

DOCKET FILE COPY ORIGINAL

WT 07-208

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 09/04/2007 at 13:08:28

File Number: 0003155487

FCC 603 FCC Application for Assignments of Authorization and Transfers of Control:  
Main Form Wireless Telecommunications Bureau  
Public Safety and Homeland Security Bureau

Approved by OMB  
3060 - 0800  
See instructions for  
public burden estimate

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: 0003155487
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.	( N ) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved	Number of Rule Sections: _____

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?	( N ) 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?	( ) 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.	( ) Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	( ) Yes No

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

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>Yes</u> 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?	( ) <u>Yes</u> 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?	( ) <u>Yes</u> 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 ) <u>Yes</u> 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?	( Y ) <u>Yes</u> 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)?	( Y ) <u>Yes</u> No

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

15a) Will the requested facilities be used to provide multichannel video programming?	( ) <u>Yes</u> 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>Yes</u> 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>Yes</u> No

**Assignor/Licensee Information**

17) Assignor/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: \_\_\_\_\_

18) FCC Registration Number (FRN): 0010934883

19) First Name (if individual): \_\_\_\_\_ MI: \_\_\_\_\_ Last Name: \_\_\_\_\_ Suffix: \_\_\_\_\_

20) Legal Entity Name (if not an individual): RCC Atlantic Licenses, LLC

21) Attention To: Elizabeth L Kohler

22) P O. Box: \_\_\_\_\_ And /Or \_\_\_\_\_ 23) Street Address: 3905 Dakota Street SW

24) City: Alexandria \_\_\_\_\_ 25) State: MN \_\_\_\_\_ 26) Zip Code: 56308

27) Telephone Number: (802)654-5093 \_\_\_\_\_ 28) Fax Number: \_\_\_\_\_

29) E-Mail Address: bethlk@unicel.com

**30) Demographics of Assignor/Licensee (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
---	---	--

**Assignor/Licensee Contact Representative**

31) First Name: David \_\_\_\_\_ MI: L \_\_\_\_\_ Last Name: Nace \_\_\_\_\_ Suffix: Esq \_\_\_\_\_

32) Company Name: Lukas, Nace, Gutierrez & Sachs, Chartered

33) Attention To: \_\_\_\_\_

34) P O. Box: \_\_\_\_\_ And /Or \_\_\_\_\_ 35) Street Address: 1650 Tysons Blvd., Suite 1500

36) City: McLean \_\_\_\_\_ 37) State: VA \_\_\_\_\_ 38) Zip Code: 22102

39) Telephone Number: (703)584-8661 \_\_\_\_\_ 40) Fax Number: \_\_\_\_\_

41) E-Mail Address: dnace@fcclaw.com

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): 0003715919			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual): Rural Cellular Corporation			
46) Attention To: Elizabeth L Kohler			
47) P O Box:	And /Or	48) Street Address: 3902 Dakota Street SW	
49) City: Alexandria	50) State: MN	51) Zip Code: 56308	
52) Telephone Number: (802)654-5093		53) Fax Number:	
54) E-Mail Address: bethlk@rccw.com			

55) Demographics of Transferor (Optional):

<p>Race:</p> <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	<p>Ethnicity:</p> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<p>Gender:</p> <input type="checkbox"/> Male <input type="checkbox"/> Female
--	--	---

Transferor Contact Representative

56) First Name: David	MI: L	Last Name: Nace	Suffix: Esq
57) Company Name: Lukas, Nace, Gutierrez & Sachs, Chartered			
58) Attention To:			
59) P O Box:	And /Or	60) Street Address: 1650 Tysons Blvd., Suite 1500	
61) City: McLean	62) State: VA	63) Zip Code: 22102	
64) Telephone Number: (703)584-8661		65) Fax Number:	
66) E-Mail Address: dnace@lcclaw.com			

**Assignee/Transferee Information**

67) Assignee/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: \_\_\_\_\_

68) FCC Registration Number (FRN): 0003290673

69) First Name (if individual): \_\_\_\_\_ MI: \_\_\_\_\_ Last Name: \_\_\_\_\_ Suffix: \_\_\_\_\_

