



PUBLIC NOTICE

MAILED
APR 16 2008
FCC

FEDERAL COMMUNICATIONS COMMISSION
445 TWELFTH STREET, S.W.
WASHINGTON, D.C. 20554

DA 08-851

News media information 202/418-0500 Fax-On-Demand 202/418-2830 Internet: <http://www.fcc.gov> ftp.fcc.gov

DOCKET FILE COPY ORIGINAL

Released: April 10, 2008

AT&T INC. AND VERIZON WIRELESS SEEK FCC CONSENT TO ASSIGN AND TRANSFER CONTROL OF LICENSES, SPECTRUM LEASING ARRANGEMENTS, AND RELATED AUTHORIZATIONS

WT Docket No. 07-208

PLEADING CYCLE ESTABLISHED

Petitions to Deny Due: May 12, 2008
Oppositions Due: May 22, 2008
Replies Due: May 30, 2008

I. INTRODUCTION

AT&T Inc. and certain of its subsidiaries ("AT&T") and Cellco Partnership d/b/a Verizon Wireless and certain of its subsidiaries ("Verizon Wireless") have filed a series of applications pursuant to Sections 214 and 310(d) of the Communications Act of 1934, as amended.¹ In these applications, AT&T and Verizon Wireless (the "Applicants") seek Commission approval of an exchange of certain wireless licenses, spectrum manager leasing arrangements, and related authorizations in parts of Arizona, Kentucky, Nevada, New York, Ohio, Pennsylvania, Vermont, and Washington. The Applicants propose to accomplish this exchange through transfers of control of wireless licensee subsidiaries, and through assignments of wireless licenses, spectrum manager leasing arrangements, and authorizations. The Applicants state that this exchange will satisfy AT&T's obligations under the *AT&T-Dobson Order* to divest certain Dobson licenses and operations in Kentucky.² In addition, the applications reflect that, in most cases, the licenses and spectrum leasing arrangements that Verizon Wireless proposes to provide to AT&T in the exchange are held by subsidiaries of Rural Cellular Corporation, which Verizon Wireless previously has proposed to acquire.³ These assignment and transfer of control applications pertain to licenses for the Part 22 Cellular Radiotelephone Service, the Part 24 Personal Communications Service,

¹ 47 U.S.C. §§ 214, 310(d).

² Applications of AT&T Inc. and Dobson Communications Corp. for Consent to Transfer Control of Licenses and Authorizations, *Memorandum Opinion and Order*, 22 FCC Rcd 20295, 20335-36 ¶¶ 85-88 (2007) ("*AT&T-Dobson Order*").

³ Verizon Wireless and Rural Cellular Corp. Seek FCC Consent to Transfer Control of Licenses, Spectrum Manager Leases, and Authorizations, *Public Notice*, 22 FCC Rcd 18356 (2007).

the Part 27 Advanced Wireless Service, and the Part 101 Common Carrier Fixed Point-to-Point Microwave Service, certain spectrum leasing arrangements, and international Section 214 authorizations.

To effectuate the exchange of certain wireless licenses between the Applicants, the Applicants have filed a series of *pro forma* applications seeking consent to the assignment of licenses from subsidiaries of AT&T to DC Kentucky Newco, LLC ("DC Kentucky Newco") and DC Other Newco, LLC ("DC Other Newco"), wholly-owned subsidiaries of AT&T,⁴ and from subsidiaries of Verizon Wireless to Rural Newco LLC ("Rural Newco"), a wholly-owned subsidiary of Verizon Wireless. As proposed, the consummation of these particular *pro forma* assignments of wireless licenses will occur immediately prior to the consummation of the transfer of control and assignment applications that the Applicants propose in the exchange.

In addition, Verizon Wireless requests a declaratory ruling extending its current Section 310(b)(4) authority to hold interests in common carrier licenses and authorizations to encompass DC Kentucky Newco, DC Other Newco, and the FCC licenses that they will hold following transfer to Verizon Wireless as a result of this transaction.

II. SECTION 310(d) APPLICATIONS

Parts 22, 24, 27, and 101 – Wireless Radio Services Applications

The following applications for consent to the full and partial *pro forma* assignment of certain licenses from RCC Atlantic Licenses, LLC ("RCC Atlantic") to Rural Newco have been assigned the file numbers listed below.

