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September 24, 2008

James D. Schlichting, Acting Chief  
Wireless Telecommunications Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

Re: Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC  
WT Docket No. 08-95

Dear Mr. Schlichting:

This letter is submitted on behalf of Cellular South, Inc. ("Cellular South"), which is prosecuting a petition to deny the applications (File Nos. 0003463892 *et al.*) for Commission consent to the transfer of control of the authorizations held by ALLTEL Corporation ("ALLTEL") from Atlantis Holdings LLC ("Atlantis") to Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless"). Those applications are under consideration in the above-referenced adjudicatory proceedings. Although the Commission initially announced that the consideration of the ALLTEL transfer applications would be governed by the permit-but-disclose *ex parte* procedures applicable to non-restricted proceedings, WT Docket No. 08-95 became restricted under 47 U.S.C. § 309(d) and 47 C.F.R. § 1.1208 on August 11, 2008, when Cellular South filed its petition to deny.

In its reply pleading filed in this docket on August 26, 2008, Cellular South set forth its understanding that the proceedings had reverted to their status as restricted under the Commission's *ex parte* rules. *See* Reply of Cellular South, Inc. to Joint Opposition to Petitions to Deny and Comments, WT Docket No. 08-95, at 14 n.36 (Aug. 26, 2008). Nevertheless, Cellular South was not served with a copy of your letter to counsel for Atlantis and Verizon Wireless (together the "Applicants") requesting additional information relevant to their applications purportedly pursuant to § 308(b) of the Communications Act of 1934, as amended ("Act"). Nor was it served with the response submitted by the Applicants on September 17, 2008. *See* Letter from Kathleen Q. Abernathy and Nancy J. Victory to Marlene H. Dortch,

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WT Docket No. 08-95 (Sept. 17, 2008). Obviously, it appears that the Commission and the Applicants either overlooked Cellular South's argument or disagree with its reading of § 309(d)(2) of the Act. Accordingly, and for the record, Cellular South respectfully requests that the Commission and the parties adhere to the *ex parte* rules applicable to restricted proceedings. The reasons for this request are repeated and amplified below.

The ALLTEL transfer of control applications request authority under § 310(d) of the Act. Because the applications are for authority under Title III of the Act, the Commission's process for the formulation of a decision whether or not to grant the individual applications constitutes restricted proceedings under the *ex parte* rules. See 47 C.F.R. § 1.1208. As noted above, the Commission "modified" the *ex parte* rules applicable to these proceedings pursuant to § 1.1200 of its rules. That rule, however, permits such a modification only "[w]here the public interest so requires in a particular proceeding." 47 C.F.R. § 1.1200. For nearly ten years, the Commission has followed the practice of applying permit-but-disclose procedures in every single proceeding involving applications for § 310(d) authority that affect the mobile telephony market. See, e.g., *Frontier and Global Crossing*, 14 FCC Rcd 7481, 7481 (1999). The Commission has never explained why the public interest was served by lifting the restrictions imposed by § 1.1208 in the scores of these "particular proceedings" over the past decade. In fact, the Commission appears to have employed the identical conclusory statements when it invariably departed from its *ex parte* rules in wireless transfer of control cases.

In view of the foregoing, Cellular South does not concede that the initial modification of the *ex parte* rules in the ALLTEL transfer of control proceedings comports with federal common law developed primarily by the D.C. Circuit through the exercise of its exclusive jurisdiction to review the Commission's Title III licensing decisions. See 47 U.S.C. § 402(b). Since the seminal decision in *WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1965), it has been an accepted principle of administrative/communications law that, because "the very essence of waiver is the assumed validity of the general rule," the Commission must not "tolerate the evisceration of a rule by waivers." 418 F.2d at 1158, 1159. An equally accepted principle (albeit not emanating entirely from the D.C. Circuit) is that the FCC "must adhere to its own rules and regulations." *Reuters Ltd v. FCC*, 781 F.2d 946, 950 (D.C. Cir. 1986). Considering it never adheres to § 1.1208 in proceedings involving proposed transfers of control of wireless carriers, the Commission appears to have either eviscerated the rule or refused to obey it in this particular type of Title III licensing case.

If the Commission has the discretion to eviscerate or ignore its own rules, it would seem that one of the Commission's *ex parte* rules would be a particularly poor choice for evisceration or to be disobeyed. The Commission's *ex parte* rules embody and safeguard "fundamental notions of fairness implicit in due process." *Home Box Office, Inc. v. FCC*, 567 F.2d 9, 56 (D.C. Cir. 1977). For years, the stated purpose of the Commission's *ex parte* rules was "[t]o ensure that the Commission's decisional processes are fair, impartial, and otherwise comport with the concept of due process." E.g., 47 C.F.R. § 1.1200(a) (1989). Those rules are still intended to ensure that the conduct of restricted proceedings comport with due process whether or not the

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Commission is willing to acknowledge that purpose. And it seems axiomatic that a federal agency cannot eviscerate or ignore due process safeguards.

