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FEDERAL COMMUNICATIONS COMMISSION

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445 TWELFTH STREET, S.W.
WASHINGTON, D.C. 20554

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Released: June 25, 2008

VERIZON WIRELESS AND ATLANTIS HOLDINGS LLC SEEK FCC CONSENT TO TRANSFER LICENSES, SPECTRUM MANAGER AND *DE FACTO* TRANSFER LEASING ARRANGEMENTS, AND AUTHORIZATIONS, AND REQUEST A DECLARATORY RULING ON FOREIGN OWNERSHIP

WT Docket No. 08-95

PLEADING CYCLE ESTABLISHED

Petitions to Deny Due: July 25, 2008
Oppositions Due: August 4, 2008
Replies Due: August 11, 2008

I. INTRODUCTION

Cellco Partnership d/b/a Verizon Wireless ("Cellco") and its wholly-owned subsidiary AirTouch Cellular ("AirTouch") (collectively, "Verizon Wireless")¹ and Atlantis Holdings LLC ("Atlantis Holdings") have filed a series of applications pursuant to Sections 214 and 310(d) of the Communications Act of 1934, as amended ("Communications Act").² In these applications, Verizon Wireless and Atlantis (the "Applicants") seek Commission approval of the transfer of licenses, authorizations, and spectrum manager and *de facto* transfer leasing arrangements through the transfer of control of subsidiaries of ALLTEL Corporation ("ALLTEL") and partnerships in which ALLTEL has either controlling or non-controlling general partnership interests (collectively, "ALLTEL Subsidiaries and Partnerships"). As proposed, the transfer of control will take place as a result of a merger whereby Abraham Merger Corporation ("Merger Sub"), a newly-formed, wholly-owned subsidiary of AirTouch, will merge with and into ALLTEL. At closing, the separate corporate existence of Merger Sub will cease, and ALLTEL will continue as the surviving corporation and as a wholly-owned subsidiary of AirTouch.

These transfer of control applications pertain to licenses for the Part 22 Cellular Radiotelephone Service, the Part 22 Paging and Radiotelephone Service, the Part 24 Personal Communications Service, the Part 27 700 MHz Band Service, the Part 27 700 MHz Guard Band Service, the Part 90 Industrial/Business Pool Service, the Part 90 Private Carrier Paging Service, the Part 90 Specialized

¹ Cellco is a general partnership in which Verizon Communications Inc. and Vodafone Group Plc, an English public limited company, indirectly hold, through wholly-owned subsidiaries, 55% and 45% of the partnership interests, respectively. Cellco holds a 100% indirect interest in AirTouch.

² 47 U.S.C. §§ 214, 310(d).

Mobile Radio Service, the Part 101 Common Carrier Fixed Point-to-Point Microwave Service, the Part 101 Fixed Point-to-Point Microwave Service, the Part 101 39 GHz Auctioned Service, the Part 101 Local Television Transmission Service, and the Part 101 Local Multipoint Distribution Service, as well as domestic and international Section 214 authorizations. The Applicants also request a declaratory ruling that the public interest would not be served by denying approval of the indirect foreign ownership in the licenses, authorizations, and spectrum manager and *de facto* transfer leasing arrangements held by the post-transaction ALLTEL Subsidiaries and Partnerships.

II. SECTION 310(d) APPLICATIONS

The following applications for consent to the transfer of licenses from Atlantis Holdings to Verizon Wireless have been assigned the file numbers listed below.

