In re Applications of

CENTENNIAL COMMUNICATIONS CORP., Transferor, and AT&T, INC., Transferee

For Consent to Transfer Control of Licensees, Authorizations, and Spectrum Manager and De Facto Transfer Leasing Arrangements

WT Docket No. 08-246
DA 08-2713
File Nos. 0003652447 et al.

REPLY OF CELLULAR SOUTH, INC. TO
JOINT OPPOSITION TO PETITION TO DENY

Cellular South, Inc. (“Cellular South”), by its attorneys and pursuant to § 1.939(f) of the Commission’s Rules (“Rules”) and the Public Notice, DA 08-2713 (Dec. 16, 2008), hereby replies to the joint opposition filed by AT&T Inc. (“AT&T”) and Centennial Communications Corp. (“Centennial”)\(^1\) to Cellular South’s petition to deny their applications for Commission consent to the proposed AT&T/Centennial merger.\(^2\)

I. THE ISSUE OF AT&T’S QUALIFICATIONS TO ACQUIRE A SECOND CELLULAR LICENSE FOR CMA500 SHOULD BE SET FOR HEARING

File No. 0003652459 involves the proposed transfer of control of the authorization held by Centennial Southeast License Company to operate Station KNKN636 on cellular Block A spectrum in the Mississippi 8 – Claiborne (“Mississippi 8”) Rural Service Area (“RSA”). AT&T does not dispute that its acquisition of a controlling ownership interest Centennial’s Mississippi 8 (CMA500) authorization would violate the terms of the 1989 settlement agreement between its

---

\(^1\) See Joint Opposition of AT&T Inc. and Centennial Communications Corp. to Petitions to Deny or to Condition Consent, and Reply to Comments and Petition for Reconsideration, WT Docket No. 08-246 (Jan. 26, 2009) (“Jt. Opp.”).

predecessor-in-interest, BellSouth Mobility, Inc. (“BellSouth”), and Cellular Holding, Inc. (subsequently renamed Cellular South, Inc.). See Petition, Ex. 1, at 3-7. Instead, AT&T attempts to brush the matter aside as a “solely private contractual” dispute which, allegedly as a matter of “longstanding Commission policy,” is not within the scope of this proceeding. Jt. Opp., at 7. It claims that the breach of a Commission-approved settlement agreement is not relevant to the Commission’s public interest determination and is a matter that is “best resolved” in court. Jt. Opp., at 8.

We will show that AT&T’s attempt to obtain the Commission’s approval to violate the agreement under which it became a licensee in Mississippi 8 is unprecedented, highly relevant, and a matter solely within the Commission’s primary jurisdiction.

A. AT&T’s Intent To Breach The Full Market Settlement Agreement Creates A Substantial, Material, And Potentially Disqualifying Question Of Fact

AT&T is not breaching a run-of-the-mill business or commercial contract. It proposes to breach a settlement agreement between mutually exclusive applicants entered into at a time when the Commission’s policy of encouraging such agreements was codified in § 22.29(b) of the Rules. See 47 C.F.R. § 22.29(b) (1989) (“Parties to contested proceedings are encouraged to settle their disputes among themselves”). In particular, it was a wireline “full market settlement agreement,” which was especially favored by the Commission insofar as those agreements served to reduce the number of competing parties, simplify the licensing process, and expedite cellular service to the public. See, e.g., Cellular Radio Lotteries, 101 F.C.C. 2d 577, 584 (1985). As permitted by Commission policy, the agreement contemplated that Mississippi 8 would be partitioned and each party would be licensed to serve a “particular segment within the RSA.” Amendment of the Commission’s Rules for Rural Cellular Service, 4 FCC Rcd 2440, 2448 n.21 (1988).
Entering into a full market settlement agreement virtually assured that the surviving wireline applicant would become the licensee in the RSA. See *In re Morris Communications NC, Inc.*, 914 F.2d 458, 469 (4th Cir. 1990). At the time the parties entered into the Mississippi 8 agreement, the “sole surviving wireline applicant after a full market settlement” did not have to wait for the grant of its application to begin construction of the initial wireline cellular system in an RSA. 47 C.F.R. § 22.43(d)(4)(i) (1989). It could commence construction 60 days after the date of the public notice announcing the applicant was the “sole surviving wireline applicant.” *Id.* Thus, there was “no real distinction between ‘a full market settlement and an actual construction permit [or license].’” *Morris Communications*, 914 F.2d at 458.