Assuming that the Commission had the discretion to modify its *ex parte* procedures in this case initially, that discretion evaporated when Cellular South and thirteen others filed petitions to deny in accordance with § 309(d)(1) of the Act. From that point on, § 308(b) no longer governed the ALLTEL transfer of control proceedings. After the petitions to deny were filed, the Commission must make its public interest determination “on the basis of the application, the pleadings filed, or other matters which it may officially notice.” 47 U.S.C. § 309(d)(2). Whatever latitude the Commission has to consider matters beyond those permitted by § 309(d)(2), the statute cannot be construed to permit the Commission to make a public interest determination on the basis of new information regarding the merits obtained in the course of *ex parte* presentations. Even if it managed to construe such presentations to be exempt under § 1.1204 of its rules, the Commission cannot exempt itself from the statutory limitation of § 309(d)(2).

By our count, the Applicants and their affiliates have made five *ex parte* presentations since the petitions to deny their applications were filed.

In addition, Cellular South respectfully submits that the Commission’s “general information request” and the Applicants’ response should have been served on the parties that filed petitions to deny in these proceedings. Furthermore, since the response provided information that is presumably relevant to the merits (as the Commission sees them) or outcome of the proceedings, the unredacted, “confidential” version of the response must be provided to the petitioners and placed in the public record. If the information requested was deemed to be privileged or confidential commercial or financial information under 5 U.S.C. § 552(b)(4) by either Atlantis or Verizon Wireless, that party had the option either of: (1) respectfully declining to provide the confidential information; or (2) following the Commission’s procedures to request that the information submitted be withheld from public inspection. *See* 47 C.F.R. § 0.459(b).

Cellular South recognizes that the Commission has substantial discretion to make *ad hoc* procedural rulings on subordinate questions of procedure. *See FCC v. Schreiber*, 281 U.S. 279, 289 (1965). However, that discretion does not extend to establishing *ad hoc* procedures that are inconsistent with the Act or with the Commission’s existing procedural rules. *See* 47 U.S.C. § 154(i). The procedures applicable to the consideration of arguably confidential information in these proceedings are set forth in § 309 of the Act and § 0.459 of the Commission’s rules. Therefore, the adoption of an anticipatory protective order in these proceedings conflicts with § 0.459 which places the onus on the Applicants to demonstrate that the information should be withheld from public inspection. *See* 47 C.F.R. § 0.459(b). The Commission’s protective order relieves the Applicants of that requirement. Moreover, the protective order applies to “proprietary or confidential information,” but such information is not protected from disclosure. *See id.* § 0.457(d).

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Unless the Commission's departure from its *ex parte* rules and the requirements of § 309(d) is remedied forthwith, Cellular South will conclude that the Commission's consideration of the information submitted by the Applicants irrevocably tainted these proceedings under the standard set by *Professional Air Traffic Controllers Organization v. FLRA*, 685 F.2d 547, 565 (D.C. Cir. 1982). Furthermore, Cellular South does not acknowledge the assumed confidentiality of the information submitted by the Applicants under the Commission's protective order. Therefore, undersigned counsel will not agree to be bound by the protective order, thereby effectively waiving Cellular South's right as a party in interest under § 309(d)(1) to have unimpeded access to relevant information proffered by the Applicants for consideration by the Commission. Finally, Cellular South does not waive its rights as a party to these proceedings under § 1.1202(d) of the rules (1) to be served with copies of written presentations to Commission decision-makers on the merits, and (2) to advance notice and the opportunity to be present when the Applicants make oral presentations on the merits to decision-makers. *See* 47 C.F.R. § 1.1202(b).

Very truly yours,

A handwritten signature in black ink, appearing to read "David L. Nace", written in a cursive style.

David L. Nace

cc: Service List Attached

## CERTIFICATE OF SERVICE

I, David L. Nace, hereby certify that on this 24<sup>th</sup> day of September, 2008, copies of the foregoing letter were sent by e-mail to:

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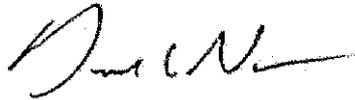
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David L. Nace

**TRANSFER OF CONTROL APPLICATIONS INVOLVING CELLULAR  
LICENSES IN THE 100 MARKETS SUBJECT TO DIVESTITURE**

(The cellular licenses in the 100 Cellular Market Areas (“CMAs”) subject to divestiture are identified by call signs, CMA numbers, and market names. Cellular licenses not currently subject to divestiture are identified by call signs only.)