<u>File No.</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0003463892 ³	ALLTEL Communications, LLC	KNKA257
0003465442	ALLTEL Cellular Associates of Arkansas L.P.	KNKA385
0003464389	ALLTEL Central Arkansas Cellular L.P.	KNKN502
0003464390	ALLTEL Communications of Arkansas RSA #12 Cellular Limited Partnership	KNKN968
0003464393	ALLTEL Communications of La Crosse Limited Partnership	KNKA734
0003464394	ALLTEL Communications of Michigan RSA #4 Inc.	KNKN771
0003464395	ALLTEL Communications of Michigan RSA #6 Cellular LP	KNKQ302
0003464396	ALLTEL Communications of Michigan RSAs, Inc.	KNKN698
0003464400	ALLTEL Communications of Mississippi RSA #2 Inc.	KNKN623
0003464402	ALLTEL Communications of Mississippi RSA #6 Inc.	KNKN559
0003464403	ALLTEL Communications of Mississippi RSA #7 Inc.	KNKN619
0003464404	ALLTEL Communications of Nebraska, Inc.	KNKA295
0003464406	ALLTEL Communications Company of New Mexico, Inc.	KNKN216
0003464408	ALLTEL Communications of North Arkansas Cellular Limited Partnership	KNKN597
0003464409	ALLTEL Communications of North Carolina Limited Partnership	KNKA291
0003464410	ALLTEL Communications of North Louisiana Cellular Limited Partnership	KNKA380
0003464411	ALLTEL Communications of Ohio No. 3, Inc.	KNKN897
0003464414	ALLTEL Communications of Pine Bluff LLC	KNKA681
0003464415	ALLTEL Communications of Saginaw MSA LP	KNKA417
0003464416	ALLTEL Communications of Southern Michigan Cellular LP	KNKA271
0003464417	ALLTEL Communications of Southwest Arkansas Cellular Limited Partnership	KNKA567
0003464704	ALLTEL Communications of Texas Limited Partnership	KNKA422
0003464703	ALLTEL Communications of the Southwest Limited Partnership	KNKA303
0003464848	ALLTEL Communications of Virginia No. 1, LLC	KNKA511
0003464851	ALLTEL Communications of Virginia, Inc.	KNKA500
0003464856	ALLTEL Mobile of Louisiana, LLC	KNKA765

³ ULS File No. 0003463892 has been designated the lead application for the wireless radio services, and all pleadings and other submissions filed in this matter that pertain generally to the transaction and not to a particular application will be available through this file number in ULS at <http://wireless.fcc.gov/uls/>.

<u>File No.</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0003464996	ALLTEL Newco LLC	KNKA369
0003464857	Alltel New License Sub, LLC	WQID774
0003465007	ALLTEL Northern Arkansas RSA LTD Partnership	KNKQ363
0003465009	ALLTEL Ohio Limited Partnership	KNKA248
0003465010	ALLTEL Telelink, Inc.	WLT651
0003465013	ALLTEL Wireless Holdings LLC	WPGU712
0003465012	ALLTEL Wireless Holdings, LLC	KNKA227
0003465014	ALLTEL Wireless of Alexandria, LLC	KNKA588
0003465015	ALLTEL Wireless of Michigan RSA #1&2, Inc.	KNKN898
0003465101	ALLTEL Wireless of Mississippi RSA #5, LLC	KNKQ448
0003465100	ALLTEL Wireless of North Louisiana, LLC	KNKN688
0003465099	Appleton Oshkosh Neenah MSA LP d/b/a Alltel	KNKA425
0003465098	Arkansas RSA #2 (Searcy County) Cellular Limited Partnership d/b/a Alltel	KNKQ404
0003465096	Cellular Mobile Systems of Michigan RSA #7 LP d/b/a ALLTEL	KNKQ319
0003465095	Celutel of Biloxi, Inc. d/b/a ALLTEL	KNKA782
0003465089	Central Florida Cellular Telephone Company, Inc. d/b/a Alltel	KNKA715
0003465080	Charleston/North Charleston MSA Limited Partnership DBA ALLTEL Communications, Inc.	KNKA299
0003465079	Eau Claire Cellular Telephone Limited Partnership d/b/a ALLTEL	KNKA673
0003465077	Fayetteville MSA Limited Partnership dba ALLTEL	KNKA535
0003465064	Georgia RSA #8 Partnership dba ALLTEL	KNKN899
0003465062	Great Western Cellular Holdings, L.L.C. d/b/a Alltel	WPSJ612
0003465060	ID Holding, LLC d/b/a Alltel	KNKN306
0003465059	Jackson Cellular Telephone Company, Inc. d/b/a ALLTEL	KNKA799
0003465057	Las Cruces Cellular Telephone Company d/b/a Alltel	KNKA605
0003465055	Michigan RSA #9 Limited Partnership d/b/a ALLTEL	KNKQ303
0003465053	Midwest Wireless Communications L.L.C. d/b/a Alltel	KNKA740
0003465051	Midwest Wireless Iowa L.L.C. d/b/a Alltel	KNKN314
0003465047	Midwest Wireless Wisconsin L.L.C. d/b/a Alltel	KNKN396
0003465045	Minford Cellular Telephone Company d/b/a Alltel	KNKQ325
0003465042	Missouri RSA #15 Limited Partnership dba ALLTEL	KNKN593
0003465041	Missouri RSA No. 2 Partnership dba ALLTEL	KNKN503
0003465039	Missouri RSA No. 4 Partnership DBA ALLTEL	KNKN694
0003464841	MVI Corp. d/b/a ALLTEL	KNLG969
0003464840	Northwest Arkansas RSA Limited Partnership d/b/a ALLTEL	KNKN580
0003464839	Ohio RSA #3 Limited Partnership d/b/a ALLTEL	KNKQ312
0003464836	Ohio RSA 2 Limited Partnership, dba ALLTEL	KNKN993
0003464834	Ohio RSA 5 Limited Partnership d/b/a ALLTEL	KNKN942
0003464833	Ohio RSA 6 Limited Partnership d/b/a ALLTEL	KNKN955
0003464831	Oklahoma RSA No. 4 South Limited Partnership d/b/a ALLTEL	KNKQ420
0003464828	Pascagoula Cellular Partnership d/b/a ALLTEL	KNKA802
0003464826	Petersburg Cellular Partnership d/b/a ALLTEL	KNKA761
0003464822	Radiofone, Inc. d/b/a ALLTEL	KNKA352
0003464819	RCTC Wholesale Corporation d/b/a ALLTEL	KNKA350
0003464814	Southern Illinois RSA Partnership d/b/a ALLTEL	KNKN506
0003464813	Switch 2000 L.L.C.	WPQR580

