

WT 08-95

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# Volume 7 of 8

Transfer of Control Applications  
FCC Forms 603

File Nos. 0003464826 – 0003465523

**Verizon Wireless/Alltel Corporation**  
**Transfer of Control Applications**

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96	Kin Network, Inc.	ITC-T/C- INTR2008- 01416
97	Western Wireless, LLC	ITC-T/C- INTR2008- 01418



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

Submitted: 06/13/2008 at 12:52:14  
 File Number: 0003464826

**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: 0003463892
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)			
<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): 0004516381			
19) First Name (if individual):	MI:	Last Name:	Suffix:
20) Legal Entity Name (if not an individual): Petersburg Cellular Partnership d/b/a ALLTEL			
21) Attention To: Wireless Regulatory Supervisor			
22) P.O. Box:	And /Or	23) Street Address: One Allied Drive - B2F02	
24) City: Little Rock	25) State: AR	26) Zip Code: 72202	
27) Telephone Number: (501)905-8555		28) Fax Number: (501)905-6193	
29) E-Mail Address: ACI.Wireless.Regulatory@alltel.com			

**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**

31) First Name:	MI:	Last Name:	Suffix:
32) Company Name: Petersburg Cellular Partnership d/b/a ALLTEL			
33) Attention To: Wireless Regulatory Supervisor			
34) P.O. Box:	And /Or	35) Street Address: One Allied Drive - B2F02	
36) City: Little Rock	37) State: AR	38) Zip Code: 72202	
39) Telephone Number: (501)905-8555		40) Fax Number: (501)905-6193	
41) E-Mail Address: ACI.Wireless.Regulatory@alltel.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 type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input checked="" type="checkbox"/> Corporation
<input type="checkbox"/> Other:			
43) FCC Registration Number (FRN): 0016511974			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual): Atlantis Holdings LLC			
46) Attention To: Clive D. Bode, Esq.			
47) P.O. Box:	And /Or	48) Street Address: 301 Commerce Street, Suite 3300	
49) City: Fort Worth	50) State: TX	51) Zip Code: 76102	
52) Telephone Number: (817)871-4000		53) Fax Number:	
54) E-Mail Address: cbode@tpg.com			

**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**

56) First Name: Kathleen	MI: Q	Last Name: Abernathy	Suffix:
57) Company Name: Akin Gump Strauss Hauer & Feld LLP			
58) Attention To:			
59) P.O. Box:	And /Or	60) Street Address: 1333 New Hampshire Ave., NW	
61) City: Washington	62) State: DC	63) Zip Code: 20036	
64) Telephone Number: (202)887-4125		65) Fax Number: (202)887-4288	
66) E-Mail Address: kabernathy@akingump.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 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: _____	
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 Samsock			
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 Street, 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.Samsock@VerizonWireless.com			

**82) Demographics of Assignee/Transferee (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		

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

83) First Name: Nancy	MI: J	Last Name: Victory	Suffix:
84) Company Name: Wiley Rein LLP			
85) Attention To:			
86) P.O. Box:	And /Or	87) Street Address: 1776 K Street, NW	
88) City: Washington	89) State: DC	90) Zip Code: 20006	
91) Telephone Number: (202)719-7344		92) Fax Number: (202)719-7049	
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 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>0003467172</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: CLIVE	MI: D	Last Name: BODE	Suffix: ESQ
104) Title: VICE PRESIDENT			
Signature: CLIVE D BODE ESQ			105) Date: 06/13/2008

**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 L			
Signature: John T Scott III			108) Date: 06/13/2008
<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>			

**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
KNKA761	CL - Cellular						Y
WMQ425	CF - Common Carrier Fixed Point to Point Microwave						Y
WMR572	CF - Common Carrier Fixed Point to Point Microwave						Y
WMR762	CF - Common Carrier Fixed Point to Point Microwave						Y
WMR763	CF - Common Carrier Fixed Point to Point Microwave						Y

Attachment(s):

Type	Description	Date Entered
O	<u>Exhibit 1</u>	06/07/2008

**Lead Application Information**

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Celco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Celco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.