FILE NO.	TRANSFEROR	CALL SIGN	CMA	MARKET
0003463892	ALLTEL Communications, LLC	KNKA257		
		KNKA275		
		KNKA276		
		KNKA278		
		KNKA281		
		KNKA283		
		KNKA293		
		KNKA330		
		KNKA387		
		KNKA393		
		KNKA398		
		KNKA407		
		KNKA415		
		KNKA429		
		KNKA432		
		KNKA433		
		KNKA436	166	Hickory, NC
		KNKA489		
		KNKA505	158	Lima, OH
		KNKA514		
		KNKA524		
		KNKA537		
		KNKA543	246	Dothan, AL
		KNKA548	231	Mansfield, OH
		KNKA565	261	Albany, GA
		KNKA581		
		KNKA599		
		KNKA613	227	Anderson, SC
		KNKA614		
		KNKA634		
		KNKA643		
		KNKA682		
		KNKA690		
		KNKA711		
		KNKA729		
		KNKA752		
		KNKA794		
		KNKN245	353	CO 6 – San Miguel
		KNKN251		
		KNKN390		
		KNKN405	625	SC 1 - Oconee

FILE NO.	TRANSFEROR	CALL SIGN	CMA	MARKET
0003463892	ALLTEL Communications, LLC	KNKN415		
		KNKN434		
		KNKN493	428	KS 1 - Cheyenne
		KNKN495		
		KNKN501		
		KNKN535		
		KNKN542	429	KS 2 - Norton
		KNKN543		
		KNKN584		
		KNKN585	433	KS 6 - Wallace
		KNKN587	383	GA 13 - Early
		KNKN590		
		KNKN591		
		KNKN602		
		KNKN609		
		KNKN617		
		KNKN641		
		KNKN643		
		KNKN645		
		KNKN650		
		KNKN681		
		KNKN686		
		KNKN687		
		KNKN690		
		KNKN702	434	KS 7 - Trego
		KNKN725	313	AL 7 - Butler
		KNKN736		
		KNKN752		
		KNKN758		
		KNKN767		
		KNKN770		
		KNKN772	438	KS 11 - Hamilton
		KNKN789		
		KNKN797		
		KNKN799		
		KNKN801	439	KS 12 - Hodgeman
		KNKN811		
		KNKN813		
		KNKN815	440	KS 13 - Edwards
		KNKN868		
		KNKN872	376	GA 6 - Spalding
		KNKN877	382	GA 12 - Liberty
		KNKN883	376	GA 6 - Spalding
		KNKN884		
		KNKN913	376	GA 6 - Spalding
		KNKN927		
		KNKN929		
		KNKN931		
		KNKN932		
		KNKN933		

FILE NO.	TRANSFEROR	CALL SIGN	CMA	MARKET
0003463892	ALLTEL Communications, LLC	KNKN934		
		KNKN944		
		KNKN951		
		KNKN952		
		KNKN954		
		KNKN962		
		KNKN967		
		KNKN969	627	SAC 3 - Cherokee
		KNKN976	379	GA 9 - Marion
		KNKN977	379	GA 9 - Marion
		KNKN979		
		KNKN982	566	NC 2 - Yancey
		KNKN987	586	OH 2 - Sandusky
		KNKN988	631	SC 7 - Calhoun
		KNKN989	626	SC 2 - Laurens
		KNKN991		
		KNKN992		
		KNKQ264	380	GA 10 - Bleckley
		KNKQ265	377	GA 7 - Hancock
		KNKQ270	380	GA 10 - Hancock
		KNKQ291		
		KNKQ292		
		KNKQ294	379	GA 9 - Marion
		KNKQ296		
		KNKQ297	569	NC 5 - Anson
		KNKQ310	569	NC 5 - Anson
		KNKQ329		
		KNKQ330		
		KNKQ355		
		KNKQ366		
		KNKQ416		
		KNKR220		
0003465064	Georgia RSA #8 Partnership	KNKN899	378	GA 8 - Warren
0003465053	Midwest Wireless Communications, L.C.C.	KNKA740		
		KNKN290	490	MN 9 - Pipestone
		KNKN403	491	MN 10 - Le Sueur
		KNKN416		
		KNKN422	489	MN 8 - Lac qui Parle
		KNKN482	488	MN 7 - Chippewa
0003464848	ALLTEL Communications of Virginia No. 1, LLC	KNKA511		
		KNKA655	262	Danville, VA
		KNKN622	688	VA 8 - Amelia
		KNKN704		
		KNKN785		
		KNKN791	681	VA 1 - Lee
		KNKN922		
		KNKN986		
		KNKQ285		
0003464833	Ohio RSA 6 Limited Partnership	KNKN955	590	OH 6 - Morrow
0003464834	Ohio RSA 5 Limited Partnership	KNKN942	589	OH 5 - Hancock