<u>File No.</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0003464812	Texas RSA 11B Limited Partnership d/b/a ALLTEL	KNKN537
0003464811	Texas RSA 7B2 Limited Partnership d/b/a ALLTEL	KNKN731
0003464810	Tucson 21 Cellular Limited Partnership d/b/a ALLTEL	KNKR292
0003464807	Tyler/Longview/Marshall MSA Limited Partnership dba ALLTEL	KNKA520
0003464806	UC/PTC Wisconsin, LLC	KNKN360
0003464799	Virginia Cellular LLC	KNKN714
0003464796	Virginia RSA 2 Limited Partnership dba ALLTEL	KNKN912
0003464795	Western CLEC Corporation	WPLM339
0003464793	Wisconsin RSA #1 Limited Partnership d/b/a ALLTEL	KNKN507
0003464792	Wisconsin RSA #2 Limited Partnership d/b/a ALLTEL	KNKN485
0003464790	Wisconsin RSA #6 Limited Partnership, LLP d/b/a ALLTEL	KNKN541
0003464789	Wisconsin RSA #7 Limited Partnership d/b/a ALLTEL	KNKN406
0003464788	Wisconsin RSA No. 8 Limited Partnership d/b/a ALLTEL	KNKN459
0003464786	WWC Holding Co., Inc.	KNKA571
0003464785	WWC License Holding LLC	KNKP536
0003464784	WWC License L.L.C.	KNKA573
0003464776	WWC Texas RSA Limited Partnership	KNKA437

The following applications for consent to the transfer of certain *de facto* transfer spectrum leasing authorizations from Atlantis Holdings to Verizon Wireless have been assigned the file numbers listed below.

<u>File No.</u>	<u>Authorization Holder</u>	<u>Lead Lease</u>
0003467660	WWC Holding Co., Inc.	L000001001 (WPZZ711)
0003467236	Alltel Communications, LLC	L000003395 (WPWQ957)

The following applications for consent to the transfer of certain spectrum manager leasing authorizations from Atlantis Holdings to Verizon Wireless have been assigned the file numbers listed below.