Cellular South submitted the “Mississippi RSA #8 Partitioning Agreement,” which constituted the full market settlement agreement, to the Commission on October 4, 1989. See Petition, Ex.1, at 1, 3-7. A public notice announcing that Cellular South was the wireline surviving applicant for Mississippi 8 was issued on November 30, 1989. See *infra* Ex. 1, at 2. The terms and conditions of the agreement were approved by the Commission on May 29, 1990, when it granted Cellular South’s surviving application to become the wireline licensee in Mississippi 8, see *infra* Ex. 2, at 2, subject to the exercise of BellSouth’s option to become the licensee in Claiborne County, the partitioned segment of the RSA. See *id.*, Ex. 1, at 7. When BellSouth exercised its option and acquired the license for Claiborne County (call sign KNKQ395), it did so by virtue of its settlement agreement with Cellular South. And that agreement precluded Bell South’s successors from acquiring an ownership interest in the cellular

---

3 BellSouth transferred its interest in Mississippi 8 to MCTA, a Mississippi general partnership comprised of two general partners each holding a 50% partnership share. See *infra* Ex. 3, at 17. One of MCTA’s general partners was under common control with BellSouth. See *id.* An application for a partial assignment of the Claiborne County portion of Mississippi 8 to MCTA was filed on October 18, 1993. See *id.*, at 1. The assignment application was granted effective January 12, 1994. See *infra* Ex. 4.
Block A license for Mississippi 8. *See id.*, Ex. 1, at 5.

As BellSouth’s successor-in-interest, AT&T is subject to the principle that a Commission licensee takes its license subject to the conditions imposed on its use, and the licensee cannot later assert rights it surrendered as a condition of receiving the license. *See P & R Temmer v. FCC*, 743 F.2d 918, 928 (D.C. Cir. 1984); *Capital Tel. Co., Inc. v. FCC*, 498 F.2d 734, 740 (D.C. Cir. 1974). One of the rights that BellSouth surrendered under its settlement agreement with Cellular South was the right to acquire any interest in a competing cellular service in Mississippi 8 so long as it held an interest in the cellular Block B authorization to serve Claiborne County. By attempting to acquire control of the Block A authorization for Mississippi 8 while it holds the Block B authorization for Claiborne County, AT&T is asserting the right its predecessor surrendered in order to receive the Block B license. By pursuing its second Mississippi 8 authorization under the circumstances, AT&T is doing a “disservice to the public interest” that reflects adversely on its qualifications to hold a Mississippi 8 license.

AT&T was clearly wrong in suggesting that the Mississippi 8 matter is “not relevant” to the Commission’s public interest analysis. Jt. Opp., at 7-8. At issue in File No. 0003652459 is whether the proposed transfer of control of Centennial’s Mississippi 8 cellular Block A authorization to AT&T would serve the public interest when AT&T is the licensee of cellular Block B facilities in the same market. Because it must treat AT&T as if it was applying for the Mississippi 8 authorization directly under § 308 of the Act, *see 47 U.S.C. § 310(d)*, the Commission must determine whether AT&T has the requisite character qualifications to be the licensee of Station KNKN636. *See, e.g., Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC*, 23 FCC Rcd 17444, 14464 (2008). Guided by the character qualifications

---

* Capital Tel. Co., 498 F.2d at740.
policies developed in the broadcast area, the Commission reviews allegations of “misconduct directly before it,” since such Commission-related misconduct is predictive of an applicant’s future truthfulness and reliability. *Id.*

AT&T’s attempt to acquire Centennial’s Mississippi 8 authorization is directly before the Commission in this proceeding and thus constitutes Commission-related conduct. It is conceivable that AT&T initially stumbled into a possible breach of contract inadvertently. However, AT&T took no steps to avoid a breach of the 1989 agreement after the matter was brought to its attention by Cellular South. AT&T’s decision to pursue the acquisition of Centennial’s Mississippi 8 authorization is in knowing violation of the full market settlement agreement and amounts to Commission-related misconduct. The fact that the misconduct is potentially disqualifying attests to its seriousness.