70) Legal Entity Name (if not an individual): Cellco Partnership

71) Attention To: Michael Samscock

72) Real Party in Interest FCC Registration Number (FRN): 0003290673

73) Name of Real Party in Interest: Cellco Partnership

74) P O Box: \_\_\_\_\_ And /Or \_\_\_\_\_ 75) Street Address: 1300 Eye St. NW – Suite 400 West

76) City: Washington \_\_\_\_\_ 77) State: DC \_\_\_\_\_ 78) Zip Code: 20005

79) Telephone Number: (202)589-3768 \_\_\_\_\_ 80) Fax Number: (202)589-3750

81) E-Mail Address: michael.samscock@VerizonWireless.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)**

83) First Name: Nancy \_\_\_\_\_ MI: \_\_\_\_\_ Last Name: Victory \_\_\_\_\_ Suffix: \_\_\_\_\_

84) Company Name: Wiley Rein LLP

85) Attention To: \_\_\_\_\_

86) P O Box: \_\_\_\_\_ And /Or \_\_\_\_\_ 87) Street Address: 1776 K St. NW

88) City: Washington \_\_\_\_\_ 89) State: DC \_\_\_\_\_ 90) Zip Code: 20006

91) Telephone Number: (202)719-7334 \_\_\_\_\_ 92) Fax Number: (202)719-4969

93) E-Mail Address: nvictory@wileyrein.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>0003159157</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 checked="" 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 checked="" 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 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: Richard	MI: P	Last Name: Ekstrand	Suffix:
-----------------------------	----------	------------------------	---------

104) Title: President

Signature: Richard P Ekstrand	105) Date: 09/04/2007
----------------------------------	--------------------------

**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: John	MI: T	Last Name: Scott	Suffix: III
107) Title: VP Deputy General Counsel Regulatory Law			
Signature: John T Scott III			108) Date: 09/04/2007
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).			

Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKA797	CL - Cellular						Y
KNKN658	CL - Cellular						Y
KNKN749	CL - Cellular						Y
KNKN832	CL - Cellular						Y
KNKN860	CL - Cellular						Y
KNKN864	CL - Cellular						Y
WHD252	CF - Common Carrier Fixed Point to Point Microwave						Y
WHD256	CF - Common Carrier Fixed Point to Point Microwave						Y
WHD257	CF - Common Carrier Fixed Point to Point Microwave						Y
WHD258	CF - Common Carrier Fixed Point to Point Microwave						Y
WHD261	CF - Common Carrier Fixed Point to Point Microwave						Y
WMJ419	CF - Common Carrier Fixed Point to Point Microwave						Y
WMJ420	CF - Common Carrier Fixed Point to Point Microwave						Y
WMJ554	CF - Common Carrier Fixed Point to Point Microwave						Y
WMJ555	CF - Common Carrier Fixed Point to Point Microwave						Y
WMJ757	CF - Common Carrier Fixed Point to Point Microwave						Y
WMJ758	CF - Common Carrier Fixed Point to Point Microwave						Y
WML840	CF - Common Carrier Fixed Point to Point Microwave						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WMM454	CF - Common Carrier Fixed Point to Point Microwave						Y
WMM455	CF - Common Carrier Fixed Point to Point Microwave						Y
WMQ391	CF - Common Carrier Fixed Point to Point Microwave						Y
WMQ382	CF - Common Carrier Fixed Point to Point Microwave						Y
WMQ393	CF - Common Carrier Fixed Point to Point Microwave						Y
WMO394	CF - Common Carrier Fixed Point to Point Microwave						Y
WMQ414	CF - Common Carrier Fixed Point to Point Microwave						Y
WMQ415	CF - Common Carrier Fixed Point to Point Microwave						Y
WMO523	CF - Common Carrier Fixed Point to Point Microwave						Y
WMQ854	CF - Common Carrier Fixed Point to Point Microwave						Y
WMQ901	CF - Common Carrier Fixed Point to Point Microwave						Y
WMQ902	CF - Common Carrier Fixed Point to Point Microwave						Y
WMQ962	CF - Common Carrier Fixed Point to Point Microwave						Y
WMS446	CF - Common Carrier Fixed Point to Point Microwave						Y
WMS447	CF - Common Carrier Fixed Point to Point Microwave						Y
WMS448	CF - Common Carrier Fixed Point to Point Microwave						Y
WMS644	CF - Common Carrier Fixed Point to Point Microwave						Y
WMS671	CF - Common Carrier Fixed Point to Point Microwave						Y
WMS843	CF - Common Carrier Fixed Point to Point Microwave						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WMS844	CF - Common Carrier Fixed Point to Point Microwave						Y
WMS845	CF - Common Carrier Fixed Point to Point Microwave						Y
WMS846	CF - Common Carrier Fixed Point to Point Microwave						Y
WMV838	CF - Common Carrier Fixed Point to Point Microwave						Y
WPJD270	CF - Common Carrier Fixed Point to Point Microwave						Y
WPJD271	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNB401	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNB402	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNB403	CF - Common Carrier Fixed Point to Point Microwave						Y
WPWW928	CF - Common Carrier Fixed Point to Point Microwave						Y