<u>File No.</u>	<u>Authorization Holder</u>	<u>Lead Lease</u>
0003471004	Pittsfield Cellular Telephone Company	L000002677 (KNLH265)
0003471195	ALLTEL Communications, LLC	L000003393 (WPTI724)

The following applications for consent to the *pro forma* transfer of ALLTEL's minority, non-controlling general partnership interests from Atlantis Holdings to Verizon Wireless have been assigned the file numbers listed below.

<u>File No.</u>	<u>Authorization Holder</u>	<u>Lead Call Sign</u>
0003466804	Illinois Valley Cellular RSA 2-II Partnership	KNKN582
0003466107	Northwest Missouri Cellular Limited Partnership	KNKN816
0003465523	Pittsfield Cellular Telephone Company	KNKA691

III. SECTION 214 AUTHORIZATIONS

The following applications for consent to the transfer of control of international Section 214 authorizations held by wholly-owned subsidiaries of ALLTEL have been assigned the file numbers listed below.

<u>File No.</u>	<u>Authorization Holder</u>	<u>Authorization Number</u>
ITC-T/C-20080613-00271	Alltel Communications, LLC	ITC-214-19960404-00138
ITC-T/C-20080613-00270	Kin Network, Inc.	ITC-214-19970219-00097
ITC-T/C-20080613-00272	Western Wireless, LLC	ITC-214-20010427-00254

The Applicants also have filed an application for consent to transfer control of Kin Network, Inc.'s ("Kin Network's") domestic Section 214 authorization to Verizon Wireless in connection with the transaction described above. The application is attached to the above-referenced application for consent to the transfer of control of Kin Network's international Section 214 authorization to Verizon Wireless.⁴ Applicants do not request streamlined processing of the international or domestic Section 214 applications because they will be reviewed as part of a larger transaction not subject to streamlined treatment.

IV. PETITION FOR DECLARATORY RULING UNDER SECTION 310(B)(4)

The Applicants have filed a petition pursuant to Section 310(b)(4) of the Communications Act for a declaratory ruling that it is in the public interest for the ALLTEL Subsidiaries and Partnerships to have indirect foreign ownership in excess of the 25 percent benchmark under Section 310(b)(4) of the Communications Act. Upon consummation of the proposed transaction, the ALLTEL Subsidiaries and Partnerships will become indirectly owned by Verizon Wireless. Verizon Wireless is a general partnership ultimately owned by Verizon Communications Inc. ("Verizon Communications") and Vodafone Group Plc ("Vodafone"). Verizon Communications, a Delaware corporation, owns 55 percent of Verizon Wireless and Vodafone, a U.K. company, owns 45 percent of Verizon Wireless through numerous intermediate subsidiaries which are organized under the laws of the United States and other World Trade Organization (WTO) Member countries. Applicants request a declaratory ruling allowing Vodafone to hold an indirect ownership interest of up to 65.1 percent in the ALLTEL Subsidiaries and Partnerships, each of which will become indirectly owned by Verizon Wireless. This petition for declaratory ruling under Section 310(b)(4) of the Communications Act has been assigned File No. ISP-PDR-20080613-00012.

V. EX PARTE STATUS OF THIS PROCEEDING

Pursuant to Section 1.1200(a) of the Commission's rules,⁵ the Commission may adopt modified or more stringent *ex parte* procedures in particular proceedings if the public interest so requires. We announce that this proceeding will be governed by permit-but-disclose *ex parte* procedures that are applicable to non-restricted proceedings under Section 1.1206 of the Commission's rules.⁶

⁴ See Kin Network, Inc. International Section 214 Application, FCC File No. ITC-T/C-20080613-00270.

⁵ 47 C.F.R. § 1.1200(a).

⁶ *Id.* § 1.1206.

