 'Yes', provide the File Number of FCC Form 602 that has been filed in conjunction with this FCC Form 608 filing or that is already on file with the FCC and remains accurate.	File Number: <u>0003062025</u>

## Alien Ownership Questions

### Alien Ownership (If any answer is 'Yes', provide an attachment explaining the circumstances)

152) Is the Applicant a foreign government or the representative of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
153) Is the Applicant an alien or the representative of an alien?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
154) Is the Applicant a corporation organized under the laws of a foreign government?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
155) Is the Applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
156a) Is the Applicant directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
156b) If the answer to 156a is 'Yes', has the Applicant received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this filing?  If the answer to 156b is 'Yes', provide in an exhibit the citation(s) of the declaratory ruling(s) received by the Applicant ( <i>i.e.</i> , DA or FCC Number, FCC Record citation when available, and release date).  If the answer to 156b is 'No', attach to this filing a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>

## Basic Qualification Information

### Basic Qualification Questions (If any answer is 'Yes', provide an attachment explaining the circumstances)

157) Has the Applicant or any party to this filing had any FCC station authorization, license, or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license or construction permit denied by the Commission?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
158) Has the Applicant or any party to this filing, or any party directly or indirectly controlling the Applicant or any party to this filing ever been convicted of a felony by any state or federal court?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
159) Has any court finally adjudged the Applicant or any party directly or indirectly controlling Applicant guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>

**Licensee Certification Statements**

- |    |   |
|----|---|
| 1) | The Licensee agrees that the Lease is not a sale or transfer of the license itself.   |
| 2) | The Licensee certifies that it will not consent to assignment of the Lease except to the extent such assignment complies with the Commission's Rules and Regulations. |
| 3) | The Licensee certifies that it holds exclusive use rights to use the licensed spectrum.   |
| 4) | The Licensee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency. |

The Licensee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.

**Type or Printed Name of Party Authorized to Sign**

160) First Name:	MI:	Last Name:	Suffix:
161) Title:			
162) Signature:		163) Date:	

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.**

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**Lessee Certification Statements**

1)	The Lessee agrees that the Lease is not a sale or transfer of the license itself.
2)	The Lessee acknowledges that it is required to comply with the Commission's Rules and Regulations and other applicable law at all times, and if the Lessee fails to so comply, the Lease/Sublease may be revoked, cancelled, or terminated by either the Licensee or the Commission.
3)	The Lessee certifies that neither it nor any other party to the Application/Notification is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. (See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.)
4)	The Lessee hereby accepts Commission oversight and enforcement consistent with the license and lease authorization. The Lessee acknowledges that it must cooperate fully with any investigation or inquiry conducted either by the Commission or the Licensee, allow the Commission or the Licensee to conduct on-site inspections of transmission facilities, and suspend operations at the direction of the Commission or the Licensee and to the extent that such suspension of operation would be consistent with applicable Commission policies.
5)	The Lessee acknowledges that in the event an authorization held by a Licensee that has associated with it a spectrum leasing arrangement that is the subject of this filing is revoked, cancelled, terminated, or otherwise ceases to be in effect, the Lessee will have no continuing authority to use the leased spectrum and will be required to terminate its operations no later than the date on which the Licensee ceases to have any authority to operate under the license, unless otherwise authorized by the Commission.
6)	The Lessee agrees the Lease shall not be assigned to any entity that is not eligible or qualified to enter into a spectrum leasing arrangement under the Commission's Rules and Regulations.
7)	The Lessee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by spectrum lease or otherwise.
8)	The Lessee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.
<b>The Lessee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.</b>	

**Type or Printed Name of Party Authorized to Sign**

164) First Name:	MI:	Last Name:	Suffix:
165) Title:			
166) Signature:		167) Date:	
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			

### Sublessee Certification Statements

1)	The Sublessee agrees that the Lease is not a sale or transfer of the license itself.
2)	The Sublessee acknowledges that it is required to comply with the Commission's Rules and Regulations and other applicable law at all times, and if the Sublessee fails to so comply, the Lease may be revoked, cancelled, or terminated by either the Licensee or the Commission.
3)	The Sublessee certifies that neither it nor any other party to the Application/Notification is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. (See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.)
4)	The Sublessee hereby accepts Commission oversight and enforcement consistent with the license and lease authorization. The Sublessee acknowledges that it must cooperate fully with any investigation or inquiry conducted either by the Commission or the Licensee, allow the Commission or the Licensee to conduct on-site inspections of transmission facilities, and suspend operations at the direction of the Commission or the Licensee and to the extent that such suspension of operation would be consistent with applicable Commission policies.
5)	The Sublessee acknowledges that in the event an authorization held by a Licensee that has entered into a spectrum leasing arrangement is revoked, cancelled, terminated, or otherwise ceases to be in effect, the Sublessee will have no continuing authority to use the leased spectrum and will be required to terminate its operations no later than the date on which the Licensee ceases to have any authority to operate under the license, unless otherwise authorized by the Commission.
6)	The Sublessee agrees the Lease/Sublease shall not be assigned to any entity that is not eligible or qualified to enter into a spectrum leasing arrangement under the Commission's Rules and Regulations.
7)	The Sublessee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by spectrum lease or otherwise.
8)	The Sublessee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.
<b>The Sublessee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.</b>	

### Type or Printed Name of Party Authorized to Sign

168) First Name:	MI:	Last Name:	Suffix:
169) Title:			
170) Signature:		171) Date:	
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			

**Transferee Certification Statements**

1)	The Transferee agrees that the Lease/Sublease is not a sale or transfer of the license itself.
2)	The Transferee acknowledges that it is required to comply with the Commission's Rules and Regulations and other applicable law at all times, and if the Transferee fails to so comply, the Lease/Sublease may be revoked, cancelled, or terminated by either the Licensee or the Commission.
3)	The Transferee certifies that neither it nor any other party to the Application/Notification is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. (See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.)
4)	The Transferee hereby accepts Commission oversight and enforcement consistent with the license and lease authorization. The Transferee acknowledges that it must cooperate fully with any investigation or inquiry conducted either by the Commission or the Licensee, allow the Commission or the Licensee to conduct on-site inspections of transmission facilities, and suspend operations at the direction of the Commission or the Licensee and to the extent that such suspension of operation would be consistent with the applicable Commission policies.
5)	The Transferee acknowledges that in the event an authorization held by a Licensee that has associated with it a spectrum leasing arrangement that is the subject of this filing is revoked, cancelled, terminated, or otherwise ceases to be in effect, the Transferee will have no continuing authority to use the leased spectrum and will be required to terminate its operations no later than the date on which the Licensee ceases to have any authority to operate under the license, unless otherwise authorized by the Commission.
6)	The Transferee agrees the Lease shall not be assigned to any entity that is not eligible or qualified to enter into a spectrum leasing arrangement under the Commission's Rules and Regulations.
7)	The Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by spectrum lease or otherwise.
8)	The Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.
<b>The Transferee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.</b>	