FILE NO.	TRANSFEROR	CALL SIGN	CMA	MARKET
0003464836	Ohio RSA 2 Limited Partnership	KNKN993	586	OH 2 - Sandusky
0003464839	Ohio RSA #3 Limited Partnership	KNKQ312	587	OH 3 - Ashtabula
0003464814	Southern Illinois RSA Partnership	KNKN506	401	IL 8 - Washington
		KNKN820	402	IL 9 - Clay
0003464786	WWC Holding Co., Inc.	KNKA571	276	Grand Forks, ND
		KNKA592	298	Bismarck, ND
		KNKA670	268	Billings, MT
		KNKA732	297	Great Falls, MT
		KNKA764		
		KNKA790	299	Casper, WY
		KNKA822	221	Fargo, ND
		KNKN218	677	UT 5 - Carbon
		KNKN255	532	MT 10 - Prairie
		KNKN276	719	WY 2 - Sheridan
		KNKN278	355	CO 8 - Kiowa
		KNKN283	530	MT 8 - Beaverhead
		KNKN285	580	ND 1 - Divide
		KNKN286	678	UT 6 - Piute
		KNKN308	527	MT 5 - Mineral
		KNKN312	718	WY 1 - Park
		KNKN343	583	ND 4 - McKenzie
		KNKN372	351	CO 4 - Park
		KNKN380	523	MT 1 - Lincoln
		KNKN381	524	MT 2 - Toole
		KNKN382	531	MT 9 - Carbon
		KNKN409	356	CO 9 - Costilla
		KNKN430	529	MT 7 - Fergus
		KNKN431	528	MT 6 - Deer Lodge
		KNKN432	526	MT 4 - Daniels
		KNKN441	389	ID 2 - Idaho
		KNKN448	352	CO 5 - Elbert
		KNKN451		
		KNKN522	482	MN 1 - Kittson
		KNKN554	354	CO 7 - Saguache
		KNKN782	584	ND 5 - Mineral
		KNKQ281	581	ND 2 - Bottineau
		KNKQ347	676	UT 4 - Beaver
		KNKQ383	675	UT 3 - Juab
		KNKQ449	721	WY 4 - Niobrara
		KNKR256		
		KNKR258	722	WY 5 - Converse
		KNKR296	390	ID 3 - Lemhi
		KNKR311		
		KNKR312	530	MT 8 - Beaverhead
		KNKR320		
		WPVV301	582	ND 3 - Barnes
0003464784	WWC License L.L.C.	KNKA573	253	Sioux City, IA-NE
		KNKA574		
		KNKA597	267	Sioux Falls, SD
		KNKA731	289	Rapid City, SD

FILE NO.	TRANSFEROR	CALL SIGN	CMA	MARKET
0003464784	WWC License L.L.C.	KNKA784		
		KNKN209	341	CA 6 - Mono
		KNKN212		
		KNKN214	544	NV 2 - Lander
		KNKN215	547	NV 5 - White Pine
		KNKN217	558	NM 6 - Lincoln
		KNKB224		
		KNKN230		
		KNKN269		
		KNKN272	641	SD 8 - Kingsbury
		KNKN273	642	SD 9 - Hanson
		KNKN298	640	SD 7 - Sully
		KNKN333	636	SD 3 - McPherson
		KNKN384	637	SD 4 - Marshall
		KNKN429	639	SD 6 - Haakon
		KNKN436	419	IA 8 - Monona
		KNKN443		
		KNKN446	638	SD 5 - Custer
		KNKA451	483	MN 2 - Lake Woods
		KNKN471		
		KNKN549	635	SD 2 - Corson
		KNKN745		
		KNKQ381	634	SD 1 - Harding
		KNKQ447		
		KNKR310		
		KNKR314		
0003464406	ALLTEL Communications of New Mexico, Inc.	KNKN216	557	NM 5 - Grant
		KNKN247		
		KNKN270	553	NM 1 - San Juan
		KNKN297		
0003464404	ALLTEL Communications of Nebraska, Inc.	KNKN392	537	NE 5 - Boone
		KNKA295		
		KNKA435		
		KNKN365		
		KNKN404		
		KNKN423		
		KNKN424		
		KNKN504		
		KNKN579		
		KNKN615		
		KNKN651		
		KNKN802		
0003464703	ALLTEL Communications of the Southwest L.P.	KNKN206	322	AZ 5 - Gila
		KNKA303		
		KNKA321		
		KNKA332		
		KNKA340		
		KNKQ379		
0003465057	Las Cruces Cellular Telephone Company	KNKA605	285	Las Cruces, NM