Parties making oral *ex parte* presentations are directed to the Commission's statement *reemphasizing the public's responsibility in permit-but-disclose proceedings and are reminded that memoranda summarizing the presentation must contain the presentation's substance and not merely list the subjects discussed.*⁷ More than a one- or two-sentence description of the views and arguments presented is generally required.⁸ Other rules pertaining to oral and written presentations are set forth in Section 1.1206(b) as well.⁹ We urge parties to use the Electronic Comment Filing System ("ECFS") to file *ex parte* submissions.¹⁰

VI. GENERAL INFORMATION

The transfer of control applications referenced herein have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules or policies. Final action on these applications will not be taken earlier than thirty-one days following the date of this Public Notice.¹¹

Interested parties must file petitions to deny no later than July 25, 2008. Persons and entities that file petitions to deny become parties to the proceeding. They may participate fully in the proceeding, including seeking access to any confidential information that may be filed under a protective order, seeking reconsideration of decisions, and filing appeals of a final decision to the courts. Oppositions to such pleadings must be filed no later than August 4, 2008. Replies to such pleadings must be filed no later than August 11, 2008. All filings concerning matters referenced in this Public Notice should refer to DA 08-1481 and WT Docket No. 08-95, as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

Under the Commission's current procedures for the submission of filings and other documents,¹² submissions in this matter may be filed electronically (*i.e.*, though ECFS) or by hand delivery to the Commission's Massachusetts Avenue location.

- **If filed by ECFS,**¹³ comments shall be sent as an electronic file via the Internet to <http://www.fcc.gov/e-file/ecfs.html>. In completing the transmittal screen, commenters should include their full name, Postal Service mailing address, and the applicable docket number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send an e-mail to ecfs@fcc.gov, and should include the

⁷ See Commission Emphasizes the Public's Responsibilities in Permit-But-Disclose Proceedings, *Public Notice*, 15 FCC Rcd 19945 (2000).

⁸ See 47 C.F.R. § 1.1206(b)(2).

⁹ *Id.* § 1.1206(b).

¹⁰ See discussion *infra* Part VI.

¹¹ See 47 U.S.C. § 309(b).

¹² See Implementation of Interim Electronic Filing Procedures for Certain Commission Filings, *Order*, 16 FCC Rcd 21483 (2001); see also FCC Announces a New Filing Location for Paper Documents and a New Fax Number for General Correspondence, *Public Notice*, 16 FCC Rcd 22165 (2001); Reminder: Filing Locations for Paper Documents and Instructions for Mailing Electronic Media, *Public Notice*, 18 FCC Rcd 16705 (2003).

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

following words in the body of the message, "get form <your e-mail address>." A sample form and directions will be sent in reply.

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

One copy of each pleading must be delivered electronically, by e-mail or facsimile, or if delivered as paper copy, by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (according to the procedures set forth above for paper filings), to: (1) the Commission's duplicating contractor, Best Copy and Printing, Inc., at FCC@BCPIWEB.COM or (202) 488-5563 (facsimile); (2) Erin McGrath, Mobility Division, Wireless Telecommunications Bureau, at erin.mcgrath@fcc.gov or (202) 418-7447 (facsimile); (3) Susan Singer, Spectrum and Competition Policy Division, Wireless Telecommunications Bureau, at susan.singer@fcc.gov or (202) 418-7447 (facsimile); (4) Linda Ray, Broadband Division, at linda.ray@fcc.gov or (202) 418-8188 (facsimile); (5) David Krech, Policy Division, International Bureau, at david.krech@fcc.gov or (202) 418-2824 (facsimile); (6) Jodie May, Competition Policy Division, Wireline Competition Bureau, at jodie.may@fcc.gov or (202) 418-1413 (facsimile); and (7) Jim Bird, Office of General Counsel, at jim.bird@fcc.gov or (202) 418-2822 (facsimile).

Copies of the applications and any subsequently-filed documents in this matter may be obtained from Best Copy and Printing, Inc. in person at 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, via telephone at (202) 488-5300, via facsimile at (202) 488-5563, or via e-mail at FCC@BCPIWEB.COM. The applications and any associated documents are also available for public inspection and copying during normal reference room hours at the following Commission office: FCC Reference Information Center, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. In addition, applications filed under Parts 22, 24, 27, and 101 of the Commission's rules are available electronically through ULS, which may be accessed on the Commission's Internet website. Finally, the international Section 214 applications also are available electronically through the Commission's IBFS, which may be accessed on the Commission's Internet website. Additional information regarding the transaction will be available on the FCC's Office of General Counsel's website, <http://www.fcc.gov/ogc>, which will contain a fully indexed, unofficial listing and electronic copies of all materials in this docket. To request materials in accessible formats for people with disabilities (Braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

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

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