**Type or Printed Name of Party Authorized to Sign**

172) First Name: <b>Clive</b>	MI: <b>D</b>	Last Name: <b>Bode</b>	Suffix: <b>Esq</b>
173) Title: <b>Vice President</b>			
174) Signature: <b>Clive D Bode Esq</b>		175) Date: <b>06/14/2007</b>	
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			

**Transferor Certification Statements**

1)	The Transferor certifies either (1) that control of the Lessee/Sublessee will not be transferred until consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the Lease/Sublease is subject to streamlined notification procedures for <i>pro forma</i> transfers of control. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.
<b>The Transferor certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.</b>	

**Type or Printed Name of Party Authorized to Sign**

176) First Name: <b>Glenn</b>	MI: <b>S</b>	Last Name: <b>Rabin</b>	Suffix:
177) Title: <b>VP - Federal Communications Counsel</b>			
178) Signature: <b>Glenn S Rabin</b>		179) Date: <b>06/14/2007</b>	
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			

**Private Commons Manager Certification Statements**

1)	The Licensee/Lessee/Sublessee manager of the Private Commons certifies that it will retain <i>de facto</i> control of the use of the spectrum under the Private Commons arrangement, including that it will maintain reasonable oversight over the users' use of the spectrum under the arrangement so as to ensure that the use of the spectrum, and communications equipment employed, comply with all technical and service rules applicable under the license authorization.
2)	The Licensee/Lessee/Sublessee manager of the Private Commons arrangement certifies that it will maintain the ability to ensure that users under the arrangement comply with all the technical and service rules applicable under the license authorization.
<b>The Licensee/Lessee/Sublessee manager of the Private Commons arrangement certifies that all of its statements made in this Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Notification, and are true, complete, correct, and made in good faith.</b>	

**Type or Printed Name of Party Authorized to Sign**

180) First Name:	MI:	Last Name:	Suffix:
181) Title:			
182) Signature:		183) Date:	
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			

**License Authorization(s) or Identifiers (pertaining to Lease(s)/Sublease(s)/Private Commons) Associated with the Spectrum To Be Included in the Filing**

184) Call Sign(s) or Lease/Sublease/ Private Commons Identifier(s)	185) Radio Service Code	186) Location Number	187) Path Number (Microwave only)	188) Frequency Number	189) Lower Frequency (MHz)	190) Upper Frequency (MHz)
L000001003	CW - PCS Broadband					

Reference Copy

\* Note: Questions 186 – 190 are for New Leases involving spectrum associated with site-based authorizations when only a portion of the licensed locations, paths and/or frequencies will be leased.

**Schedule for Licensees that Received Bidding Credits or Participate in the Installment Payment Plan, or Involving Licenses Won in Closed Bidding**

**Designated Entity Information  
Bidding Credits**

1) Has the full amount of the bidding credits awarded with regard to each of the subject license(s) been paid as part of unjust enrichment payment(s) in previous transaction(s)?	( ) <u>Yes</u> <b>No</b>
If the response to Item 1 is 'Yes', Items 2 and 3 are not required to be completed.	

**Bidding Credits - (Spectrum Manager Leases/Subleases Only)**

2a) Does the Applicant have a general partnership interest or have direct or indirect ownership interests in excess of ten percent in the Licensee?	( ) <u>Yes</u> <b>No</b>
2b) Is the Applicant a "controlling interest holder" or "affiliate" of the current Licensee?	( ) <u>Yes</u> <b>No</b>
2c) Does the Applicant share office space, equipment or other facilities with any party controlling the entity from which spectrum is being leased/subleased?	( ) <u>Yes</u> <b>No</b>
2d) Does the Licensee certify that the Lease/Sublease does not affect its continuing eligibility to retain bidding credit(s)?	( ) <u>Yes</u> <b>No</b>

**Bidding Credits – (Long-Term De Facto Transfer Leases/Subleases Only)  
Eligibility Status**

3) With respect to each of the subject licenses, the Applicant:
( ) a) qualifies for the same designated entity status as the current Licensee
( ) b) qualifies for a different designated entity status than the current Licensee
( ) c) does not qualify for any designated entity status

**Installment Payment Plan**

4) Have all the installment payment obligations for each of the subject licenses been paid in full? If the response to Item 4 is 'Yes', Items 5, 6 and 7 are not required to be completed..	( <b>Y</b> ) <u>Yes</u> <b>No</b>
5a) Have both the Licensee and the Applicant executed the Commission-approved financing documents required in order to enter into a Spectrum Leasing Arrangement? If 'Yes', provide the dates of execution of the financing documents:	( ) <u>Yes</u> <b>No</b>
5b) Modification of Security Agreement Date: (MM/DD/YYYY)	_____
5c) Lien Acknowledgment Date: (MM/DD/YYYY)	_____

**Installment Payment Plan - (Spectrum Manager Leases/Subleases Only)**

6a) Does the Applicant have a general partnership interest or have direct or indirect ownership interest in excess of ten percent in the Licensee?	( ) <u>Yes</u> <b>No</b>
6b) Is the Applicant a "controlling interest holder" or "affiliate" of the current Licensee?	( ) <u>Yes</u> <b>No</b>
6c) Does the Applicant share office space, equipment or other facilities with any party controlling the entity from which spectrum is being leased?	( ) <u>Yes</u> <b>No</b>
6d) Does the Licensee certify that the Lease/Sublease does not affect its continuing eligibility to participate in the FCC's installment payment plan?	( ) <u>Yes</u> <b>No</b>

**Installment Payment Plan – (Long-Term *De Facto* Transfer Leases/Subleases Only)  
Eligibility Status**

7) With respect to each of the subject licenses, the Applicant:	
<input type="checkbox"/>	a) qualifies for the same eligibility status for the installment payment plan as the current Licensee
<input type="checkbox"/>	b) qualifies for a different eligibility status for the installment payment plan than the current Licensee
<input type="checkbox"/>	c) does not qualify for the installment payment plan

**Closed Bidding Licenses**

8) Have construction notifications been submitted as required by the Commission's Rules for each of the subject licenses?	<input type="checkbox"/> <u>Yes</u> <b>No</b>
If the response to Item 8 is 'Yes', Items 9 and 10 are not required to be completed.	