<u>File No.</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0003319713	RCC Atlantic Licenses, LLC	KNKA797
0003319732	RCC Atlantic Licenses, LLC	KNKN749

The following applications for consent to the assignment or transfer of control of certain licenses from Verizon Wireless to AT&T and its subsidiary, DC Newco Parent, have been assigned the file numbers listed below.

<u>File No.</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0003264825 ⁵	Cellco Partnership	KNKN965
0003264826	RCC Minnesota, Inc.	KNKN248
50007CLTC08 ⁶	Rural Newco LLC	KNKA797

⁴ These indirect subsidiaries of AT&T will be directly held by DC Newco Parent, LLC ("DC Newco Parent"), which will transfer these subsidiaries to Verizon Wireless.

⁵ This application is the lead application for the wireless radio services.

⁶ This application is attached to File No. 0003319713. As described above, Verizon Wireless proposes the *pro forma* assignment of full and partial licenses from RCC Atlantic to Rural Newco immediately prior to consummating the proposed transfer of control of Rural Newco to AT&T. See ULS File Nos. 0003319732 and 0003319713. Because these assignment applications remain pending and have not been consummated, these licenses are not shown as being held by Rural Newco in ULS. Thus, this application was filed manually with a request for waiver of the ULS electronic filing requirement, pursuant to section 1.913(b) of the Commission's rules. 47 C.F.R. § 1.913(b). We grant the Applicants' request for waiver of the ULS electronic filing requirement.

The following applications for consent to the full and partial *pro forma* assignment of licenses from subsidiaries of AT&T to DC Kentucky Newco and DC Other Newco have been assigned the file numbers listed below.

<u>File No.</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0003319329	American Cellular, LLC	WQFA872
0003319338	American Cellular, LLC	KNKN939
0003319342	Dobson Cellular Systems, LLC	WQEB350
0003319349	New Cingular Wireless PCS, LLC	KNLF270
0003319351	New Cingular Wireless PCS, LLC	KNLH209

The following applications for consent to the transfer of control of certain licenses from AT&T to Verizon Wireless have been assigned the file numbers listed below.

<u>File No.</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
50009CLTC08 ⁷	DC Kentucky Newco, LLC	KNKN939
50008CWTC08 ⁸	DC Other Newco, LLC	KNLH209

Part 24 – Wireless Radio Services Applications – Spectrum Manager Leases

The following applications relating to approval of the assignment of long-term spectrum manager leasing arrangements to AT&T have been assigned the file numbers listed below.⁹

<u>File No.</u>	<u>Lessee</u>	<u>Lead Call Sign</u>
0003319768	Rural Newco LLC	KNLG395

⁷ This application is attached to File No. 0003319338. As described above, AT&T proposes the *pro forma* assignment of full and partial licenses to DC Kentucky Newco immediately prior to consummating the proposed transfer of control of DC Kentucky Newco to Verizon. See ULS File Nos. 0003319329 and 0003319338. Because these assignment applications remain pending and have not been consummated, these licenses are not shown as being held by DC Kentucky Newco in ULS. Thus, this application was filed manually with a request for waiver of the ULS electronic filing requirement, pursuant to section 1.913(b) of the Commission's rules. 47 C.F.R. § 1.913(b). We grant the Applicants' request for waiver of the ULS electronic filing requirement.

⁸ This application is attached to File No. 0003319351. As described above, AT&T proposes the *pro forma* assignment of full and partial licenses to DC Other Newco immediately prior to consummating the proposed transfer of control of DC Other Newco to Verizon. See ULS File Nos. 0003319342, 0003319349, and 0003319351. Because these assignment applications remain pending and have not been consummated, these licenses are not shown as being held by DC Kentucky Newco in ULS. Thus, this application was filed manually with a request for waiver of the ULS electronic filing requirement, pursuant to section 1.913(b) of the Commission's rules. 47 C.F.R. § 1.913(b). We grant the Applicants' request for waiver of the ULS electronic filing requirement.

⁹ RCC Minnesota, Inc. ("RCC Minnesota") is a spectrum lessee of PCS spectrum, pursuant to spectrum manager leasing arrangements, from PCS Partners, L.P. and an AT&T subsidiary, New Cingular Wireless PCS, LLC (collectively, the "Spectrum Lessors"). Prior to closing on this transaction, RCC Minnesota proposes to assign these spectrum leasing arrangements to Rural Newco, which will then be transferred to DC Newco Parent at closing. To accomplish this assignment, the Spectrum Lessors and Rural Newco are filing notifications of new spectrum manager leasing arrangements, which they propose to become effective upon the closing of the transaction. The Spectrum Lessors will subsequently notify the Commission of the termination of the existing leasing arrangements.