Attachment(s):

Type	Description	Date Entered
0	Desc. of Transaction and Pub. Int. Stmt	09/04/2007

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

In re Applications of )  
 )  
RURAL CELLULAR CORP., Transferor, )  
 )  
and ) WT Docket No. \_\_\_\_\_  
 )  
CELLCO PARTNERSHIP d/b/a VERIZON )  
WIRELESS, Transferee )  
 )  
for Consent to the Transfer of Control of )  
Commission Licenses and Authorizations )  
Pursuant to Sections 214 and 310(d) of the )  
Communications Act )

**DESCRIPTION OF TRANSACTION,  
PUBLIC INTEREST SHOWING  
AND RELATED REQUESTS AND DEMONSTRATIONS**

## SUMMARY

Cellco Partnership d/b/a Verizon Wireless, with its wholly-owned subsidiary AirTouch Cellular (collectively, "Verizon Wireless"), and Rural Cellular Corp. ("RCC"), hereby request FCC consent to transfer control of the radio station licenses, leases, and international 214 authorizations held by RCC and its subsidiaries to Verizon Wireless. As the Commission is aware, Verizon Wireless has agreed to acquire RCC through a proposed transaction that will result in RCC becoming a wholly-owned subsidiary of AirTouch and an indirect, wholly-owned subsidiary of Cellco Partnership. This lead application, with the related applications, request Commission consent to the proposed transaction and demonstrate that the acquisition is clearly in the public interest, convenience and necessity. Accordingly, the Applicants urge the Commission to act promptly to grant the requested consents.

As explained in further detail below, the requested consents would permit the acquisition of RCC—a rural wireless carrier—by Verizon Wireless. This transaction has substantial, cognizable public interest benefits for RCC customers, Verizon Wireless customers, and other consumers in the RCC markets and nationally:

- For RCC's existing customers, in addition to Verizon Wireless's award winning network quality and customer care, the transaction will facilitate access to Evolution-Data Optimized Revision A ("EvDO Rev. A") high speed broadband technology being deployed by Verizon Wireless, as well as provide access to a broader range of content, applications, devices, and service plans. Verizon Wireless has technical expertise, financial resources, and economies of scope and scale that can be leveraged for the benefit of RCC's customers.
- For Verizon Wireless's existing customers, the transaction promises expanded, seamless network coverage with a uniform look and feel and greater deployment of—and increased capacity for—broadband EvDO Rev. A data services. Indeed, RCC provides services in territories within parts of 15 states covering nearly 7.2 million pops in rural America, many of which are adjacent to major metropolitan areas currently served by Verizon Wireless. In fact, the proposed transaction will enable Verizon Wireless to enter eight new cellular market areas ("CMAs"), and parts of

twenty-two other CMAs, where RCC is licensed and Verizon Wireless holds no cellular or broadband Personal Communications Service (“PCS”) spectrum.

- For consumers in RCC coverage areas, the transaction provides a stronger national competitor—including, in a number of regions, the first or second national carrier to enter the market—and the benefits of enhanced competition.

The public interest benefits of the proposed transaction are discussed in detail in Section II (B) below.