CELLULAR LICENSES IN THE 100 MARKETS SUBJECT  
TO DIVESTITURE BY APPLICATION FILE NUMBER

FILE NO.	TRANSFEROR	CALL SIGN	CMA	MARKET
0003463892	ALLTEL Communications, LLC	KNKA436	166	Hickory, NC
		KNKA505	158	Lima, OH
		KNKA543	246	Dothan, AL
		KNKA548	231	Mansfield, OH
		KNKA565	261	Albany, GA
		KNKA613	227	Anderson, SC
		KNKN245	353	CO 6 – San Miguel
		KNKN405	625	SC 1 - Oconee
0003463892	ALLTEL Communications, LLC	KNKN493	428	KS 1 - Cheyenne
		KNKN542	429	KS 2 - Norton
		KNKN585	433	KS 6 - Wallace
		KNKN587	383	GA 13 - Early
		KNKN702	434	KS 7 - Trego
		KNKN725	313	AL 7 - Butler
		KNKN772	438	KS 11 - Hamilton
		KNKN801	439	KS 12 - Hodgeman
		KNKN815	440	KS 13 - Edwards
		KNKN872	376	GA 6 - Spalding
		KNKN877	382	GA 12 - Liberty
		KNKN883	376	GA 6 - Spalding
		KNKN913	376	GA 6 - Spalding
0003463892	ALLTEL Communications, LLC	KNKN969	627	SAC 3 - Cherokee
		KNKN976	379	GA 9 - Marion
		KNKN977	379	GA 9 - Marion
		KNKN982	566	NC 2 - Yancey
		KNKN987	586	OH 2 -Sandusky
		KNKN988	631	SC 7 - Calhoun
		KNKN989	626	SC 2 - Laurens
		KNKQ264	380	GA 10 - Bleckley
		KNKQ265	377	GA 7 - Hancock
		KNKQ270	380	GA 10 - Hancock
		KNKQ294	379	GA 9 - Marion
		KNKQ297	569	NC 5 - Anson
		KNKQ310	569	NC 5 - Anson
0003465064	Georgia RSA #8 Partnership	KNKN899	378	GA 8 - Warren
0003465053	Midwest Wireless Communications, L.C.C.	KNKN290	490	MN 9 - Pipestone
		KNKN403	491	MN 10 – Le Sueur
		KNKN422	489	MN 8 – Lac qui Parle
		KNKN482	488	MN 7 - Chippewa
0003464848	ALLTEL Communications of Virginia No. 1, LLC	KNKA655	262	Danville, VA
		KNKN622	688	VA 8 - Amelia
		KNKN791	681	VA 1 - Lee
0003464833	Ohio RSA 6 Limited Partnership	KNKN955	590	OH 6 - Morrow
0003464834	Ohio RSA 5 Limited Partnership	KNKN942	589	OH 5 - Hancock
0003464836	Ohio RSA 2 Limited Partnership	KNKN993	586	OH 2 - Sandusky
0003464839	Ohio RSA #3 Limited Partnership	KNKQ312	587	OH 3 - Ashtabula
0003464814	Southern Illinois RSA Partnership	KNKN506	401	IL 8 - Washington

FILE NO.	TRANSFEROR	CALL SIGN	CMA	MARKET
0003464814	Southern Illinois RSA Partnership	KNKN820	402	IL 9 - Clay
0003464786	WWC Holding Co., Inc.	KNKA571	276	Grand Forks, ND
		KNKA592	298	Bismarck, ND
		KNKA670	268	Billings, MT
		KNKA732	297	Great Falls, MT
		KNKA790	299	Casper, WY
		KNKA822	221	Fargo, ND
		KNKN218	677	UT 5 - Carbon
		KNKN255	532	MT 10 - Prairie
		KNKN276	719	WY 2 - Sheridan
		KNKN278	355	CO 8 - Kiowa
		KNKN283	530	MT 8 - Beaverhead
		KNKN285	580	ND 1 - Divide
		KNKN286	678	UT 6 - Piute
		KNKN308	527	MT 5 - Mineral
		KNKN312	718	WY 1 - Park
		KNKN343	583	ND 4 - McKenzie
		KNKN372	351	CO 4 - Park
		KNKN380	523	MT 1 - Lincoln
		KNKN381	524	MT 2 - Toole
		KNKN382	531	MT 9 - Carbon
		KNKN409	356	CO 9 - Costilla
		KNKN430	529	MT 7 - Fergus
		KNKN431	528	MT 6 - Deer Lodge
		KNKN432	526	MT 4 - Daniels
		KNKN441	389	ID 2 - Idaho
		KNKN448	352	CO 5 - Elbert
		KNKN522	482	MN 1 - Kittson
		KNKN554	354	CO 7 - Saquache
		KNKN782	584	ND 5 - Mineral
		KNKQ281	581	ND 2 - Bottineau
		KNKQ347	676	UT 4 - Beaver
		KNKQ383	675	UT 3 - Juab
		KNKQ449	721	WY 4 - Niobrara
		KNKR258	722	WY 5 - Converse
		KNKR296	390	ID 3 - Lemhi
		KNKR312	530	MT 8 - Beaverhead
		WPVV301	582	ND 3 - Barnes
0003464784	WWC License L.L.C.	KNKA573	253	Sioux City, IA-NE
		KNKA597	267	Sioux Falls, SD
		KNKA731	289	Rapid City, SD
0003464784	WWC License L.L.C.	KNKN209	341	CA 6 - Mono
		KNKN214	544	NV 2 - Lander
		KNKN215	547	NV 5 - White Pine
		KNKN217	558	NM 6 - Lincoln
		KNKN272	641	SD 8 - Kingsbury
		KNKN273	642	SD 9 - Hanson
		KNKN298	640	SD 7 - Sully
		KNKN333	636	SD 3 - McPherson
		KNKN384	637	SD 4 - Marshall