Under § 312 of the Act, the Commission can revoke a license because of “conditions” coming to its attention “which would warrant it in refusing to grant a license or permit on an original application.” 47 U.S.C. § 312(a)(2). As interpreted by the Commission, § 312 permits the revocation of a license for “‘conditions’ occurring during the license term.” *Policy Regarding Character Qualifications in Broadcast Licensing*, 6 FCC Rcd 3448, 3450 (1991). AT&T’s attempt to breach the terms of the full market settlement under which its predecessor acquired its Mississippi 8 license would have warranted the Commission refusing to grant BellSouth’s original application for that license. Because the conduct provides *prima facie* grounds to revoke AT&T’s Mississippi 8 license, AT&T’s failure to defend its conduct creates a substantial and material question of fact as to whether it is legally qualified to control both Mississippi 8 licenses.5

5 AT&T had the opportunity to plead any facts that would show that its acquisition of its second
B. The Breach of a Commission-Approved Full Market Settlement Agreement Is Subject to the Commission’s Primary Jurisdiction

AT&T cites decisions in three merger cases as establishing a longstanding policy under which the Commission does not “determine contractual rights or responsibilities” in such cases. Jt. Opp., at 7 & n.17. None of the decisions addressed an attempt to breach a Commission-approved contract by conduct that was both directly before the Commission and directly subject to the Commission’s Title III jurisdiction. See AT&T Wireless Services, Inc. and Cingular Wireless Corp., 19 FCC Rcd 21522, 21551 n.222 (2004) (alleged minority partnership interests), reconsideration denied, 20 FCC Rcd 8660, 8665 n.27 (2005) (alleged violation of promise to sell spectrum) (“AT&T/Cingular”); MCI Telecommunications Corp. and Echostar 110 Corp., 16 FCC Rcd 21608, 21624 (1999) (alleged breach of exclusive network programming contract); WorldCom, Inc. and MCI Communications Corp., 13 FCC Rcd 18025, 18148 (1998) (resale agent alleged wrongful termination of service contract).

The proposed breach of the 1989 full market settlement agreement cannot be treated as the Commission routinely treats “private contractual disputes.” AT&T/Cingular, 19 FCC Rcd at 21551 n.272. Agreements to settle Commission litigation involve the Commission’s processes and cannot be considered purely private contracts. Thus, the “disingenuous invocation of the Commission’s settlement procedures” is recognized as an abuse of process that is potentially disqualifying. Margaret J. Hanway, 59 Rad. Reg. 2d (P&F) 1296, 1299 (Rev. Bd. 1986). See

Mississippi 8 authorization would not breach the 1989 settlement agreement. AT&T either knew of no such facts or elected to withhold them. In any event, AT&T presented no argument to the effect that it was not proposing to breach the agreement. Consequently, the Commission must either find that AT&T would breach the agreement or designate the issue for resolution at a hearing. Any attempt by AT&T to avoid the adverse finding or designation for hearing by addressing the merits of the issue with Commission decision-makers must conform to the Commission’s ex parte rules, see 47 C.F.R. § 1.1208, and its service rules, see id. §§ 1.65(a), 1.927(i). See Petition for Reconsideration of Cellular South, Inc., WT Docket No. 08-246, at 9-12 (Jan. 15, 2009).

Nor is the 1989 settlement agreement a matter that is “best resolved in a court of competent jurisdiction.” AT&T/Cinglar, 20 FCC Rcd at 8665 n.27. The parties agreed that “specific performance” is “the only adequate remedy for material and substantial breach” of the agreement. Petition, Ex. 1, at 6. Thus, if the Commission consents to AT&T’s acquisition of Centennial’s Mississippi 8 license, the only possible judicial remedy (other than judicial review) that Cellular South can seek is an order directing AT&T to divest either its B Block license or its newly acquired A Block license. Taking this matter to court will only result in the case coming back to the Commission, either pursuant to a judicial referral under the doctrine of primary jurisdiction or to an AT&T application for consent to divest one of its Mississippi 8 licenses. Under these circumstances, the dispute is best resolved by the Commission in this proceeding under its exclusive jurisdiction under § 310(d) of the Act. The matter should be designated for hearing to determine whether AT&T is qualified to acquire Centennial’s Mississippi 8 cellular authorization.