The proposed transaction will also enhance, not harm, competition. The Applicants have, in Section II(C), discussed the appropriate product market definition and geographic scope of review. The Applicants believe strongly that developments in the wireless marketplace require expanding the relevant market to be examined both geographically and with respect to spectrum assets under review. Nonetheless, the Applicants have, in the interest of expedited processing, also evaluated the effects of the merger on the traditional CMA basis examining 800 MHz cellular, 2 GHz PCS, and 800 MHz specialized mobile radio spectrum. As shown in the licensed footprint map attached as Attachment 2, RCC’s licenses largely cover areas where Verizon Wireless currently has no cellular or PCS spectrum. In those areas where licensed coverage between the two carriers does overlap, the overwhelming majority of those overlaps do not even rise to the threshold 70 MHz requiring further review. And, as discussed on a CMA-by-CMA basis, in those few areas where the aggregate attributable spectrum rises above 70 MHz, competition in those markets is thriving and will continue.

Thus, the Applicants believe the balancing of public interest benefits and harms in this case clearly is in favor of granting the requested consents. The Applicant further note that the instant transaction does not implicate any unjust enrichment payment, require waiver of any of the Commission’s rules, or raise other administrative complexities. Both parties have also recently been approved as legally, financially, and technically qualified to hold Commission

licenses, and the non-U.S. ownership in Verizon Wireless has been previously passed upon and determined to be not contrary to the public interest. Accordingly, the Applicants believe the Commission should grant the requested consents on an expedited basis.

## TABLE OF CONTENTS

I.	DESCRIPTION OF THE TRANSACTION .....	1
A.	Cellco Partnership d/b/a Verizon Wireless .....	1
B.	Rural Cellular Corporation .....	3
C.	The Proposed Transaction.....	4
II.	THE PROPOSED TRANSACTION IS IN THE PUBLIC INTEREST AND SHOULD BE APPROVED .....	6
A.	The Standard of Review.....	6
B.	The Proposed Transaction Will Generate Substantial Public Interest Benefits.....	8
1.	The Proposed Transaction Will Provide Substantial Benefits for Existing RCC Customers .....	10
2.	The Proposed Transaction Will Yield Extensive Benefits for Existing and Future Verizon Wireless Customers .....	19
3.	The Proposed Merger Will Result in the Formation of a Stronger Competitor in Today's Highly Competitive CMRS Market.....	24
C.	The Proposed Merger Will Not Significantly Harm Competition in Any Product Market.....	26
1.	The Analytical Framework .....	26
2.	The Proposed Merger Will Not Result in Competitive Harms.....	35
III.	Procedural Considerations.....	55
A.	Additional Authorizations.....	55
B.	Exemption from Cut-Off Rules .....	56
C.	Unconstructed Facilities.....	57
D.	Unjust Enrichment .....	57
E.	Extension of Foreign Ownership Authority.....	58
F.	DOJ Agreement .....	58
G.	Related Governmental Filings .....	59
H.	RCC Spectrum Leases .....	59
IV.	CONCLUSION.....	61

**DESCRIPTION OF TRANSACTION,  
PUBLIC INTEREST SHOWING  
AND RELATED REQUESTS AND DEMONSTRATIONS**

By this application and related applications<sup>1</sup> (the “Applications”) and pursuant to Sections 214 and 310(d) of the Communications Act of 1934, as amended (“the Act”), Cellco Partnership d/b/a Verizon Wireless (“Cellco”), and its wholly-owned subsidiary AirTouch Cellular (“AirTouch”) (jointly hereinafter “Verizon Wireless”), and Rural Cellular Corporation (“RCC”), hereby request the Commission’s consent to the transfer of control of RCC’s interests in various radio station authorizations, spectrum leases,<sup>2</sup> and international Section 214 authorizations to Verizon Wireless. As discussed herein, the proposed transaction satisfies the Commission’s standards for approval, does not implicate unjust enrichment or trafficking, and does not require any waivers of the Commission’s rules.

**I. DESCRIPTION OF THE TRANSACTION**

**A. Cellco Partnership d/b/a Verizon Wireless**

Verizon Wireless serves over 62 million customers throughout the United States on the nation’s most reliable wireless voice and data network.<sup>3</sup> Verizon Wireless utilizes analog<sup>4</sup> and

---

<sup>1</sup> Individual applications to transfer radio station authorizations and spectrum leases controlled by RCC have been filed for each of the RCC licensee subsidiaries – RCC Atlantic Licenses, LLC (ULS File No. 0003155487) (lead application); RCC Minnesota, Inc. (“RCC Minnesota”) (ULS File No. 0003159562); TLA Spectrum, LLC (ULS File No. 0003155973); and Wireless Alliance, LLC (ULS File No. 0003155970). In addition, the Applicants are concurrently filing an application on FCC Form 312 to transfer control of international Section 214 applications held by RCC and will shortly file applications to transfer control of spectrum manager leases held by RCC Minnesota.