**Closed Bidding Licenses – (Spectrum Manager Leases/Subleases Only)**

9a) Does the Applicant have a general partnership interest or have direct or indirect ownership interest in excess of ten percent in the Licensee?	<input type="checkbox"/> <u>Yes</u> <b>No</b>
9b) Is the Applicant a "controlling interest holder" or "affiliate" of the current Licensee?	<input type="checkbox"/> <u>Yes</u> <b>No</b>
9c) Does the Applicant share office space, equipment or other facilities with any party controlling the entity from which spectrum is being leased?	<input type="checkbox"/> <u>Yes</u> <b>No</b>
9d) Does the Licensee certify that the Lease/Sublease does not affect its continuing eligibility to retain closed bidding licenses?	<input type="checkbox"/> <u>Yes</u> <b>No</b>

**Closed Bidding Licenses – (Long-Term *De Facto* Transfer Leases/Subleases Only)  
Eligibility Status**

10) With respect to each of the subject licenses, the Applicant:	
<input type="checkbox"/>	a) qualifies for closed bidding
<input type="checkbox"/>	b) does not qualify for closed bidding

**11) Revenue and Asset Information for the Applicant**

**Purpose** (Check Modify if filing an Amendment application and changing the Revenue and Asset Information from what was provided on the original filing)

Modify

**Gross Revenue Disclosure Most Recent Reportable Year**

12a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period?  
If 'No', explain why in an attachment. ( ) Yes **No**

If 'Yes', provide the following information.

12b) Gross Revenues \$ \_\_\_\_\_ (Format: 99,999.99)

12c) Year End Date: \_\_\_\_\_ (Date Format: MM/DD/YYYY)

**One Year Prior to Most Recent Reportable Year**

13a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period?  
If 'No', explain why in an attachment. ( ) Yes **No**

If 'Yes', provide the following information.

13b) Gross Revenues \$ \_\_\_\_\_ (Format: 99,999.99)

13c) Year End Date: \_\_\_\_\_ (Date Format: MM/DD/YYYY)

**Two Years Prior to Most Recent Reportable Year**

14a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period?  
If 'No', explain why in an attachment. ( ) Yes **No**

If 'Yes', provide the following information.

14b) Gross Revenues \$ \_\_\_\_\_ (Format: 99,999.99)

14c) Year End Date: \_\_\_\_\_ (Date Format: MM/DD/YYYY)

**Average Gross Revenue**

15) Average Gross Revenue of Reported Years: \$ \_\_\_\_\_ (Format: 99,999.99)

**Asset Disclosure**

16) Total Assets as of Application Filing Date: \$ \_\_\_\_\_

**Financial Statements**

17) Audited or Unaudited (Check One)

The Applicant used audited financial statements.

The Applicant used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent.



**26) Revenue and Asset Information for the Affiliate Purpose (Select One)**

<input type="checkbox"/> Add	<input type="checkbox"/> Modify	<input type="checkbox"/> Delete
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**27) Affiliate**

<input type="checkbox"/> Entity Name:				FCC Registration Number (FRN):
<input type="checkbox"/> Individual Name: First	MI	Last	Suffix	FCC Registration Number (FRN):

**Gross Revenue Disclosure Most Recent Reportable Year**

28a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	( ) <u>Yes</u> <b>No</b>
If 'Yes', provide the following information.	
28b) Gross Revenues	\$ _____ (Format: 99,999.99)
28c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

**One Year Prior to Most Recent Reportable Year**

29a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	( ) <u>Yes</u> <b>No</b>
If 'Yes', provide the following information.	
29b) Gross Revenues	\$ _____ (Format: 99,999.99)
29c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

**Two Years Prior to Most Recent Reportable Year**

30a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	( ) <u>Yes</u> <b>No</b>
If 'Yes', provide the following information.	
30b) Gross Revenues	\$ _____ (Format: 99,999.99)
30c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

**Average Gross Revenue**

31) Average Gross Revenue for Reported Years: \$ _____ (Format: 99,999.99)
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**Asset Disclosure**

32) Total Assets as of Application Filing Date: \$ _____ (Format: 99,999.99)
--

**Financial Statements**

33) Audited or Unaudited (Check One)
<input type="checkbox"/> The Affiliate used audited financial statements.
<input type="checkbox"/> The Affiliate used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent.

**Closed Bidding/Designated Entity Eligibility**

**Total Gross Revenues for Most Recent Reportable Year**

34a) Gross Revenues:	\$ _____	(Format: 99,999.99)
34b) Year End Date:	_____	(Date Format: MM/DD/YYYY)

**Total Gross Revenues for One Year Prior to Most Recent Reportable Year**

35a) Gross Revenues:	\$ _____	(Format: 99,999.99)
35b) Year End Date:	_____	(Date Format: MM/DD/YYYY)

**Total Gross Revenues for Two Years Prior to Most Recent Reportable Year**

36a) Gross Revenues:	\$ _____	(Format: 99,999.99)
36b) Year End Date:	_____	(Date Format: MM/DD/YYYY)

**Total Aggregate Average Gross Revenues for Designated Entity**

37) Aggregate Average Gross Revenue:	\$ _____	(Format: 99,999.99)
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**Total Aggregate Average Gross Revenues for Closed Bidding**

38) Aggregate Average Gross Revenue:	\$ _____	(Format: 99,999.99)
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**Total Assets Disclosure for Closed Bidding**

39) Total Assets:	\$ _____	(Format: 99,999.99)
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Schedule for Transfer of Control of a Lessee or a Sublessee

Transaction Information

Transaction Occurrence

1a) Has this Transfer of Control already occurred?	( <input type="checkbox"/> ) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>
1b) If the response to Item 1a is 'Yes', provide the date the transaction occurred (MM/DD/YYYY):	_____

Voluntary or Involuntary (Select Only One)