FILE NO.	TRANSFEROR	CALL SIGN	CMA	MARKET
0003464784	WWC License L.L.C.	KNKN429	639	SD 6 - Haakon
		KNKN436	419	IA 8 - Monona
		KNKN446	638	SD 5 - Custer
		KNKA451	483	MN 2 - Lake Woods
		KNKN549	635	SD 2 - Corson
		KNKQ381	634	SD 1 - Harding
0003464406	ALLTEL Communications of New Mexico, Inc.	KNKN216	557	NM 5 - Grant
		KNKN270	553	NM 1 - San Juan
0003464404	ALLTEL Communications of Nebraska, Inc.	KNKN392	537	NE 5 - Boone
0003464703	ALLTEL Communications of the Southwest L.P.	KNKN206	322	AZ 5 - Gila
0003465057	Las Cruces Cellular Telephone Company	KNKA605	285	Las Cruces, NM

TOTAL SPECTRUM (MHZ) ATTRIBUTABLE TO VERIZON  
WIRELESS IN THE 100 MARKETS SUBJECT TO DIVESTITURE

CMA	STATE	MARKET	CL	PCS	AWS	700	TOTAL
158	OH	Lima	50	10	20	22	102
166	NC	Hickory	50	20	20	22	112
221	ND/MN	Fargo-Moorhead	50	50	20	22	142
227	SC	Anderson	50	30	20	22	122
231	OH	Mansfield	50	10	20	34	114
246	AL	Dothan	50	35	20	22	127
253	IA	Sioux City	50	25	20	22	117
261	GA	Albany	50	10	20	22	102
262	VA	Danville	50		20	22	92
267	SD	Sioux Falls	50	40	20	22	132
268	MT	Billings	50	55		34	139
276	ND	Grand Forks	50	35	20	22	127
285	NM	Las Cruces	50	10		22	82
289	SD	Rapid City	50	30		34	114
297	MT	Great Falls	50	45		34	129
298	ND	Bismarck	50	40	20	22	132
299	WY	Casper	50	20		34	104
313	AL	RSA 7 – Butler	50	10-35	20	22	102-127
322	AZ	RSA 5 – Gila	50	10		22	82
341	CA	RSA 6 – Mono	50	10-20		22	82-92
351	CO	RSA 4 – Park	50	10-20		46	106-116
352	CO	RSA 5 – Elbert	50	20-30		46	116-126
353	CO	RSA 6 – San Miguel	50	0-10		22-34	72-94
354	CO	RSA 7 – Saguache	50	10-20		22	82-92
355	CO	RSA 8 – Kiowa	25-50	10		22	57-82
356	CO	RSA 9 – Costilla	25-50	10-20			35-70
376	GA	RSA 6 – Spalding	50	10-20	20	22-34	102-124
377	GA	RSA 7 – Hancock	50	10	20	22	102
378	GA	RSA 8 – Warren	50	0-10		22	72-82
379	GA	RSA 9 – Marion	50	10	20	22	102
380	GA	RSA 10 – Bleckley	50	0-30	20	22	92-122
382	GA	RSA 12 – Liberty	50	0-40	20	22	92-132
383	GA	RSA 13 – Early	50	0-30	20	22	92-122
389	ID	RSA 2 – Idaho	25-50	10-25		22	57-97
390	ID	RSA 3 – Lemhi	50	0-10		22	72-82
401	IL	RSA 8 – Washington	50	0-20	20	34	104-124
402	IL	RSA 9 – Clay	25-50	0-15	20	34	79-119
419	IA	RSA 8 – Monona	50	20-25	0-20	22	92-117
428	KS	RSA 1 – Cheyenne	50	0-20		22-34	72-104
429	KS	RSA 2 – Norton	50		22		72
433	KS	RSA 6 – Wallace	50	0-20		22-34	72-104