<sup>2</sup> RCC leases spectrum in a number of markets from a variety of carriers. The disposition of these leases is discussed in Section III(H).

<sup>3</sup> Verizon Wireless does not hold PCS or cellular licenses in the state of Alaska, but serves the lower 48 contiguous states, the District of Columbia, and Hawaii.

CDMA (voice, 1xRTT, and EvDO-Rev. A) technologies operating on licensed 800 MHz cellular and 2 GHz PCS spectrum. Verizon Wireless employs over 65,000 individuals who are dedicated to delivering the ultimate experience in wireless technology. Verizon Wireless is recognized as the industry's leading wireless voice provider—a fact confirmed in a recent industry survey by J.D. Power & Associates, which ranked Verizon Wireless first in "creating a positive experience for customers who contact their provider for service or assistance."<sup>5</sup> Due to Verizon Wireless' commitment to its customers, its churn rate is the lowest among major wireless carriers.<sup>6</sup>

Cellco is a general partnership headquartered in Basking Ridge, New Jersey that is jointly beneficially owned by Verizon Communications Inc. and Vodafone Group Plc. ("Vodafone"). Cellco has previously been determined to possess the legal, technical and financial qualifications required by the Communications Act to control and hold Commission authorizations. Cellco's qualifications to hold cellular and PCS licenses are a matter of public record, established and

---

<sup>4</sup> Verizon Wireless intends to retire its analog AMPS cellular service on February 18, 2008. See [http://support.vzw.com/faqs/Wireless%20Issues/analog\\_retirement.html](http://support.vzw.com/faqs/Wireless%20Issues/analog_retirement.html) (last visited Aug. 27, 2007).

<sup>5</sup> See J.D. Power & Associates, Press Release, J.D. Power & Associates Reports: The Incidence of Wireless Users Contacting Their Carrier for Customer Care Issues is at an All-Time High, <http://www.jdpower.com/corporate/news/releases/pressrelease.aspx?ID=2006122> (July 26, 2006) (last visited Aug. 26, 2007).

<sup>6</sup> See Mobile Wireless News, Verizon Wireless Tops In American Customer Satisfaction Index Again (May 15, 2007), <http://mobilewirelessnews.com/2007/05/15/verizon-wireless-tops-in-american-customer-satisfaction-index-again/> (last visited August 7, 2007) ("Verizon Wireless is the nation's wireless leader in customer loyalty, based on company retention and turnover rates published by the largest wireless carriers. In the first quarter of this year, Verizon Wireless posted a record-low 1.1% churn rate ... (the percentage of customers who disconnect their service in a given period of time) well below the industry average. Additionally, the company has posted the lowest churn rate among the largest national wireless carriers for the past 10 consecutive quarters.").

approved in various Commission decisions.<sup>7</sup> Detailed information regarding the ownership of Cellco is contained in Verizon Wireless's FCC Form 602, which is on file with the Commission.<sup>8</sup> There have been no changes to Cellco's qualifications. Accordingly, Cellco is qualified to hold the licenses that are the subject of these applications.<sup>9</sup>

#### **B. Rural Cellular Corporation**

RCC currently serves over 778,000 customers in five operating cellular clusters located primarily in rural markets in 15 states.<sup>10</sup> In addition to its cellular licenses, RCC also holds licenses and leases for Personal Communications Service ("PCS") spectrum, Local Multipoint

---

<sup>7</sup> See, e.g., *Applications of Northcoast Commc'ns, LLC and Cellco P'ship d/b/a Verizon Wireless, Memorandum Opinion and Order*, 18 FCC Rcd 6490 (Comm'l Wireless Div. 2003) ("Northcoast Order"); *Wireless Telecomms. Bureau and Int'l Bureau Grant Consent for Assignment or Transfer of Control of Wireless Licenses and Authorizations from Price Commc'ns Corp. to Cellco P'ship d/b/a Verizon Wireless, FCC Public Notice*, 16 FCC Rcd 7155 (2001); *FCC Public Notice*, Report No. 2086 (rel. Mar. 2, 2005) (granting applications of NextWave Telecom Inc. and Cellco P'ship d/b/a Verizon Wireless seeking FCC approval of the proposed transfer of control of licenses held by NextWave Personal Commc'ns Inc., Debtor-In-Possession and NextWave Power Partners Inc., Debtor-In-Possession); *FCC Public Notice*, Report No. 2018 (rel. Dec. 15, 2004) (granting applications of Qwest Wireless, LLC and Cellco P'ship d/b/a Verizon Wireless seeking FCC consent to the assignment of sixty-two broadband Personal Communications Services licenses).