II. THE PUBLIC INTEREST ANALYSIS SHOULD CONSIDER AT&T’S PRACTICES REGARDING EXCLUSIVE HANDSET AGREEMENTS AS WELL AS ROAMING AND INTEROPERABILITY OBLIGATIONS

While AT&T characterizes this transaction as one that affects only a small percentage of the country’s wireless subscribers it is nevertheless another significant step in the ongoing consolidation of wireless service competitors, and an opportunity for the Commission to look carefully at practices that negatively impact the public interest. Exclusive handset agreements

---

6 A court could order AT&T to divest one of the licenses, but the divestiture itself would be subject to the Commission’s exclusive jurisdiction. See, e.g., Radio Station WOW, Inc. v. Johnson, 326 U.S. 120, 132-33 (1944).
such as those between AT&T and Apple Inc. (e.g., for Apple iPhone 3G ™) and between AT&T and Research in Motion Limited (e.g., for the BlackBerry® Bold ™) limit the availability of popular consumer products to one service provider. It is an issue under immediate review by the Commission as comments are being filed today on a petition of the Rural Cellular Association (“RCA”) asking the Commission to investigate the widespread use and anticompetitive effects of exclusivity arrangements between commercial wireless carriers and handset manufacturers, and, as necessary, adopt rules that prohibit such arrangements when contrary to the public interest.7

Likewise, automatic roaming and interoperability issues warrant review and action before the Commission permits another merger to enlarge the footprint and subscriber base of one of the nation’s largest wireless service providers. The Commission has received comments on urgent roaming questions in response to a further rulemaking notice in Docket No. 05-265,8 and is free at any time to extend the automatic roaming obligation to non-interconnected services and features, including services that have been classified as information services. Cellular South has urged the Commission to require carriers to negotiate reasonable terms and conditions for automatic roaming as to all services when a reasonable request is received and the carriers are technologically compatible.

Cellular South suggests that the Commission defer action on the Centennial – AT&T applications until these important public interest questions are resolved. Alternatively, the Commission should condition its consent to the transaction (i) with a prohibition on AT&T’s

---

7 See Wireless Telecommunications Bureau Seeks Comment on Petition for Rulemaking Regarding Exclusivity Arrangements Between Commercial Wireless Carriers and Handset Manufacturers, DA 08-2278, 2008 WL 4567149 (Oct. 10, 2008). Subsequently, the deadlines for filing comments and reply comments on RCA’s petition were extended to February 2, 2009 and February 20, 2009, respectively.

entering into any new exclusive handset agreements until the issues raised by RCA’s petition are resolved, and (ii) an obligation for AT&T to negotiate in good faith for automatic roaming and interoperability agreements for voice and data services, on reasonable terms and conditions, when so requested and where implementation of such agreements is technically feasible. Allowing the merger to proceed without first dealing with these urgent issues will have a direct impact on the public interest by diminishing competition in every market where Centennial will assign spectrum to AT&T.

Missed opportunities to address the problems in the Commission’s review of other wireless merger transactions do not need to limit the Commission from taking steps at this time to prevent further harm to the public interest. Aside from the Commission’s rulemaking authority it may rely on its ancillary jurisdiction whenever there is a need.9 In this instance, the Commission should act now to prevent or at least limit further harm caused by exclusive handset agreements and insufficient automatic roaming protections before AT&T is permitted to eliminate a strong regional competitor.

III. CONCLUSION

For the reasons shown, Cellular South respectfully requests that the Commission: (1) deny the application in File No. 0003652459 by which AT&T seeks to acquire a controlling interest in the Block A license to serve Mississippi 8; and (2) designate the remaining Merger Applications for hearing unless AT&T agrees to accept the conditions proposed herein.