2) The Transfer of Control is:	( <input checked="" type="checkbox"/> ) Voluntary ( <input type="checkbox"/> ) Involuntary
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Pro Forma

3) Is this application a <i>pro forma</i> Transfer of Control?	( <input type="checkbox"/> ) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>
--	---

Forbearance Notification

4) If <i>pro forma</i> , is this a post-consummation notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	( <input type="checkbox"/> ) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>
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Type of Transfer

5) How will/has the Transfer of Control be/been accomplished? ( <input type="checkbox"/> ) Court Order ( <input type="checkbox"/> ) Reorganization or Liquidation ( <input checked="" type="checkbox"/> ) Transfer of Stock or Other Ownership Interests ( <input type="checkbox"/> ) Other (Voting Trust Agreement, Management Contract, etc.)
---

Attachment(s):

Type	Description	Date Entered
0	<a href="#">Description of Transaction</a>	06/14/2007

### **Description of Transaction and Public Interest Statement**

Pursuant to Section 1.9030(i) of the Commission's rules,<sup>1</sup> this application ("Application") seeks Commission consent to transfer control of Alltel Communications, Inc. ("ACI"), a wholly-owned direct subsidiary of Alltel Corporation ("Alltel"), from Alltel's existing shareholders to Atlantis Holdings LLC ("Atlantis"). ACI is currently the lessee of broadband PCS spectrum in portions of the Billings, Montana Basic Trading Area (BTA041) under a long-term *de facto* transfer lease with New Cingular Wireless PCS, LLC, the licensee of call sign WPWQ957. This lease (Lease ID #L000001003) is scheduled to expire May 1, 2010.<sup>2</sup>

The Application's proposed transfer of control is part of a larger transaction that involves the acquisition of Alltel by Atlantis. On June 6, 2007, Alltel and Atlantis filed a series of applications seeking Commission consent to transfer control of Alltel, its subsidiaries, and its interests in affiliates and other entities in which Alltel directly or indirectly holds an ownership interest, including ACI, to Atlantis. More detailed information regarding Atlantis's acquisition of Alltel is set forth in the FCC Form 603 application that has been designated the lead application for the transaction, ULS File No. 0003040113 ("Lead Application"). As further explained in the Lead Application, the transaction will yield significant benefits for consumers and will serve the public interest, convenience, and necessity. Accordingly, the Application should be granted promptly.

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<sup>1</sup> 47 C.F.R. § 1.9030(i).

<sup>2</sup> See FCC File Nos. 0002687201 and 002751270.

Submitted: 06/14/2007 at 17:55:03  
 File Number: 0003067950

FCC Form 608  
 Main Form

Approved by OMB  
 3060-1058

**FCC Wireless Telecommunications Bureau**  
**Application or Notification for Spectrum Leasing Arrangement/  
 Notification of a Private Commons Arrangement**

See 608 Main Form Instructions  
 For public burden estimate

**General Information**

**Application/Notification Purpose**

1a) Purpose of Filing (Select only one):	
<input type="checkbox"/> LN – New	<input type="checkbox"/> LM – Modification
<input checked="" type="checkbox"/> LT – Transfer of Control	<input type="checkbox"/> LE – Extend the Term
<input type="checkbox"/> AM – Amendment	<input type="checkbox"/> WD – Withdraw
<input type="checkbox"/> LU – Administrative Update	<input type="checkbox"/> LC – Cancel
1b) If this filing is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending Application/Notification currently on file with the FCC.	File Number: _____

**Classification of Filing**

**For Leases/Subleases Only**

2a) Classification of Filing (Select only one):	2b) Type of Filing
<input type="checkbox"/> ML – Spectrum Manager	<input checked="" type="checkbox"/> L – Lease
<input checked="" type="checkbox"/> TL – <i>De Facto</i> Transfer	<input type="checkbox"/> S – Sublease (Must Be Filed Manually)

**For Private Commons Arrangements Only (Must Be Filed Manually)**

2c) This filing will be a Private Commons Arrangement of a (Select only one):	2d) If a Private Commons Arrangement of a Lease or Sublease, choose the legal type (Select only one):
<input type="checkbox"/> N – License	<input type="checkbox"/> M – Spectrum Manager
<input type="checkbox"/> L – Lease	<input type="checkbox"/> T – <i>De Facto</i> Transfer
<input type="checkbox"/> S – Sublease	

**Term of Lease/Sublease (Only for Transfer of Control of a Lessee or Sublessee, or a Revision to Extend the Term of a Lease or Sublease)**

3) Indicate whether the existing Lease/Sublease is:	<input checked="" type="checkbox"/> Long-Term	or	<input type="checkbox"/> Short-Term
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**Other Wireless Licenses**

4a) Is this filing part of a series of related filings involving other wireless license(s) or lease(s) held by the Applicant, affiliates of the Applicant (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this filing and for which Commission approval or notification is required?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4b) If the answer to 4a is 'Yes', is this filing the lead Application/Notification?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
4c) If the answer to 4a is 'Yes' and the answer to 4b is 'No', provide the File Number of the lead Application/Notification.	File Number: <b>0003040113</b>

**Attachments**

5) Are attachments (other than associated schedules) being filed with this Application/Notification?	<input type="checkbox"/> <b>Y</b> <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>
--	---

**Fees and Waivers****Exemption from Application Fees**

6) Is the applicant exempt from FCC application fees? If the answer to 6 is 'Yes', attach an exhibit demonstrating how the applicant is exempt from FCC application fees.	<input type="checkbox"/> <b>N</b> <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>
--	---

**Waiver/Deferral of Fees**

7) Is a waiver/deferral of the FCC application fees being requested? If the answer to 7 is 'Yes', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	<input type="checkbox"/> <b>N</b> <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>
---	---

**Waiver of Commission Rules**

8a) Does this filing include a request for waiver of the Commission's Rules (other than a request for application fee waivers)? If the answer to 8a is 'Yes', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	<input type="checkbox"/> <b>N</b> <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>
8b) If the answer to 8a is 'Yes', enter the number of rule section(s) involved.	Number of Rule Section(s): _____

**Regulatory Status and Offerings** (To be completed only for Modification of a Lease or Modification of a Sublease)**Radio Service Offerings**