<u>File No.</u>	<u>Lessee</u>	<u>Lead Call Sign</u>
0003319769	Rural Newco LLC	KNLH723
0003319770	Rural Newco LLC	WPUI366
0003340311	Rural Newco LLC	WPTF727

III. INTERNATIONAL SECTION 214 AUTHORIZATIONS

The following applications for consent to the partial assignment of international Section 214 authorizations held by a Verizon Wireless subsidiary to AT&T subsidiaries have been assigned the file numbers listed below.

<u>File No.</u>	<u>Authorization Holder</u>	<u>Authorization Number</u>
ITC-ASG-20080208-00049	Rural Cellular Corporation	ITC-214-1994022400114
		ITC-214-1998040100220
ITC-ASG-20080208-00051	Rural Cellular Corporation	ITC-214-1994022400114
		ITC-214-1998040100220

The following application for consent to the partial assignment of an international Section 214 authorization held by an AT&T subsidiary to a subsidiary of Verizon Wireless has been assigned the file number listed below.

<u>File No.</u>	<u>Authorization Holder</u>	<u>Authorization Number</u>
ITC-ASG-20080208-00050	American Cellular, LLC	ITC-214-2000042800255

IV. REQUEST FOR DECLARATORY RULING UNDER SECTION 310(b)(4)

Verizon Wireless has filed a request pursuant to Section 310(b)(4) of the Communications Act for a declaratory ruling that it is in the public interest for DC Kentucky Newco and DC Other Newco to have indirect ownership in excess of the 25 percent benchmark under Section 310(b)(4) of the Communications Act. Upon consummation of the proposed transaction, DC Kentucky Newco and DC Other Newco will become indirect subsidiaries of Verizon Wireless. Verizon Wireless is a general partnership ultimately controlled indirectly by Verizon Communications Inc. ("Verizon") and Vodafone Group Plc ("Vodafone"). Verizon, a Delaware corporation, owns 55 percent of the partnership interests and Vodafone indirectly owns 45 percent of the partnership through numerous intermediate subsidiaries, which are organized under the laws of Luxembourg and the United Kingdom, both of which are World Trade Organization (WTO) Member countries, or the United States. Verizon Wireless requests a declaratory ruling allowing Vodafone to hold an indirect ownership interest of up to 65.1 percent in DC Kentucky Newco and DC Other Newco, each of which will become a wholly-owned indirect subsidiary of Verizon Wireless. The petition for declaratory ruling under Section 310(b)(4) of the Communications Act has been assigned File No. ISP-PDR-20080208-00005.

V. EX PARTE STATUS OF THIS PROCEEDING

Pursuant to Section 1.1200(a) of the Commission's rules,¹⁰ the Commission may adopt modified or more stringent *ex parte* procedures in particular proceedings if the public interest so requires. We

¹⁰ 47 C.F.R. § 1.1200(a).

announce that this proceeding will be governed by permit-but-disclose *ex parte* procedures that are applicable to non-restricted proceedings under Section 1.1206 of the Commission's rules.¹¹

Parties making oral *ex parte* presentations are directed to the Commission's statement reemphasizing the public's responsibility in permit-but-disclose proceedings and are reminded that memoranda summarizing the presentation must contain the presentation's substance and not merely list the subjects discussed.¹² More than a one- or two-sentence description of the views and arguments presented is generally required.¹³ Other rules pertaining to oral and written presentations are set forth in Section 1.1206(b) as well.¹⁴ We urge parties to use the Electronic Comment Filing System ("ECFS") to file *ex parte* submissions.¹⁵

VI GENERAL INFORMATION

The transfer of control applications referenced herein have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules or policies. Final action on these applications will not be taken earlier than thirty-one days following the date of this Public Notice.¹⁶

Interested parties must file petitions to deny no later than May 12, 2008. Persons and entities that file petitions to deny become parties to the proceeding. They may participate fully in the proceeding, including seeking access to any confidential information that may be filed under a protective order, seeking reconsideration of decisions, and filing appeals of a final decision to the courts. Oppositions to such pleadings must be filed no later than May 22, 2008. Replies to such pleadings must be filed no later than May 30, 2008. All filings concerning matters referenced in this Public Notice should refer to DA 08-851 and WT Docket No. 07-208, as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

Under the Commission's current procedures for the submission of filings and other documents,¹⁷ submissions in this matter may be filed electronically (*i.e.*, though ECFS) or by hand delivery to the Commission's Massachusetts Avenue location.