9 “Ancillary jurisdiction may be employed, in the Commission’s discretion, when Title I of the Act gives the Commission subject matter jurisdiction over the service to be regulated and the assertion of jurisdiction is ‘reasonably ancillary to the effective performance of [its] various responsibilities.’” IP-Enabled Services, WC Docket No. 04-36, E911 Requirements for IP-Enabled Service Providers, WC Docket No. 05-196, First Report and Order and Notice of Proposed Rulemaking, 20 FCC Rcd. 10245, 10261 (2005).
Respectfully submitted,

/s/ [filed electronically]

RUSSELL D. LUKAS
DAVID L. NACE
LUKAS, NACE, GUTIERREZ & SACHS, LLP
1650 Tysons Blvd., Suite 1500
McLean, VA 22102
(703) 584-8678

Attorneys for Cellular South, Inc.

February 2, 2009
EXHIBIT 1
Report No. CL-90-52

November 30, 1989

The wireline applicants in the markets listed below have reached full market settlements and, therefore, no lottery was conducted in these markets.

Market No. 372 Georgia 2 - Dawson

The full market settlement in this market calls for the establishment of three distinct cellular systems within the RSA. We are designating these as Wireline (B1), Wireline (B2) and Wireline (B3).

The Wireline (B1) applicant will be Georgia RSA No. 2 Limited Partnership (File No. 10724-CL-P-372-B1-89). The surviving application will be that of Telecom Products, Inc. (Fee No. 9226114).

The Wireline (B2) applicant will be Northeastern Georgia RSA No. 2 Limited Partnership (File No. 10840-CL-P-372-B2-89). The surviving application will be that of Contel of the South, Inc. (Fee No. 9237137).

The Wireline (B3) applicant will be Atlanta-Athens SMSA Limited Partnership (File No. 10841-CL-P-372-B3-89). The surviving application will be that of BellSouth Mobility Inc (Fee No. 9231472).

Market No. 374 Georgia 4 - Jasper

The full market settlement in this market calls for the establishment of three distinct cellular systems within the RSA. We are designating these as Wireline (B1), Wireline (B2) and Wireline (B3).

The Wireline (B1) applicant will be BellSouth Mobility Inc (File No. 10726-CL-P-374-B1-89). The surviving application will be that of BellSouth Mobility Inc (Fee No. 9232784).
Market No. 633  South Carolina 9 - Lancaster

The applicant in this market will be South Carolina Wireline Carrier RSA No. 9 General Partnership (File No. 10744-CL-P-633-B-89). The surviving application will be that of ALLTEL Mobile Communications, Inc. (Fee No. 9225540).

Market No. 494  Mississippi 2 - Benton

The applicant in this market will be Northeast Mississippi Cellular, Inc. (File No. 10773-CL-P-494-B-89). The surviving application will be that of Fulton Telephone Company, Inc. (Fee No. 9247136).

Market No. 495  Mississippi 3 - Bolivar

The full market settlement in this market calls for the establishment of two distinct cellular systems within the RSA. We are designating these as Wireline (B1) and Wireline (B2).

The Wireline (B1) applicant will be Sledge Telephone Company (File No. 10774-CL-P-495-B1-89). The surviving application will be that of Sledge Telephone Company (Fee No. 9241531).

The Wireline (B2) applicant will be BellSouth Mobility Inc (File No. 10847-CL-P-495-B2-89). The surviving application will be that of BellSouth Mobility Inc (Fee No. 9245717).

Market No. 497  Mississippi 5 - Washington

The full market settlement in this market calls for the establishment of two distinct cellular systems within the RSA. We are designating these as Wireline (B1) and Wireline (B2).

The Wireline (B1) applicant will be Cellular Holding, Inc. (File No. 10776-CL-P-497-B1-89). The surviving application will be that of Cellular Holding, Inc. (Fee No. 9243657).

The Wireline (B2) applicant will be BellSouth Mobility Inc (File No. 10795-CL-P-497-B2-89). The surviving application will be that of BellSouth Mobility Inc (Fee No. 9246502).