CMA	STATE	MARKET	CL	PCS	AWS	700	TOTAL
434	KS	RSA 7 – Trego	50			34	84
438	KS	RSA 11 – Hamilton	50	0-10		34	84-94
439	KS	RSA 12 – Hodgeman	50	0-10		34	84-94
440	KS	RSA 13 – Edwards	50			34	84
482	MN	RSA 1 – Kittson	50	45	20	22	137
483	MN	RSA 2 – Lake of the Woods	25-50	30-40	20	22	97-132
488	MN	RSA 7 – Chippewa	50	20-60	20	34	106-164
489	MN	RSA 8 – Lac qui Parle	50	30-70	20	34	134-174
490	MN	RSA 9 – Pipestone	50	20-55	20	22-34	112-159
491	MN	RSA 10 – Le Sueur	50	20-35	20	34	124-139
523	MT	RSA 1 – Lincoln	50	15-45		22	87-117
524	MT	RSA 2 – Toole	25-50	15-45		22	62-117
526	MT	RSA 4 – Daniels	25-50	25-55	0-20	22	72-147
527	MT	RSA 5 – Mineral	50	45-50		22	117-122
528	MT	RSA 6 – Deer Lodge	50	15-50		22	87-122
529	MT	RSA 7 – Fergus	50	25-55		34	109-139
530	MT	RSA 8 – Beaverhead	50	20-50		34	104-134
531	MT	RSA 9 – Carbon	50	55		34	139
532	MT	RSA 10 – Prairie	50	25-55		22	97-127
537	NE	RSA 5 – Boone	25	5-20		22	52-67
544	NV	RSA 2 – Lander	50	10		22	82
547	NV	RSA 5 – White Pine	25-50	20		22	67-92
553	NM	RSA 1 – San Juan	50	0-10		22	72-82
557	NM	RSA 5 – Grant	50	10		34	94
558	NM	RSA 6 – Lincoln	25-50	10-35		34	69-119
566	NC	RSA 2 – Yancey	25-50	20	20	22	87-112
569	NC	RSA 5 – Anson	50	20-40	20	22	112-132
580	ND	RSA 1 – Divide	50	20	20	22	112
581	ND	RSA 2 – Bottineau	50	20-35	20	22	112-127
582	ND	RSA 3 – Barnes	50	35-45	20	22	127-137
583	ND	RSA 4 – McKenzie	50	20-40	0-20	22	92-132
584	ND	RSA 5 – Kidder	50	20-45	20	22	112-137
586	OH	RSA 1 – Sandusky	50	10-25	20	22-34	102-129
587	OH	RSA 3 – Ashtabula	50	10	20	34	114
589	OH	RSA 5 – Hancock	50	10-20	20	22-34	102-124
590	OH	RSA 6 – Morrow	50	10-20	20	22-34	102-124
625	SC	RSA 1 – Oconee	50	30	20	22	122
626	SC	RSA 2 – Laurens	50	0-30	20	22	92-122
627	SC	RSA 3 – Cherokee	50	20-30	20	22	112-122
631	SC	RSA 7 – Calhoun	50	0-20	20	22	92-112
634	SD	RSA 1 – Harding	50	30		34	114
635	SD	RSA 2 – Corson	50	50	20	22	142
636	SD	RSA 3 – McPherson	50	50	20	22	142
637	SD	RSA 4 – Marshall	50	30-50	20	22	122-142

CMA	STATE	MARKET	CL	PCS	AWS	700	TOTAL
638	SD	RSA 5 – Custer	50	30		22	102
639	SD	RSA 6 – Haakon	50	20-40		22	92-112
640	SD	RSA 7 – Sully	50	20	20	22	112
641	SD	RSA 8 – Kingsbury	50	20-30	20	22	112-122
642	SD	RSA 9 – Hanson	50	25-30	20	22	117-122
675	UT	RSA 3 – Juab	50	20-50		22	92-122
676	UT	RSA 4 – Beaver	50	25		34	109
677	UT	RSA 5 – Daggett	25-50	10		34	69-94
678	UT	RSA 6 - Piute	50	10-25		34	94-109
681	VA	RSA 1 – Lee	50	15-40	20	22	107-132
688	VA	RSA 8 – Amelia	50	10-20	20	22	102-112
718	WY	RSA 1 – Park	50	15-20		22	87-92
719	WY	RSA 2 – Sheridan	50	15-30		34	99-114
721	WY	RSA 4 – Niobrara	50	20-35		22	92-107
722	WY	RSA 5 - Converse	50	20		22	92

**MARKETS IN WHICH VERIZON WIRELESS WILL  
CONTROL 50 MHZ OF CELLULAR SPECTRUM**

(In partitioned Cellular Market Areas ("CMAs"), only counties in which Verizon Wireless proposes to control 50 MHz of cellular spectrum are identified by name.)

CMA	STATE	MARKET	COUNTY	LOW-BAND (MHZ)	TOTAL (MHZ)
15	MN	Minneapolis		84	124
16	OH	Cleveland		84	114
26	AZ	Phoenix		72	72
43	NC/VA	Norfolk-Virginia Beach-Portsmouth		72	112
47	NC	Greensboro-Winston Salem-High Point		84	124
48	OH/MI	Toledo		72-84	104-117
52	OH	Akron		84	114
59	VA	Richmond		72	102-112
61	NC	Charlotte-Gastonia-Rock Hill		84	134
64	MI	Grand Rapids		84	119
65	IA/NE	Omaha		72	82
67	SC	Greenville-Spartanburg		72	112
71	NC	Raleigh-Durham		84	134
77	AZ	Tucson		72	82
78	MI	Lansing-East Lansing		84	114
81	TX	El Paso		72	72
85	TN/VA	Johnson City-Kingsport-Bristol		72	107
86	NM	Albuquerque		72	82
87	OH	Canton		84	114
89	KS	Wichita		72	92
90	SC	Charleston-North Charleston		72	112
94	MI	Saginaw-Bay City-Midland		84	114
95	SC	Columbia		72	112
104	VA	Newport News-Hampton		72	112
108	GA/SC	Augusta		72	92
136	OH	Lorain-Elyria		84	114
139	AL	Montgomery		72	102
149	NC	Fayetteville		72	132
153	GA/AL	Columbus		84	124
155	GA	Savannah		72	92
172	NE	Lincoln		72	82
181	MI	Muskegon		84	119
235	VA	Petersburg-Colonial Heights-Hopewell		72	112
241	CO	Pueblo		84	104
264	SC	Florence		72	112
280	NC	Burlington		72	112
283	FL	Panama City		72	112
310	AL	RSA 4 - Bibb		72	102-107