9) The Applicant will provide the following type(s) of radio service offerings (select all that apply): <input type="checkbox"/> Common Carrier <input type="checkbox"/> Non-common Carrier <input type="checkbox"/> Private, internal communications <input type="checkbox"/> Broadcast Services
--

**Radio Service**

10) The Applicant will provide the following type(s) of radio service (select all that apply): <input type="checkbox"/> Fixed <input type="checkbox"/> Mobile <input type="checkbox"/> Radiolocation <input type="checkbox"/> Satellite (sound) <input type="checkbox"/> Broadcast Services	
11) Does the Applicant propose to provide service interconnected to the public telephone network?	<input type="checkbox"/> <b>Y</b> <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>

**Designated Entity Information** (If the answer to 12a, 12b or 12c is 'Yes', Schedule A must be completed.)**Bidding Credits**

12a) Does this filing involve any spectrum associated with any licenses that were originally awarded with bidding credits within the last five years?	<input type="checkbox"/> <b>N</b> <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>
---	---

**Installment Payment Plan**

12b) Does this filing involve any spectrum associated with any licenses that were originally subject to the Commission's installment payment plan?	<input type="checkbox"/> <b>N</b> <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>
--	---

**Closed Bidding**

12c) Does this filing involve any spectrum associated with any licenses that were originally granted pursuant to closed bidding within the last five years?	<input type="checkbox"/> <b>N</b> <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>
---	---

## Competition Related Information

13) Does this filing involve a license authorization or Spectrum Lease/Sublease that may be used to provide interconnected mobile voice and/or data services that would create a geographic overlap with another license authorization(s) or Spectrum Leasing Arrangement(s) in which the Applicant already holds direct or indirect interests (of 10 percent or more), either as a licensee or Spectrum Lessee/Sublessee, and that could also be used to provide interconnected mobile voice and/or data services?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
14a) Does the Applicant (Lessee/Sublessee) hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more of Cellular, Broadband PCS, or Specialized Mobile Radio (SMR) spectrum through license(s) or spectrum leases/subleases in the same geographic area?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
14b) Would/Does this Spectrum Leasing Arrangement reduce the number of entities providing service (using spectrum in any of the three services listed in 14a above) in the affected market(s)?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>

## Broadband Radio Service and Educational Broadband Service Information

### Broadband Radio Service (BRS) and Educational Broadband Service (EBS) – Cable Cross-Ownership

15a) Will the requested facilities be used to provide multichannel video programming service?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
<p>15b) If the answer to 15a is 'Yes', does the Applicant operate, control or have an attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic service area of the requested facilities?</p> <p>If 'Yes', provide an exhibit explaining how the Applicant (Lessee/Sublessee) complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 8a must be answered 'Yes'.</p>	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>

### Educational Broadband Service (EBS) – Part 27 Programming Requirements

<p>16) Does the Applicant comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?</p> <p>If 'No', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 8a must be answered 'Yes'.</p>	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
--	--

## Part 90 Public Safety Services

### Eligibility

17) Is the Applicant a public safety entity or otherwise an entity that will use the leased spectrum to provide communications in support of public safety operations pursuant to Section 90.523 of the Commission's Rules?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
---	--

## Licensee Information

### FRN

18) FCC Registration Number:

### Entity

19) Licensee is a(n) (Select One):

( ) Individual ( ) Unincorporated Association ( ) Trust ( ) Government Entity ( ) Corporation ( ) Limited Liability Company

( ) General Partnership ( ) Limited Partnership ( ) Limited Liability Partnership ( ) Consortium

( ) Other: \_\_\_\_\_

### Licensee Name

20) Licensee Name (if entity):

21) Licensee Name (if individual): First: MI: Last: Suffix:

22) Attention To:

### Address

23) P.O. Box: **And /Or** 24) Street Address:

25) City: 26) State: 27) Zip Code:

28) Telephone Number: 29) FAX Number:

30) E-Mail Address:

### 31) Demographics (Optional):

#### Race:

( ) American Indian or Alaska Native

( ) Asian

( ) Black or African-American

( ) Native Hawaiian or Other Pacific Islander

( ) White

#### Ethnicity:

( ) Hispanic or Latino

( ) Not Hispanic or Latino

#### Gender:

( ) Male

( ) Female

## Licensee Contact Information

Contact Name (if other than Licensee)

( ) Check here if same as Licensee Information

32) Name: First: MI: Last: Suffix:

33) Company Name:

34) Attention To:

### Address

35) P.O. Box: **And /Or** 36) Street Address:

37) City: 38) State: 39) Zip Code:

40) Telephone Number: 41) FAX Number:

42) E-Mail Address:

## Lessee Information

### FRN

43) FCC Registration Number: **0001569235**

### Entity

44) Lessee is a(n) (Select One):

( ) Individual ( ) Unincorporated Association ( ) Trust ( ) Government Entity (  ) Corporation ( ) Limited Liability Company

( ) General Partnership ( ) Limited Partnership ( ) Limited Liability Partnership ( ) Consortium

( ) Other: \_\_\_\_\_

### Lessee Name

45) If the Lessee name is being updated, is the update a result from the sale (or transfer of control) of the lease(s) to another party and for which proper Commission approval has not been received or proper notification not provided? ( ) Yes **No**

46) Lessee Name (if entity): **WWC Holding Co., Inc.**

47) Lessee Name (if individual): First: MI: Last: Suffix:

48) Attention To: **Wireless Regulatory Supervisor**

### Name of Real Party in Interest

49) Name of Real Party in Interest: **Atlantis Holdings LLC**

50) FCC Registration Number (FRN): **0016511974**

### Address

51) P.O. Box: And /Or 52) Street Address: **One Allied Drive, B2F2-A**

53) City: **Little Rock** 54) State: **AR** 55) Zip Code: **72202**

56) Telephone Number: **(501)905-8555** 57) FAX Number: **(501)905-6193**

58) E-Mail Address: **aci.wireless.regulatory@alltel.com**

### 59) Demographics (Optional):

<b>Race:</b> ( ) American Indian or Alaska Native ( ) Asian ( ) Black or African-American ( ) Native Hawaiian or Other Pacific Islander ( ) White	<b>Ethnicity:</b> ( ) Hispanic or Latino ( ) Not Hispanic or Latino	<b>Gender:</b> ( ) Male ( ) Female
--	---	--

## Lessee Contact Information

Contact Name (if other than Lessee)

