

Transferee Certification Statements

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

Type or Printed Name of Party Authorized to Sign

172) First Name: John	MI: T	Last Name: Scott	Suffix: III
173) Title: VP and Deputy General Counsel - Regulator			
174) Signature: John T Scott III		175) 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).			

Transferor Certification Statements

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

Type or Printed Name of Party Authorized to Sign

176) First Name: CLIVE	MI: D	Last Name: BODE	Suffix: ESQ
177) Title: VICE PRESIDENT			
178) Signature: CLIVE D BODE ESQ		179) 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).

Original Copy

Private Commons Manager Certification Statements

1) The Licensee/Lessee/Sublessee manager of the Private Commons certifies that it will retain *de facto* control of the use of the spectrum under the Private Commons arrangement, including that it will maintain reasonable oversight over the users' use of the spectrum under the arrangement so as to ensure that the use of the spectrum, and communications equipment employed, comply with all technical and service rules applicable under the license authorization.

2) The Licensee/Lessee/Sublessee manager of the Private Commons arrangement certifies that it will maintain the ability to ensure that users under the arrangement comply with all the technical and service rules applicable under the license authorization.

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

Type or Printed Name of Party Authorized to Sign

180) First Name:	MI:	Last Name:	Suffix:
181) Title:			
182) Signature:		183) Date:	

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

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

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

184) Call Sign(s) or Lease/Sublease/ Private Commons Identifier(s)	185) Radio Service Code	186) Location Number	187) Path Number (Microwave only)	188) Frequency Number	189) Lower Frequency (MHz)	190) Upper Frequency (MHz)
L000003395	CW/PCS Broadband					

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

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

**Designated Entity Information
Bidding Credits**

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

Bidding Credits - (Spectrum Manager Leases/Subleases Only)

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

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

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

Installment Payment Plan

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

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

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

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

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

Closed Bidding Licenses

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

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

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

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

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

Copyright

11) Revenue and Asset Information for the Applicant

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

Modify

Gross Revenue Disclosure - Most Recent Reportable Year

12a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period?

() Yes No

If 'No', explain why in an attachment.

If 'Yes', provide the following information.

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

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

One Year Prior to Most Recent Reportable Year

13a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period?

() Yes No

If 'No', explain why in an attachment.

If 'Yes', provide the following information.

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

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

Two Years Prior to Most Recent Reportable Year

14a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period?

() Yes No

If 'No', explain why in an attachment.

If 'Yes', provide the following information.

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

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

Average Gross Revenue

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

Asset Disclosure

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

Financial Statements

17) Audited or Unaudited (Check One)

The Applicant used audited financial statements.

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

18) Revenue and Asset Information for the Disclosable Interest Holder (DIH)

Purpose (Select One)

<input type="checkbox"/> Add	<input type="checkbox"/> Modify	<input type="checkbox"/> Delete
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19) Disclosable Interest Holder

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

Gross Revenue Disclosure Most Recent Reportable Year

20a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	() Yes <u>No</u>
If 'Yes', provide the following information:	
20b) Gross Revenues \$ _____ (Format: 99,999.99)	
20c) Year End Date: _____ (Date Format: MM/DD/YYYY)	

One Year Prior to Most Recent Reportable Year

21a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	() Yes <u>No</u>
If 'Yes', provide the following information:	
21b) Gross Revenues \$ _____ (Format: 99,999.99)	
21c) Year End Date: _____ (Date Format: MM/DD/YYYY)	

Two Years Prior to Most Recent Reportable Year

22a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	() Yes <u>No</u>
If 'Yes', provide the following information:	
22b) Gross Revenues \$ _____ (Format: 99,999.99)	
22c) Year End Date: _____ (Date Format: MM/DD/YYYY)	

Average Gross Revenue

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

24) Total Assets as of Application Filing Date: \$ _____ (Format: 99,999.99)
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Financial Statements

