

Lessee Certification Statements

1)	The Lessee agrees that the Lease is not a sale or transfer of the license itself.
2)	The Lessee acknowledges that it is required to comply with the Commission's Rules and Regulations and other applicable law at all times; and if the Lessee fails to so comply, the Lease/Sublease may be revoked, cancelled, or terminated by either the Licensee or the Commission.
3)	The Lessee certifies that neither it nor any other party to the Application/Notification is subject to a denial of Federal benefits pursuant to Section 501 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. (See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.)
4)	The Lessee hereby accepts Commission oversight and enforcement consistent with the license and lease authorization. The Lessee acknowledges that it must cooperate fully with any investigation or inquiry conducted either by the Commission or the Licensee, allow the Commission or the Licensee to conduct on-site inspections of transmission facilities, and suspend operations at the direction of the Commission or the Licensee and to the extent that such suspension of operation would be consistent with applicable Commission policies.
5)	The Lessee acknowledges that in the event an authorization held by a Licensee that has associated with it a spectrum leasing arrangement that is the subject of this filing is revoked, cancelled, terminated, or otherwise ceases to be in effect, the Lessee will have no continuing authority to use the leased spectrum and will be required to terminate its operations no later than the date on which the Licensee ceases to have any authority to operate under the license, unless otherwise authorized by the Commission.
6)	The Lessee agrees the Lease shall not be assigned to any entity that is not eligible or qualified to enter into a spectrum leasing arrangement under the Commission's Rules and Regulations.
7)	The Lessee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by spectrum lease or otherwise.
8)	The Lessee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.
The Lessee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.	

Type or Printed Name of Party Authorized to Sign

164) First Name:	MI:	Last Name:	Suffix:
165) Title:			
166) Signature:		167) 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).

Sublessee Certification Statements

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

Type or Printed Name of Party Authorized to Sign

168) First Name:	MI:	Last Name:	Suffix:
169) Title:			
170) Signature:		171) 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).			

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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 Deputy General Counsel - Regulatory L			
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).			

AT&T
Intellectual
Property

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).			

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Private Commons
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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)
L000002677	FW- PCS Broadband					

Reference Copy

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

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

Designated Entity Information Bidding Credits

1) Has the full amount of the bidding credits awarded with regard to each of the subject license(s) been paid as part of unjust enrichment payment(s) in previous transaction(s)?	(Y) Yes No
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 No
2b) Is the Applicant a "controlling interest holder" or "affiliate" of the current Licensee?	() Yes No
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 No
2d) Does the Licensee certify that the Lease/Sublease does not affect its continuing eligibility to retain bidding credit(s)?	() Yes No

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 No
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 No
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 No
6b) Is the Applicant a "controlling interest holder" or "affiliate" of the current Licensee?	() Yes No
6c) Does the Applicant share office space, equipment or other facilities with any party controlling the entity from which spectrum is being leased?	() Yes No
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 No

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

7) With respect to each of the subject licenses, the Applicant:

() a) qualifies for the same eligibility status for the installment payment plan as the current Licensee

() b) qualifies for a different eligibility status for the installment payment plan than the current Licensee

() 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?	(Y) Yes 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?	() Yes No
9b) Is the Applicant a "controlling interest holder" or "affiliate" of the current Licensee?	() Yes No
9c) Does the Applicant share office space, equipment or other facilities with any party controlling the entity from which spectrum is being leased?	() Yes No
9d) Does the Licensee certify that the Lease/Sublease does not affect its continuing eligibility to retain closed bidding licenses?	() Yes 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:

() a) qualifies for closed bidding

() b) does not qualify for closed bidding

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11) Revenue and Asset Information for the Applicant

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

Modify

Gross Revenue Disclosure Most Recent Reportable Year

12a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	() <u>Yes</u> <u>No</u>
If 'Yes', provide the following information:	
12b) Gross Revenues \$ _____ (Format: 99,999.99)	
12c) Year End Date: _____ (Date Format: MM/DD/YYYY)	

One Year Prior to Most Recent Reportable Year

13a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	() <u>Yes</u> <u>No</u>
If 'Yes', provide the following information:	
13b) Gross Revenues \$ _____ (Format: 99,999.99)	
13c) Year End Date: _____ (Date Format: MM/DD/YYYY)	

Two Years Prior to Most Recent Reportable Year

14a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	() <u>Yes</u> <u>No</u>
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)
<input type="checkbox"/> The Applicant used audited financial statements.
<input type="checkbox"/> 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)

Add

Modify

Delete

19) Disclosable Interest Holder

Entity Name:

FCC Registration Number (FRN):

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 No

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 No

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 No

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)

Asset Disclosure

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

Financial Statements

25) Audited or Unaudited (Check One)

The DIH used audited financial statements.