- **If filed by ECFS,**¹⁸ comments shall be sent as an electronic file via the Internet to <http://www.fcc.gov/e-file/ecfs.html>. In completing the transmittal screen, commenters should

¹¹ *Id.* § 1.1206.

¹² See Commission Emphasizes the Public's Responsibilities in Permit-But-Disclose Proceedings, *Public Notice*, 15 FCC Rcd 19945 (2000).

¹³ See 47 C.F.R. § 1.1206(b)(2).

¹⁴ *Id.* § 1.1206(b).

¹⁵ See discussion *infra* Part VI.

¹⁶ See 47 U.S.C. § 309(b).

¹⁷ See Implementation of Interim Electronic Filing Procedures for Certain Commission Filings, *Order*, 16 FCC Rcd 21483 (2001); see also FCC Announces a New Filing Location for Paper Documents and a New Fax Number for General Correspondence, *Public Notice*, 16 FCC Rcd 22165 (2001); Reminder: Filing Locations for Paper Documents and Instructions for Mailing Electronic Media, *Public Notice*, 18 FCC Rcd 16705 (2003).

¹⁸ See Electronic Filing of Documents in Rulemaking Proceedings, GC Docket No. 97-113, *Report and Order*, 13 FCC Rcd 11322 (1998).

include their full name, Postal Service mailing address, and the applicable docket number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send an e-mail to ecfs@fcc.gov, and should include the following words in the body of the message, "get form <your e-mail address>." A sample form and directions will be sent in reply.

- **If filed by paper**, the original and four copies of each filing must be filed by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). The Commission's contractor, Natek, Inc., will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class mail, Express Mail, and Priority Mail should be addressed to 445 12th Street, S.W., Washington, D.C. 20554. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

One copy of each pleading must be delivered electronically, by e-mail or facsimile, or if delivered as paper copy, by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (according to the procedures set forth above for paper filings), to: (1) the Commission's duplicating contractor, Best Copy and Printing, Inc., at FCC@BCPIWEB.COM or (202) 488-5563 (facsimile); (2) Erin McGrath, Mobility Division, Wireless Telecommunications Bureau, at erin.mcgrath@fcc.gov or (202) 418-7447 (facsimile); (3) Susan Singer, Spectrum and Competition Policy Division, Wireless Telecommunications Bureau, at susan.singer@fcc.gov or (202) 418-7447 (facsimile); (4) Linda Ray, Broadband Division, at linda.ray@fcc.gov or (202) 418-8188 (facsimile); (5) David Krech, Policy Division, International Bureau, at david.krech@fcc.gov or (202) 418-2824 (facsimile); (6) Neil Dellar, Office of General Counsel, at neil.dellar@fcc.gov or (202) 418-1234 (facsimile); and (7) Jim Bird, Office of General Counsel, at jim.bird@fcc.gov or (202) 418-1234 (facsimile).

Copies of the applications and any subsequently-filed documents in this matter may be obtained from Best Copy and Printing, Inc. in person at 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, via telephone at (202) 488-5300, via facsimile at (202) 488-5563, or via e-mail at FCC@BCPIWEB.COM. The applications and any associated documents are also available for public inspection and copying during normal reference room hours at the following Commission office: FCC Reference Information Center, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. The applications are also available electronically through the Commission's ECFS, which may be accessed on the Commission's Internet website at <http://www.fcc.gov>. In addition, applications filed under Parts 22, 24, 90, and 101 of the Commission's rules are available electronically through ULS, which may be accessed on the Commission's Internet website. Additional information regarding the transaction will be available on the FCC's Office of General Counsel's website, <http://www.fcc.gov/ogc>, which will contain a fully indexed, unofficial listing and electronic copies of all materials in this docket. Alternate formats of this public notice (computer diskette, large print, audio recording, and Braille) are available to persons with disabilities by contacting Brian Millin at (202) 418-7426 (voice), (202) 418-7365 (TTY), or by sending an e-mail to access@fcc.gov.

For further information, contact Erin McGrath, Mobility Division, Wireless Telecommunications Bureau, at (202) 418-2042, or Susan Singer, Spectrum Competition and Policy Division, Wireless Telecommunications Bureau, at (202) 418-1340.

-FCC-