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

26) Revenue and Asset Information for the Affiliate

Purpose (Select One)

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

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

Gross Revenue Disclosure Most Recent Reportable Year

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

One Year Prior to Most Recent Reportable Year

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

Two Years Prior to Most Recent Reportable Year

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

Average Gross Revenue

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

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

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

Closed Bidding/Designated Entity Eligibility

Total Gross Revenues for Most Recent Reportable Year

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

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

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

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

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

Total Aggregate Average Gross Revenues for Designated Entity

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

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

39) Total Assets:	\$ _____	(Format: 99,999.99)
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Copyright

Schedule for Transfer of Control of a Lessee or a Sublessee

Transaction Information

Transaction Occurrence

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

Voluntary or Involuntary (Select Only One)

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

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

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

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

Attachment(s):

Type	Description	Date Entered
O	<u>Exhibit 2</u>	06/13/2008
O	<u>Exhibit 1</u>	06/12/2008

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 Cellco 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 Cellco 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.

Response to Questions 49 and 50

The FCC's Universal Licensing System incorrectly populated the answers to questions 49 and 50. Due to a processing error, the Applicants were not able to correct this information. Accordingly, the answer to question 49 should be Alltel Corporation and the answer to question 50 should be 0002942159.

Submitted: 06/13/2008 at 12:44:27
File Number: 0003471004

**FCC Form 608 - FCC Application or Notification for Spectrum Leasing Arrangement/
Main Form Notification of a Private Commons Arrangement**
Wireless Telecommunications Bureau
Public Safety and Homeland Security Bureau

Approved by OMB

3060-1058

See 608 Main Form Instructions

For public burden estimate

General Information

Application/Notification Purpose

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

Classification of Filing

For Leases/Subleases Only

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

For Private Commons Arrangements Only (Must be filed Manually)

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

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

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

4a) Is this filing part of a series of related filings involving other wireless license(s) or lease(s) held by the Applicant, affiliates of the Applicant (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this filing and for which Commission approval or notification is required?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4b) If the answer to 4a is 'Y', is this filing the lead Application/Notification?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
4c) If the answer to 4a is 'Y' and the answer to 4b is 'N', provide the File Number of the lead Application/Notification.	File Number: 0003463892

Attachments

5) Are attachments (other than associated schedules) being filed with this Application/Notification?	(Y) Yes No
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Fees and Waivers

Exemption from Application Fees

6) Is the applicant exempt from FCC application fees? If the answer to 6a is 'Yes', attach an exhibit demonstrating how the applicant is exempt from FCC application fees.	(N) Yes No
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Waiver/Deferral of Fees

7) Is a waiver/deferral of the FCC application fees being requested? If the answer to 7 is 'Yes', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	(N) Yes No
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Waiver of Commission Rules

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

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

Radio Service Offerings

9) The Applicant will provide the following type(s) of radio service offerings (select all that apply): () Common Carrier () Non-common Carrier () Private internal communications () Broadcast Services
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Radio Service

10) The Applicant will provide the following type(s) of radio service (select all that apply): () Fixed () Mobile () Radiolocation () Satellite (ground) () Broadcast Services
11) Does the Applicant propose to provide service interconnected to the public telephone network? () Yes No

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

Bidding Credits

12a) Does this filing involve any spectrum associated with any licenses that were originally awarded with bidding credits within the last five years?	(Y) Yes No
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Installment Payment Plan

12b) Does this filing involve any spectrum associated with any licenses that were originally subject to the Commission's installment payment plan?	(Y) Yes No
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Closed Bidding

12c) Does this filing involve any spectrum associated with any licenses that were originally granted pursuant to closed bidding within the last five years?	(Y) Yes No
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Competition Related Information

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

Broadband Radio Service and Educational Broadband Service Information

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

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

Educational Broadband Service (EBS) – Part 27 Programming Requirements

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

Eligibility

17) Is the Applicant a public safety entity or otherwise an entity that will use the leased spectrum to provide communications in support of public safety operations pursuant to Section 90.523 of the Commission's Rules?	() Yes No
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Licensee Information