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 <u>No</u>
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 <u>No</u>
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 <u>No</u>
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)

Total Aggregate Average Gross Revenues for Closed Bidding

38) Aggregate Average Gross Revenue: \$ _____ (Format: 99,999.99)

Total Assets Disclosure for Closed Bidding

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

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
--	---

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
0	<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.

Submitted: 06/13/2008 at 14:50:39
 File Number: 0003471195

**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"/> LC - Cancel
<input type="checkbox"/> WD - Withdraw	
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 type="checkbox"/> Yes <input checked="" 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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
--	---

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.	<input type="checkbox"/> Yes <input type="checkbox"/> No
---	--

Waiver/Deferral of Fees

7) Is a waiver/deferral of the FCC application fees being requested? If the answer to 7 is 'Yes', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	<input type="checkbox"/> Yes <input type="checkbox"/> 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.	<input type="checkbox"/> Yes <input type="checkbox"/> 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): <input type="checkbox"/> Common Carrier <input type="checkbox"/> Non-common Carrier <input type="checkbox"/> Private Internal communications <input type="checkbox"/> Broadcast Services

Radio Service

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

Closed Bidding

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

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
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? 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'.	() Yes No

Educational Broadband Service (EBS) – Part 27 Programming Requirements

16) Does the Applicant comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? 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'.	() 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: 0003291192

Entity

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

Licensee Name

20) Licensee Name (if entity):
21) Licensee Name (if individual): First: MI: Last: Suffix:
22) Attention To:

Address

23) P.O. Box: And /or 24) Street Address:
25) City: 26) State: 27) Zip Code:
28) Telephone Number: 29) FAX Number:
30) E-Mail Address:

31) Demographics (Optional):

Race: () American Indian or Alaska Native () Asian () Black or African-American () Native Hawaiian or Other Pacific Islander () White	Ethnicity: () Hispanic or Latino () Not Hispanic or Latino	Gender: () Male () Female
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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: 0017176645

Entity

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

- () Individual () Unincorporated Association () Trust () Government Entity () Corporation (X) Limited Liability Company
 () General Partnership () Limited Partnership () Limited Liability Partnership () Consortium
 () Other: _____

Lessee Name

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

46) Lessee Name (if entity): Alltel Communications, LLC

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

48) Attention To: Regulatory Supervisor

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: One Allied Drive, B2F02-A

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

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

58) E-Mail Address: ACI.Wireless@Regulatory@alltel.com

59) 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

Lessee Contact Information**Contact Name** (if other than Lessee)

() Check here if same as Lessee Information

60) Name: First: Kathleen MI: Q Last: Abernathy Suffix:

61) Company Name: Akin Gump Strauss Hauer & Feld LLP

62) Attention To:

Address

63) P.O. Box: And /Or 64) Street Address: 1333 New Hampshire Avenue, NW

65) City: Washington 66) State: DC 67) Zip Code: 20036

68) Telephone Number: (202)887-4125 69) FAX Number: (202)887-4288

70) E-Mail Address: kabernathy@akingump.com

Sublessee Information

FRN

71) FCC Registration Number:

Entity

72) Sublessee is a () (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 as 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: _____
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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): Celco Partnership

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

103) Attention To: Michael Samsock

Name of Real Party in Interest

104) Name of Real Party in Interest: Celco 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.samsock@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 St, 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 Unincorporated Association Trust Government Entity Corporation Limited Liability Company
 General Partnership Limited Partnership Limited Liability Partnership Consortium
 Other: _____

Transferor Name

128) Transferor Name (if entity): Atlantis Holdings LLC

129) Transferor Name (if individual): _____ 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:
 American Indian or Alaska Native
 Asian
 Black or African-American
 Native Hawaiian or Other Pacific Islander
 White

Ethnicity:
 Hispanic or Latino
 Not Hispanic or Latino

Gender:
 Male
 Female

Transferor Contact Information**Contact Name (if other than Transferor)** Check here if same as Transferor Information

140) Name: First: 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) <u>Yes</u> <u>No</u>
151b) If the answer to 151a) is 'Yes', provide the File Number of FCC Form 602 that has been filed in conjunction with this FCC Form 608 filing or that is already on file with the FCC and remains accurate.	File Number: <u>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) <u>Yes</u> <u>No</u>
153) Is the Applicant an alien or the representative of an alien?	(N) <u>Yes</u> <u>No</u>
154) Is the Applicant a corporation organized under the laws of a foreign government?	(N) <u>Yes</u> <u>No</u>
155) Is the Applicant a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) <u>Yes</u> <u>No</u>
156a) Is the Applicant directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y) <u>Yes</u> <u>No</u>
156b) If the answer to 156a is 'Yes', has the Applicant received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this filing? If the answer to 156b is 'Yes', provide in an exhibit the citation(s) of the declaratory ruling(s) received by the Applicant (i.e., DA or FCC Number, FCC Record citation when available, and release date). If the answer to 156b is 'No', attach to this filing a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	(Y) <u>Yes</u> <u>No</u>

Basic Qualification Information

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

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