(  ) Check here if same as Lessee Information

60) Name: First: **Cheryl** MI: **A** Last: **Tritt** Suffix:

61) Company Name: **Morrison & Foerster LLP**

62) Attention To:

### Address

63) P.O. Box: And /Or 64) Street Address: **2000 Pennsylvania Avenue, NW, Suite 5500**

65) City: **Washington** 66) State: **DC** 67) Zip Code: **20006**

68) Telephone Number: **(202)887-1510** 69) FAX Number: **(202)887-0763**

70) E-Mail Address: **CTritt@mofo.com**

## Sublessee Information

### FRN

71) FCC Registration Number:

### Entity

72) Sublessee is a(n) (Select One):

( ) Individual ( ) Unincorporated Association ( ) Trust ( ) Government Entity ( ) Corporation ( ) Limited Liability Company

( ) General Partnership ( ) Limited Partnership ( ) Limited Liability Partnership ( ) Consortium

( ) Other: \_\_\_\_\_

### Sublessee Name

73) If the Sublessee name is being updated, is the update a result from the sale (or transfer of control) of the sublease(s) to another party and for which proper Commission approval has not been received or proper notification not provided?

( ) Yes **No**

74) Sublessee Name (if entity):

75) Sublessee Name (if individual):

First:

MI:

Last:

Suffix:

76) Attention To:

### Name of Real Party in Interest

77) Name of Real Party in Interest:

78) FCC Registration Number (FRN):

### Address

79) P.O. Box:

**And  
/Or**

80) Street Address:

81) City:

82) State:

83) Zip Code:

84) Telephone Number:

85) FAX Number:

86) E-Mail Address:

### 87) Demographics (Optional):

#### Race:

( ) American Indian or Alaska Native

( ) Asian

( ) Black or African-American

( ) Native Hawaiian or Other Pacific Islander

( ) White

#### Ethnicity:

( ) Hispanic or Latino

( ) Not Hispanic or Latino

#### Gender:

( ) Male

( ) Female

## Sublessee Contact Information

Contact Name (if other than Sublessee)

( ) **Check here if same as Sublessee Information**

88) Name:

First:

MI:

Last:

Suffix:

89) Company Name:

90) Attention To:

### Address

91) P.O. Box:

**And  
/Or**

92) Street Address:

93) City:

94) State:

95) Zip Code:

96) Telephone Number:

97) FAX Number:

98) E-Mail Address:

## Transferee Information

### FRN

99) FCC Registration Number: **0016511974**

### Entity

100) Transferee is a(n) (Select One):

( ) Individual ( ) Unincorporated Association ( ) Trust ( ) Government Entity ( ) Corporation (  ) Limited Liability Company

( ) General Partnership ( ) Limited Partnership ( ) Limited Liability Partnership ( ) Consortium

( ) Other: \_\_\_\_\_

### Transferee Name

101) Transferee Name (if entity): **Atlantis Holdings LLC**

102) Transferee Name (if individual):

First:

MI:

Last:

Suffix:

103) Attention To: **Clive D. Bode, Esq.**

### Name of Real Party in Interest

104) Name of Real Party in Interest: **Atlantis Holdings LLC**

105) FCC Registration Number (FRN): **0016511974**

### Address

106) P.O. Box:

And  
/Or

107) Street Address: **301 Commerce Street, Suite 3300**

108) City: **Fort Worth**

109) State: **TX**

110) Zip Code: **76102**

111) Telephone Number: **(817)871-4000**

112) FAX Number:

113) E-Mail Address: **cbode@tpg.com**

### 114) Demographics (Optional):

#### Race:

( ) American Indian or Alaska Native

( ) Asian

( ) Black or African-American

( ) Native Hawaiian or Other Pacific Islander

( ) White

#### Ethnicity:

( ) Hispanic or Latino

( ) Not Hispanic or Latino

#### Gender:

( ) Male

( ) Female

## Transferee Contact Information

Contact Name (if other than Transferee)

( ) Check here if same as Transferee Information

115) Name:

First:

**Kathleen**

MI:

**Q**

Last:

**Abernathy**

Suffix:

116) Company Name: **Akin Gump Strauss Hauer & Feld LLP**

117) Attention To:

### Address

118) P.O. Box:

And  
/Or

119) Street Address: **1333 New Hampshire Ave., NW**

120) City: **Washington**

121) State: **DC**

122) Zip Code: **20036**

123) Telephone Number: **(202)887-4125**

124) FAX Number: **(202)887-4288**

125) E-Mail Address: **kabernathy@akingump.com**

## Transferor Information

### FRN

126) FCC Registration Number: **0002942159**

### Entity

127) Transferor is a(n) (Select One):

( ) Individual ( ) Unincorporated Association ( ) Trust ( ) Government Entity () Corporation ( ) Limited Liability Company

( ) General Partnership ( ) Limited Partnership ( ) Limited Liability Partnership ( ) Consortium

( ) Other: \_\_\_\_\_

### Transferor Name

128) Transferor Name (if entity): **Alltel Corporation**

129) Transferor Name (if individual):

First:

MI:

Last:

Suffix:

130) Attention To: **Wireless Regulatory Supervisor**

### Address

131) P.O. Box:

And  
/Or

132) Street Address: **One Allied Dr.**

133) City: **Little Rock**

134) State: **AR**

135) Zip Code: **72202**

136) Telephone Number: **(501)905-8555**

137) FAX Number: **(501)905-6193**

138) E-Mail Address:

### 139) Demographics (Optional):

#### Race:

( ) American Indian or Alaska Native

( ) Asian

( ) Black or African-American

( ) Native Hawaiian or Other Pacific Islander

( ) White

#### Ethnicity:

( ) Hispanic or Latino

( ) Not Hispanic or Latino

#### Gender:

( ) Male

( ) Female

## Transferor Contact Information

Contact Name (if other than Transferor)

( ) Check here if same as Transferor Information

140) Name:

First:

**Cheryl**

MI:

**A**

Last:

**Tritt**

Suffix:

141) Company Name:

**Morrison & Foerster LLP**

142) Attention To:

### Address

143) P.O. Box:

And  
/Or

144) Street Address: **2000 Pennsylvania Ave., NW Suite 5500**

145) City: **Washington**

146) State: **DC**

147) Zip Code: **20006**

148) Telephone Number: **(202)887-1510**

149) FAX Number: **(202)887-0763**

150) E-Mail Address:

**ctritt@mofocom**

## Ownership Disclosure Information

### FCC Form 602

151a) Is the Applicant required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( <input checked="" type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
151b) If the answer to 151a is 'Yes', provide the File Number of FCC Form 602 that has been filed in conjunction with this FCC Form 608 filing or that is already on file with the FCC and remains accurate.	File Number: <u>0003062025</u>

## Alien Ownership Questions

### Alien Ownership (If any answer is 'Yes', provide an attachment explaining the circumstances)

152) Is the Applicant a foreign government or the representative of any foreign government?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
153) Is the Applicant an alien or the representative of an alien?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
154) Is the Applicant a corporation organized under the laws of a foreign government?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
155) Is the Applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
156a) Is the Applicant directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
156b) If the answer to 156a is 'Yes', has the Applicant received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this filing?  If the answer to 156b is 'Yes', provide in an exhibit the citation(s) of the declaratory ruling(s) received by the Applicant (i.e., DA or FCC Number, FCC Record citation when available, and release date).  If the answer to 156b is 'No', attach to this filing a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>

## Basic Qualification Information

### Basic Qualification Questions (If any answer is 'Yes', provide an attachment explaining the circumstances)

157) Has the Applicant or any party to this filing had any FCC station authorization, license, or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license or construction permit denied by the Commission?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
158) Has the Applicant or any party to this filing, or any party directly or indirectly controlling the Applicant or any party to this filing ever been convicted of a felony by any state or federal court?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>
159) Has any court finally adjudged the Applicant or any party directly or indirectly controlling Applicant guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	( <input type="radio"/> ) <u>Yes</u> <input type="radio"/> <u>No</u>

**Licensee Certification Statements**

- |    |   |
|----|---|
| 1) | The Licensee agrees that the Lease is not a sale or transfer of the license itself.   |
| 2) | The Licensee certifies that it will not consent to assignment of the Lease except to the extent such assignment complies with the Commission's Rules and Regulations. |
| 3) | The Licensee certifies that it holds exclusive use rights to use the licensed spectrum.   |
| 4) | The Licensee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency. |

The Licensee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.

**Type or Printed Name of Party Authorized to Sign**

160) First Name:	MI:	Last Name:	Suffix:
161) Title:			
162) Signature:		163) Date:	

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.**

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**Lessee Certification Statements**

1)	The Lessee agrees that the Lease is not a sale or transfer of the license itself.
2)	The Lessee acknowledges that it is required to comply with the Commission's Rules and Regulations and other applicable law at all times, and if the Lessee fails to so comply, the Lease/Sublease may be revoked, cancelled, or terminated by either the Licensee or the Commission.
3)	The Lessee certifies that neither it nor any other party to the Application/Notification is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. (See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.)
4)	The Lessee hereby accepts Commission oversight and enforcement consistent with the license and lease authorization. The Lessee acknowledges that it must cooperate fully with any investigation or inquiry conducted either by the Commission or the Licensee, allow the Commission or the Licensee to conduct on-site inspections of transmission facilities, and suspend operations at the direction of the Commission or the Licensee and to the extent that such suspension of operation would be consistent with applicable Commission policies.
5)	The Lessee acknowledges that in the event an authorization held by a Licensee that has associated with it a spectrum leasing arrangement that is the subject of this filing is revoked, cancelled, terminated, or otherwise ceases to be in effect, the Lessee will have no continuing authority to use the leased spectrum and will be required to terminate its operations no later than the date on which the Licensee ceases to have any authority to operate under the license, unless otherwise authorized by the Commission.
6)	The Lessee agrees the Lease shall not be assigned to any entity that is not eligible or qualified to enter into a spectrum leasing arrangement under the Commission's Rules and Regulations.
7)	The Lessee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by spectrum lease or otherwise.
8)	The Lessee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.
<b>The Lessee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.</b>	

**Type or Printed Name of Party Authorized to Sign**

164) First Name:	MI:	Last Name:	Suffix:
165) Title:			
166) Signature:		167) Date:	
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			

### Sublessee Certification Statements

1)	The Sublessee agrees that the Lease is not a sale or transfer of the license itself.
2)	The Sublessee acknowledges that it is required to comply with the Commission's Rules and Regulations and other applicable law at all times, and if the Sublessee fails to so comply, the Lease may be revoked, cancelled, or terminated by either the Licensee or the Commission.
3)	The Sublessee certifies that neither it nor any other party to the Application/Notification is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. (See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.)
4)	The Sublessee hereby accepts Commission oversight and enforcement consistent with the license and lease authorization. The Sublessee acknowledges that it must cooperate fully with any investigation or inquiry conducted either by the Commission or the Licensee, allow the Commission or the Licensee to conduct on-site inspections of transmission facilities, and suspend operations at the direction of the Commission or the Licensee and to the extent that such suspension of operation would be consistent with applicable Commission policies.
5)	The Sublessee acknowledges that in the event an authorization held by a Licensee that has entered into a spectrum leasing arrangement is revoked, cancelled, terminated, or otherwise ceases to be in effect, the Sublessee will have no continuing authority to use the leased spectrum and will be required to terminate its operations no later than the date on which the Licensee ceases to have any authority to operate under the license, unless otherwise authorized by the Commission.
6)	The Sublessee agrees the Lease/Sublease shall not be assigned to any entity that is not eligible or qualified to enter into a spectrum leasing arrangement under the Commission's Rules and Regulations.
7)	The Sublessee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by spectrum lease or otherwise.
8)	The Sublessee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.
<b>The Sublessee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.</b>	

### Type or Printed Name of Party Authorized to Sign

168) First Name:	MI:	Last Name:	Suffix:
169) Title:			
170) Signature:		171) Date:	
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			