<sup>8</sup> See ULS Ownership Disclosure File No. 0003140706. A proposed FCC Form 602 for Verizon Wireless post-transaction has also been filed with the Commission. See ULS Ownership Disclosure File No. 0003159157.

<sup>9</sup> The Commission has previously approved Vodafone's minority, indirect, non-controlling interest in Cellco, as well as Vodafone's qualifications (as a foreign corporation) to hold indirect ownership interests in common carrier licensees pursuant to Section 310(b)(4) of the Communications Act. In Section III.E of this Attachment, the Applicants request that the Commission extend such previous Section 310(b)(4) ruling to the licenses and authorizations that are the subject of the Applications.

<sup>10</sup> RCC has a Central cluster serving locations in Kansas; a Midwest cluster serving locations in Minnesota, North Dakota, South Dakota, and Wisconsin; a Northeast cluster serving areas in Massachusetts, Maine, New Hampshire, New York, and Vermont; a Northwest cluster serving locations in Washington, Idaho, and Oregon; and, a Southern cluster serving locations in Alabama and Mississippi.

*Distribution Service (“LMDS”)* authorizations, microwave licenses and paging radio authorizations,<sup>11</sup> as well as several international Section 214 authorizations in support of such offerings. RCC’s Commercial Mobile Radio Services (“CMRS”) authorizations collectively cover 8.6 million POPs.

RCC holds its FCC licenses through four subsidiaries—RCC Atlantic Licenses, LLC; RCC Minnesota, Inc.; TLA Spectrum, LLC; and Wireless Alliance, LLC (“Wireless Alliance”).<sup>12</sup> All of these licensee subsidiaries are wholly-owned by RCC, with the exception of Wireless Alliance. Wireless Alliance is 70 percent owned and controlled by RCC, with the remaining 30 percent owned by T-Mobile USA, Inc. (“T-Mobile”).<sup>13</sup>

The Commission has previously found RCC to be qualified to hold FCC licenses.<sup>14</sup> There is no question about RCC’s character or ongoing qualifications to hold the subject Commission authorizations.

### **C. The Proposed Transaction**

On July 29, 2007, RCC, Cellco and AirTouch (an indirect wholly-owned subsidiary of Cellco) entered into an Agreement and Plan of Merger (the “Merger Agreement”). Pursuant to

---

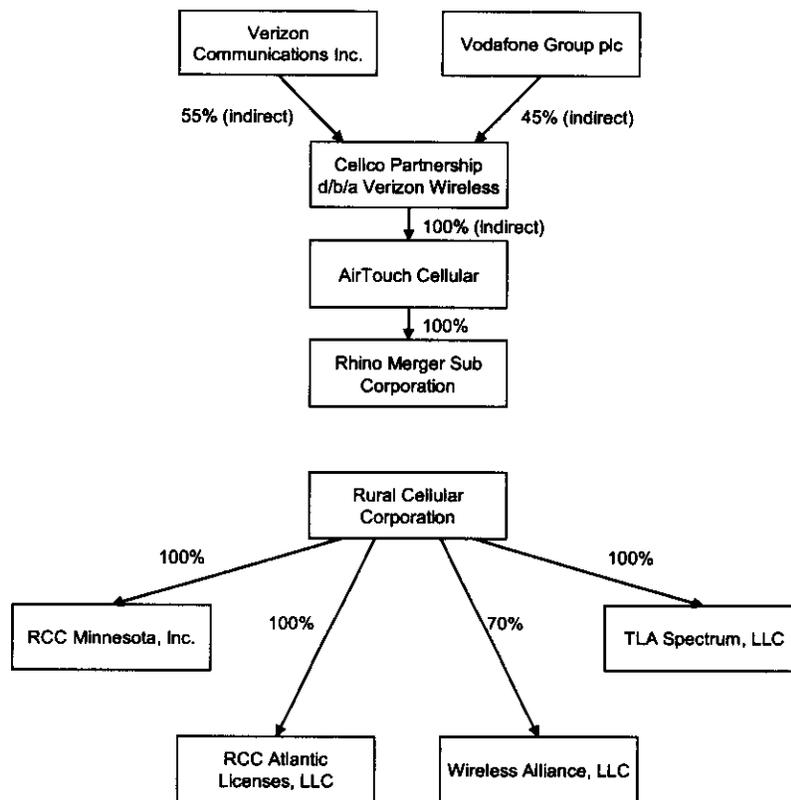
<sup>11</sup> RCC’s paging business currently serves over 2,460 customers. However, RCC presently intends to wind that business down.