FRN

18) FCC Registration Number: 0003290673

Entity

19) Licensee is a(n) (Select One):
 Individual Unincorporated Association Trust Government Entity Corporation Limited Liability Company
 General Partnership Limited Partnership Limited Liability Partnership Consortium
 Other: _____

Licensee Name

20) Licensee Name (if entity): _____

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

22) Attention To: _____

Address

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

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

28) Telephone Number: _____ 29) FAX Number: _____

30) E-Mail Address: _____

31) Demographics (Optional):

Race: <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	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Licensee Contact Information

Contact Name (if other than Licensee)

Check here if same as Licensee Information

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

33) Company Name: _____

34) Attention To: _____

Address

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

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

40) Telephone Number: _____ 41) FAX Number: _____

42) E-Mail Address: _____

Lessee Information**FRN**43) FCC Registration Number: **0003290418****Entity**

44) Lessee is a(n) (Select One):
 Individual Unincorporated Association Trust Government Entity Corporation Limited Liability Company
 General Partnership Limited Partnership Limited Liability Partnership Consortium
 Other: _____

Lessee Name45) If the Lessee name is being updated, is the update a result from the sale (or transfer of control) of the lease(s) to another party and for which proper Commission approval has not been received or proper notification not provided? Yes No46) Lessee Name (if entity): **Pittsfield Cellular Telephone Company**

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

48) Attention To: **Regulatory****Name of Real Party in Interest**49) Name of Real Party in Interest: **Cellco Partnership**50) FCC Registration Number (FRN): **0003290673****Address**51) P.O. Box: _____ And /Or 52) Street Address: **1120 Sanctuary Pkwy #150 - GASA5REG**53) City: **Alpharetta** 54) State: **GA** 55) Zip Code: **30004**56) Telephone Number: **(770)797-1070** 57) FAX Number: **(770)797-1036**58) E-Mail Address: **network.regulatory@verizonwireless.com****59) Demographics (Optional):**

Race: <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	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Lessee Contact Information

Contact Name (if other than Lessee)

 Check here if same as Lessee Information60) Name: First: **Sarah** MI: _____ Last: **Trosch** Suffix: _____61) Company Name: **Verizon Wireless**

62) Attention To: _____

Address63) P.O. Box: _____ And /Or 64) Street Address: **1300 I Street, NW - Suite 400 West**65) City: **Washington** 66) State: **DC** 67) Zip Code: **20005**68) Telephone Number: **(202)589-3764** 69) FAX Number: **(202)589-3750**70) E-Mail Address: **sarah.trosch@verizonwireless.com**

Sublessee Information

FRN

71) FCC Registration Number:

Entity

72) Sublessee is a(n) (Select One): () Individual () Unincorporated Association () Trust () Government Entity () Corporation () Limited Liability Company () General Partnership () Limited Partnership () Limited Liability Partnership () Consortium () Other: _____
--

Sublessee Name

73) If the Sublessee name is being updated is the update a result from the sale (or transfer of control) of the sublease(s) to another party and for which proper Commission approval has not been received or proper notification not provided? () Yes No
74) Sublessee Name (if entity):
75) Sublessee Name (if individual): First: MI: Last: Suffix:
76) Attention To:

Name of Real Party in Interest

77) Name of Real Party in Interest:
78) FCC Registration Number (FRN):

Address

79) P.O. Box:	And /Or 80) Street Address:	
81) City:	82) State:	83) Zip Code:
84) Telephone Number:	85) FAX Number:	
86) E-Mail Address:		

87) Demographics (Optional):

Race: () American Indian or Alaska Native () Asian () Black or African-American () Native Hawaiian or Other Pacific Islander () White	Ethnicity: () Hispanic or Latino () Not Hispanic or Latino	Gender: () Male () Female
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Sublessee Contact Information