CMA	STATE	MARKET	COUNTY	LOW-BAND (MHZ)	TOTAL (MHZ)
311	AL	RSA 5 – Cleburne	Chambers	84	104
			Coosa	72	107
			Tallapoosa	72	107
314	AL	RSA 8 – Lee		72	92-102
319	AZ	RSA 2 – Coconino		72	82
321	AZ	RSA 4 – Yuma		84	104
323	AZ	RSA 6 – Graham		72	72-82
342	CA	RSA 7-Imperial		84	94
375	GA	RSA 5 – Haralson		84	94-104
392	ID	RSA 4 – Butte		84	94
393	ID	RSA 6 – Clarke		72	82
492	MN	RSA 11 – Goodhue		72-84	122-137
512	MO	RSA 9 – Bates	St. Clair	84	124
			Cedar	84	129
546	NV	RSA 4 – Mineral		72	82-92
555	NM	RSA 3 – Catron		72	82
556	NM	RSA 4 – Santa Fe	Los Alamos	72	82
			Santa Fe	72	82
568	NC	RSA 4 – Henderson	Cleveland	72	122
			Lincoln	72	122
579	NC	RSA 15-Cabarrus		72	112-122
599	OK	RSA 4 – Nowata	Adair	84	114
			Cherokee	84	94
			Delaware	84	124
630	SC	RSA 6 – Clarendon		72	112
632	SC	RSA 8 – Hampton		72	92-112
633	SC	RSA 9 – Lancaster		72	122
646	TN	RSA 4 – Hamblen		72	102-107
650	TN	RSA 8 – Johnson		72	107
658	TX	RSA 7 – Fannin	Franklin	84	124
			Titus	84	124
			Camp	84	124
			Morris	84	124
			Red River	84	129
			Cass	84	134
684	VA	RSA 4 – Bedford		72	112
686	VA	RSA 6 – Highland		72	92-112
689	VA	RSA 9 – Greensville		72	112
720	WY	RSA 3 – Lincoln		72	92

**TOTAL SPECTRUM (MHz) IN ALABAMA  
MARKETS TO BE ACQUIRED BY VERIZON WIRELESS**

■ **MARKETS TO BE DIVESTED**

CMA	MARKET	COUNTY	CL	PCS	AWS	700	TOTAL
139	Montgomery	Autauga	50	10	20	22	102
		Elmore	50	10	20	22	102
		Montgomery	50	10	20	22	102
153	Columbus	Russell AL	50	10	20	34	114
		Chattahoochee GA	50	10	20	34	114
		Muscogee GA	50	10	20	34	114
246	Dothan	Dale	50	35	20	22	127
		Houston	50	35	20	22	127
		Calhoun	25	20	20	22	87
310	RSA 4 – Bibb	Bibb	50	15	20	22	107
		Chilton	50	15	20	22	107
		Dallas	50	10	20	22	102
		Lowndes	50	10	20	22	102
		Perry	50	10	20	22	102
		Wilcox	50	10	20	22	102
311	RSA 5 – Cleburne	Chambers	50		20	34	104
		Clay	25	20	20	22	87
		Cleburne	25	20	20	34	99
		Coosa	50	15	20	22	107
		Randolph	25	20	20	34	99
		Tallapoosa	50	15	20	22	107
312	RSA 6 – Washington	Clarke	25	30	20	22	97
		Conecuh	25	30	20	22	97
		Escambia	25	30	20	22	97
		Monroe	25	30	20	22	97
		Washington	25	30	20	22	97
313	RSA 7 – Butler	Butler	50	10	20	22	102
		Coffee	50	10	20	22	102
		Covington	50	10	20	22	102
		Crenshaw	50	10	20	22	102
		Geneva	50	10	20	22	102
		Pike	50	10	20	22	102
314	RSA 8 – Lee	Barbour	50	10	20	22	102
		Bullock	50	10	20	22	102
		Henry	50	10	20	22	102
		Lee	50		20	22	92
		Macon	50	10	20	22	102