**Transferee Certification Statements**

1)	The Transferee agrees that the Lease/Sublease is not a sale or transfer of the license itself.
2)	The Transferee acknowledges that it is required to comply with the Commission's Rules and Regulations and other applicable law at all times, and if the Transferee fails to so comply, the Lease/Sublease may be revoked, cancelled, or terminated by either the Licensee or the Commission.
3)	The Transferee certifies that neither it nor any other party to the Application/Notification is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. (See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.)
4)	The Transferee hereby accepts Commission oversight and enforcement consistent with the license and lease authorization. The Transferee acknowledges that it must cooperate fully with any investigation or inquiry conducted either by the Commission or the Licensee, allow the Commission or the Licensee to conduct on-site inspections of transmission facilities, and suspend operations at the direction of the Commission or the Licensee and to the extent that such suspension of operation would be consistent with the applicable Commission policies.
5)	The Transferee acknowledges that in the event an authorization held by a Licensee that has associated with it a spectrum leasing arrangement that is the subject of this filing is revoked, cancelled, terminated, or otherwise ceases to be in effect, the Transferee will have no continuing authority to use the leased spectrum and will be required to terminate its operations no later than the date on which the Licensee ceases to have any authority to operate under the license, unless otherwise authorized by the Commission.
6)	The Transferee agrees the Lease shall not be assigned to any entity that is not eligible or qualified to enter into a spectrum leasing arrangement under the Commission's Rules and Regulations.
7)	The Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by spectrum lease or otherwise.
8)	The Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.
<b>The Transferee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.</b>	

**Type or Printed Name of Party Authorized to Sign**

172) First Name: <b>Clive</b>	MI: <b>D</b>	Last Name: <b>Bode</b>	Suffix: <b>Esq</b>
173) Title: <b>Vice President</b>			
174) Signature: <b>Clive D Bode Esq</b>		175) Date: <b>06/14/2007</b>	
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			

**Transferor Certification Statements**

1)	The Transferor certifies either (1) that control of the Lessee/Sublessee will not be transferred until consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the Lease/Sublease is subject to streamlined notification procedures for <i>pro forma</i> transfers of control. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.
<b>The Transferor certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.</b>	

**Type or Printed Name of Party Authorized to Sign**

176) First Name: <b>Glenn</b>	MI: <b>S</b>	Last Name: <b>Rabin</b>	Suffix:
177) Title: <b>VP - Federal Communications Counsel</b>			
178) Signature: <b>Glenn S Rabin</b>		179) Date: <b>06/14/2007</b>	
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			

**Private Commons Manager Certification Statements**

1)	The Licensee/Lessee/Sublessee manager of the Private Commons certifies that it will retain <i>de facto</i> control of the use of the spectrum under the Private Commons arrangement, including that it will maintain reasonable oversight over the users' use of the spectrum under the arrangement so as to ensure that the use of the spectrum, and communications equipment employed, comply with all technical and service rules applicable under the license authorization.
2)	The Licensee/Lessee/Sublessee manager of the Private Commons arrangement certifies that it will maintain the ability to ensure that users under the arrangement comply with all the technical and service rules applicable under the license authorization.
<b>The Licensee/Lessee/Sublessee manager of the Private Commons arrangement certifies that all of its statements made in this Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Notification, and are true, complete, correct, and made in good faith.</b>	

**Type or Printed Name of Party Authorized to Sign**

180) First Name:	MI:	Last Name:	Suffix:
181) Title:			
182) Signature:		183) Date:	
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			

**License Authorization(s) or Identifiers (pertaining to Lease(s)/Sublease(s)/Private Commons) Associated with the Spectrum To Be Included in the Filing**

184) Call Sign(s) or Lease/Sublease/ Private Commons Identifier(s)	185) Radio Service Code	186) Location Number	187) Path Number (Microwave only)	188) Frequency Number	189) Lower Frequency (MHz)	190) Upper Frequency (MHz)
L000001001	CW - PCS Broadband					

Reference Copy

\* Note: Questions 186 – 190 are for New Leases involving spectrum associated with site-based authorizations when only a portion of the licensed locations, paths and/or frequencies will be leased.

Schedule for Transfer of Control of a Lessee or a Sublessee

Transaction Information

Transaction Occurrence

1a) Has this Transfer of Control already occurred?	( <input type="checkbox"/> ) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>
1b) If the response to Item 1a is 'Yes', provide the date the transaction occurred (MM/DD/YYYY):	_____

Voluntary or Involuntary (Select Only One)

2) The Transfer of Control is:	( <input checked="" type="checkbox"/> ) Voluntary ( <input type="checkbox"/> ) Involuntary
--------------------------------	---

Pro Forma

3) Is this application a <i>pro forma</i> Transfer of Control?	( <input type="checkbox"/> ) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>
--	---

Forbearance Notification

4) If <i>pro forma</i> , is this a post-consummation notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	( <input type="checkbox"/> ) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>
--	---

Type of Transfer

5) How will/has the Transfer of Control be/been accomplished? ( <input type="checkbox"/> ) Court Order ( <input type="checkbox"/> ) Reorganization or Liquidation ( <input checked="" type="checkbox"/> ) Transfer of Stock or Other Ownership Interests ( <input type="checkbox"/> ) Other (Voting Trust Agreement, Management Contract, etc.)
---

Attachment(s):

Type	Description	Date Entered
O	<a href="#">Description of Transaction</a>	06/14/2007

### **Description of Transaction and Public Interest Statement**

Pursuant to Section 1.9030(i) of the Commission's rules,<sup>1</sup> this application ("Application") seeks Commission consent to transfer control of WWC Holding Co., Inc. ("WWC"), a wholly-owned indirect subsidiary of Alltel Corporation ("Alltel") and the long term *de facto* transfer lessee of PCS broadband license WPZZ711 (the "License"), from Alltel's existing shareholders to Atlantis Holdings LLC ("Atlantis"). WWC currently leases the License from WirelessCo, L.P., the licensee of the License, pursuant to a Commission approved long term *de facto* transfer lease that is scheduled to expire July 31, 2009.<sup>2</sup>

The Application's proposed transfer of control is part of a larger transaction that involves the acquisition of Alltel by Atlantis. On June 6, 2007, Alltel and Atlantis filed a series of applications seeking Commission consent to transfer control of Alltel, its subsidiaries, and its interests in affiliates and other entities in which Alltel directly or indirectly holds an ownership interest, including WWC, to Atlantis. More detailed information regarding Atlantis's acquisition of Alltel is set forth in the FCC Form 603 application that has been designated the lead application for the transaction, ULS File No. 0003040113 ("Lead Application"). As further explained in the Lead Application, the transaction will yield significant benefits for consumers and will serve the public interest, convenience, and necessity. Accordingly, the Application should be granted promptly.

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<sup>1</sup> 47 C.F.R. § 1.9030(i).

<sup>2</sup> See ULS File Nos. L000001001, 0002213855.