<sup>12</sup> RCC previously operated a separate retail long distance business under the name RCC Atlantic Long Distance, LLC. In mid-2005, with FCC consent, the company sold the long distance assets and terminated all operations associated with that business. While the entity appears on older RCC FCC Form 602 filings, it was merged with and into RCC and no longer exists.

<sup>13</sup> Wireless Alliance holds two PCS licenses (WPOH983 and WPOH998), both of which are partitioned, disaggregated B Block spectrum in the Minneapolis, MN MTA (MTA012). Wireless Alliance’s current ownership is described in ULS Ownership Disclosure File Nos. 0002940661 (T-Mobile USA, Inc.) and 0002856474 (RCC Mn., Inc.).

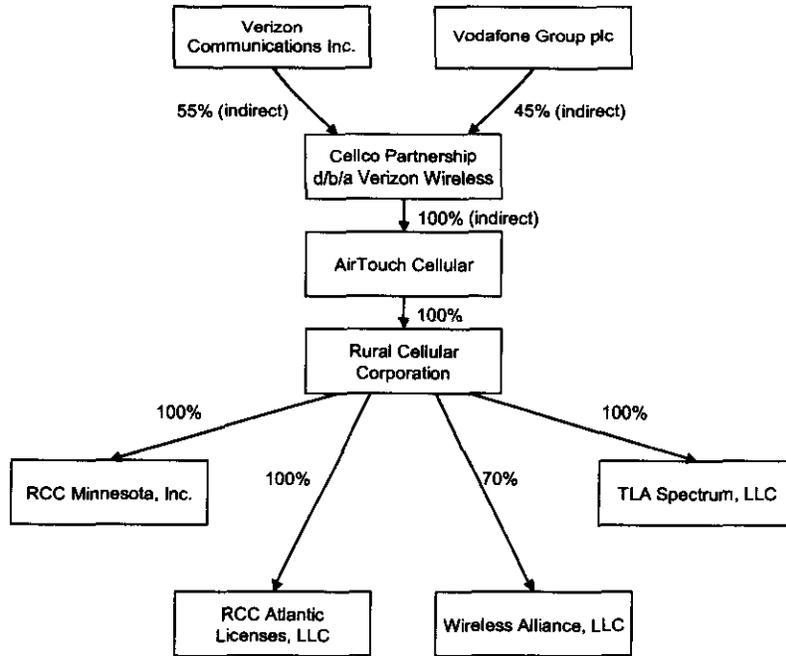
<sup>14</sup> See, e.g., *In the Matter of WWC Holding Co., Inc. and RCC Mn., Inc.*, Memorandum Opinion and Order, 22 FCC Rcd 6589, 6593 (¶ 8) (2007).

this agreement, Rhino Merger Sub Corporation (“Merger Sub”),<sup>15</sup> a newly formed, wholly-owned subsidiary of AirTouch, will merge with and into RCC (the “Merger”), with RCC continuing as the surviving corporation.



After consummation of the proposed transaction, RCC will be a wholly-owned subsidiary of AirTouch and an indirect wholly-owned subsidiary of Cellco.

<sup>15</sup> Merger Sub was formed on July 30, 2007 and, on July 31, 2007, Merger Sub executed and became a party to the Merger Agreement.