Contact Name (if other than Sublessee)

() Check here if same as Sublessee Information

88) Name: First: MI: Last: Suffix:
89) Company Name:
90) Attention To:

Address

91) P.O. Box:	And /Or 92) Street Address:	
93) City:	94) State:	95) Zip Code:
96) Telephone Number:	97) FAX Number:	
98) E-Mail Address:		

Transferee Information

FRN

99) FCC Registration Number: **0003290673**

Entity

100) Transferee is a(n) (Select One):
 Individual Unincorporated Association Trust Government Entity Corporation Limited Liability Company
 General Partnership Limited Partnership Limited Liability Partnership Consortium
 Other: _____

Transferee Name

101) Transferee Name (if entity): **Cellco Partnership**

102) Transferee Name (if individual):
 First: _____ MI: _____ Last: _____ Suffix: _____

103) Attention To: **Michael Samscock**

Name of Real Party in Interest

104) Name of Real Party in Interest: **Cellco Partnership**

105) FCC Registration Number (FRN): **0003290673**

Address

106) P.O. Box: _____ And /Or 107) Street Address: **1300 Eye St., NW - Suite 400 West**

108) City: **Washington** 109) State: **DC** 110) Zip Code: **20005**

111) Telephone Number: **(202)589-3768** 112) FAX Number: **(202)589-3750**

113) E-Mail Address: **Michael.Samscock@VerizonWireless.com**

114) Demographics (Optional):

Race: <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	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Transferee Contact Information

Contact Name (if other than Transferee)

Check here if same as Transferee Information

115) Name: First: **Nancy** MI: **J** Last: **Victory** Suffix: _____

116) Company Name: **Wiley Rein LLP**

117) Attention To: _____

Address

118) P.O. Box: _____ And /Or 119) Street Address: **1776 K Street, NW**

120) City: **Washington** 121) State: **DC** 122) Zip Code: **20006**

123) Telephone Number: **(202)719-7344** 124) FAX Number: **(202)719-7049**

125) E-Mail Address: **nvictory@wileyrein.com**

Transferor Information

FRN

126) FCC Registration Number: 0016511974
--

Entity

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

Transferor Name

128) Transferor Name (if entity): Atlantis Holdings LLC				
129) Transferor Name (if individual):	FIRST	MI:	Last:	Suffix:
130) Attention To: Clive D. Bode, Esq.				

Address

131) P.O. Box:	And /Or	132) Street Address: 301 Commerce Street, Suite 3300
133) City: Fort Worth	134) State: TX	135) Zip Code: 76102
136) Telephone Number: (817)871-4000	137) FAX Number:	
138) E-Mail Address: cbode@tpg.com		

139) Demographics (Optional):

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

Transferor Contact Information

Contact Name (if other than Transferor)

() Check here if same as Transferor Information

140) Name:	First: Kathleen	MI: Q	Last: Abernathy	Suffix:
141) Company Name: Akin Gump Strauss Hauer & Feld LLP				
142) Attention To:				

Address

143) P.O. Box:	And /Or	144) Street Address: 1333 New Hampshire Ave., NW
145) City: Washington	146) State: DC	147) Zip Code: 20036
148) Telephone Number: (202)887-4125	149) FAX Number: (202)887-4288	
150) E-Mail Address: kabernathy@akingump.com		

Ownership Disclosure Information

FCC Form 602

151a) Is the Applicant required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(Y) Yes No
151b) If the answer to 151a is 'Yes', provide the File Number of FCC Form 602 that has been filed in conjunction with this FCC Form 608 filing or that is already on file with the FCC and remains accurate.	File Number: <u>0003467172</u>

Alien Ownership Questions

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

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

Basic Qualification Information

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

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

Licensee Certification Statements

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

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

Type or Printed Name of Party Authorized to Sign

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

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

**AT&T
Intel
Corp**