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

Submitted: 06/13/2008 at 12:50:53

File Number: 0003464822

**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    AM - Amendment TC - Transfer of Control                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 <u>No</u>
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003463892
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 <u>No</u>
4) Are attachments being filed with this application?	( Y ) Yes <u>No</u>

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

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>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>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>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?	( Y ) <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?	( Y ) <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)?	( Y ) <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?	( ) <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)

Individual  
 Unincorporated Association  
 Trust  
 Government Entity  
 Corporation  
 Limited Liability Company

General Partnership  
 Limited Partnership  
 Limited Liability Partnership  
 Consortium

Other: \_\_\_\_\_

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18) FCC Registration Number (FRN): 0001720218

19) First Name (if individual):	MI:	Last Name:	Suffix:
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20) Legal Entity Name (if not an individual): Radiofone, Inc. d/b/a ALLTEL

21) Attention To: Wireless Regulatory Supervisor

22) P.O. Box:	<b>And /Or</b>	23) Street Address: One Allied Drive, B2F02
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24) City: Little Rock	25) State: AR	26) Zip Code: 72202-2177
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27) Telephone Number: (501)905-8555	28) Fax Number: (501)905-6193
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29) E-Mail Address: ACI.Wireless.Regulatory@alltel.com

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

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

31) First Name:	MI:	Last Name:	Suffix:
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32) Company Name: Radiofone, Inc. d/b/a ALLTEL

33) Attention To: Wireless Regulatory Supervisor

34) P.O. Box:	<b>And /Or</b>	35) Street Address: One Allied Drive, B2F02
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36) City: Little Rock	37) State: AR	38) Zip Code: 72202-2177
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39) Telephone Number: (501)905-8555	40) Fax Number: (501)905-6193
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41) E-Mail Address: ACI.Wireless.Regulatory@alltel.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 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: _____			
43) FCC Registration Number (FRN): 0016511974			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual): Atlantis Holdings LLC			
46) Attention To: Clive D. Bode, Esq.			
47) P.O. Box:	And /Or	48) Street Address: 301 Commerce Street, Suite 3300	
49) City: Fort Worth	50) State: TX	51) Zip Code: 76102	
52) Telephone Number: (817)871-4000		53) Fax Number:	
54) E-Mail Address: cbode@tpg.com			

**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**

56) First Name: Kathleen	MI: Q	Last Name: Abernathy	Suffix:
57) Company Name: Akin Gump Strauss Hauer & Feld LLP			
58) Attention To:			
59) P.O. Box:	And /Or	60) Street Address: 1333 New Hampshire Ave., NW	
61) City: Washington	62) State: DC	63) Zip Code: 20036	
64) Telephone Number: (202)887-4125		65) Fax Number: (202)887-4288	
66) E-Mail Address: kabernathy@akingump.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 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: _____	
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 Samsock			
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 Street, 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.Samsock@VerizonWireless.com			

**82) Demographics of Assignee/Transferee (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		

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

83) First Name: Nancy		MI: J	Last Name: Victory	Suffix:
84) Company Name: Wiley Rein LLP				
85) Attention To:				
86) P.O. Box:		And /Or	87) Street Address: 1776 K Street, NW	
88) City: Washington		89) State: DC	90) Zip Code: 20006	
91) Telephone Number: (202)719-7344		92) Fax Number: (202)719-7049		
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?	( Y ) Yes 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: 0003467172

**Alien Ownership Information**

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	( N ) Yes No
96) Is the Assignee/Transferee an alien or the representative of an alien?	( N ) Yes No
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	( N ) Yes No
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?	( N ) Yes No
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?	( Y ) Yes 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.	( Y ) Yes No

**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?	( N ) Yes No
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?	( N ) Yes No
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?	( N ) Yes No

**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: CLIVE	MI: D	Last Name: BODE	Suffix: ESQ
104) Title: VICE PRESIDENT			
Signature: CLIVE D BODE ESQ			105) Date: 06/13/2008

**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 L			
Signature: John T Scott III			108) Date: 06/13/2008
<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>			

**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
KNKA352	CL - Cellular						Y
KNKA361	CL - Cellular						Y
KNKN442	CL - Cellular						Y
KNKN724	CL - Cellular						Y
KNKQ396	CL - Cellular						Y
KNKR209	CL - Cellular						Y
WLC240	CT - Local Television Transmission						Y