At the effective time of the Merger, each issued and outstanding share of Class A and Class B common stock of RCC will be cancelled and converted into the right to receive \$45.00 in cash, without interest. Each outstanding option to acquire RCC’s common stock will be cancelled in exchange for an amount equal to the product of: \$45.00 minus the exercise price of each option and the number of shares underlying the option.

Following consummation of the transaction, all FCC licenses and leases currently controlled by RCC and its subsidiaries will be controlled by Verizon Wireless.

**II. THE PROPOSED TRANSACTION IS IN THE PUBLIC INTEREST AND SHOULD BE APPROVED**

**A. The Standard of Review**

Under the Communications Act, the Commission is required to determine whether the Applicants have demonstrated that the proposed transfer of control of RCC’s licenses, leases and

authorizations to Verizon Wireless will serve the public interest, convenience, and necessity.<sup>16</sup>

In making this determination, the FCC “must assess whether the proposed transactions comply with the specific provisions of the Communications Act, the Commission’s rules, and federal communications policy.”<sup>17</sup> Barring transactions that would violate a statute or rule, the FCC “considers whether [a proposed transaction] could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Communications Act or related statutes.”<sup>18</sup> It does so by “employ[ing] a balancing test weighing any potential public interest harms of a proposed transaction against any potential public interest benefits to ensure that, on balance, the proposed transaction will serve the public interest.”<sup>19</sup>

---

<sup>16</sup> 47 U.S.C. §§ 214(a), 310(d).

<sup>17</sup> *Applications of Midwest Wireless Holdings, L.L.C. and ALLTEL Commc 'ns, Inc., Memorandum Opinion and Order*, 21 FCC Rcd 11,526, 11,535 (¶16) (2006) (“*ALLTEL-Midwest Order*”) (citing *Applications of Nextel Partners, Inc., Transferor, and Nextel WIP Corp. and Sprint Nextel Corp., Transferees, Memorandum Opinion and Order*, 21 FCC Rcd 7358, 7360 (¶ 7) (2006) (“*Sprint Nextel-Nextel Partners Order*”); *SBC Commc 'ns Inc. and AT&T Corp. Applications for Approval of Transfer of Control, Memorandum Opinion and Order*, 20 FCC Rcd 18,290, 18,300 (¶ 16) (2005) (“*SBC-AT&T Order*”); *Verizon Commc 'ns Inc. and MCI, Inc. Applications for Approval of Transfer of Control, Memorandum Opinion and Order*, 20 FCC Rcd 18,433, 18,442-443 (¶ 16) (2005) (“*Verizon-MCI Order*”); *Applications of Nextel Commc 'ns, Inc. and Sprint Corp., Memorandum Opinion and Order*, 20 FCC Rcd 13,967, 13,976-977 (¶ 20) (2005) (“*Sprint-Nextel Order*”); *Applications of W. Wireless Corp. and ALLTEL Corp., Memorandum Opinion and Order*, 20 FCC Rcd 13,053, 13,062-063 (¶ 17) (2005) (“*ALLTEL-WWC Order*”); *Applications of AT&T Wireless Servs., Inc. and Cingular Wireless Corp., Memorandum Opinion and Order*, 19 FCC Rcd 21,522, 21542 (¶ 40) (2004) (“*Cingular-AT&T Wireless Order*”).

<sup>18</sup> *See, e.g., ALLTEL-Midwest Order*, 21 FCC Rcd at 11,535 (¶16); *SBC-AT&T Order*, 20 FCC Rcd at 18,300 (¶ 16); *Verizon-MCI Order*, 20 FCC Rcd at 18,442-443 (¶ 16); *Sprint-Nextel Order*, 20 FCC Rcd at 13,976-977 (¶ 20).

<sup>19</sup> *See, e.g., ALLTEL-Midwest Order*, 21 FCC Rcd at 11,535 (¶16); *Sprint Nextel-Nextel Partners Order*, 21 FCC Rcd at 7,360 (¶ 7); *SBC-AT&T Order*, 20 FCC Rcd at 18300 (¶ 16); *Verizon-MCI Order*, 20 FCC Rcd at 18,443 (¶ 16); *Sprint-Nextel Order*, 20 FCC Rcd at 13,976 (¶ 20); *ALLTEL-WWC Order*, 20 FCC Rcd at 13062-063 (¶ 17); *Cingular-AT&T Wireless Order*, 19 FCC Rcd at 21,542-543 (¶ 40).