Market No. 500  Mississippi 8 - Claiborne

The applicant in this market will be Cellular Holding, Inc. (File No. 10779-CL-P-500-B-89). The surviving application will be that of Cellular Holding, Inc. (Fee No. 9247020).
EXHIBIT 2
COMMON CARRIER PUBLIC MOBILE SERVICES INFORMATION

CONSTRUCTION PERMIT GRANTED TO WIRELINE CELLULAR APPLICANTS
IN RSA MARKETS 412, 423, 441, 454, 467, 500, 513, 522, 540, 551, 574, 578, 599, 653, 654 AND 705


Market No. 412, Iowa 1 - Mills

Applicant: RSA 1 Limited Partnership

File No. 10236-CL-P-412-B-B8 Call Sign: KNKN649 Grant Date: May 29, 1990

Address of Applicant: 2300 Financial Center
Des Moines IA 50309

Counsel: Kathryn Zachem
Wilkinson, Barker, Knauer & Quinn
1735 New York Avenue, NW
Washington DC 20006

No Petitions to Deny were filed. RSA 1 Limited Partnership (RLP) has been found to be legally, technically, financially and otherwise qualified to be a Commission licensee. RLP's application is granted effective this date. This authorization does not include the right to any interference protection in any areas outside the Iowa 1 - Mills RSA and is also conditioned upon RLP's coordinating with current and future co-channel licensee(s) in the areas outside the Iowa 1 - Mills RSA. The licensee herein is put on notice that in the event any current or future MSA/RSA licensee encounters interference from any 39 dbu extension(s), the licensee herein will have to change frequencies in those cell(s) or pull back their 39 dbu contour to eliminate the interference due to the extension. All other mutually exclusive applications in this market are hereby dismissed.
herein will have to change frequencies in those cell(s) or pull back their 39 dbu contour to eliminate the interference due to the extension. All other mutually exclusive applications in this market are hereby dismissed.

---

Market No. 500, Mississippi 8 - Claiborne

Applicant: Cellular Holding, Inc.

File No. 10779-CL-P-500-B-89  Call Sign: KNKN644  Grant Date: May 29, 1990

Address of Applicant: 1306 Capital Towers Building
Jackson MS 39201

Counsel: Pamela Gist
Lukas, McGowan, Nace & Gutierrez
1819 H Street NW, Seventh Floor
Washington DC 20006

No Petitions to Deny were filed. Cellular Holding, Inc. (CHI) has been found to be legally, technically, financially and otherwise qualified to be a Commission licensee. CHI's application is granted effective this date. This authorization does not include the right to any interference protection in any areas outside the Mississippi 8 - Claiborne RSA and is also conditioned upon CHI's coordinating with current and future co-channel licensee(s) in the areas outside the Mississippi 8 - Claiborne RSA. The licensee herein is put on notice that in the event any current or future MSA/RSA licensee encounters interference from any 39 dbu extension(s), the licensee herein will have to change frequencies in those cell(s) or pull back their 39 dbu contour to eliminate the interference due to the extension. All other mutually exclusive applications in this market are hereby dismissed.

---

Market No. 513, Missouri 10 - Benton

Applicant: ALLTEL Cellular Associates of Missouri Limited Partnership

File No. 10472-CL-P-513-B-89  Call Sign: KNKN643  Grant Date: May 29, 1990

Address of Applicant: P.O. Box 2177
Little Rock AR 72203

Counsel: Jon F. Kelly
Thompson, Hine & Flory
1920 N Street, NW, Suite 700
Washington DC 20036

No Petitions to Deny were filed. ALLTEL Cellular Associates of Missouri Limited Partnership (ALLTEL) has been found to be legally, technically, financially and otherwise qualified to be a Commission licensee. ALLTEL's application is granted effective this date. This authorization does not include the right to any interference protection in any areas outside the Missouri 10 - Benton RSA and is also conditioned upon ALLTEL's coordinating
EXHIBIT 3
October 18, 1993

Federal Communications Commission
ATTN: Mr. John Cimko
Chief, Mobile Services Division
1919 M Street, NW, Room 644
Washington, DC 20554

RE: Partial Assignment by Cellular Holding, Inc. to MCTA of DPCRTS Station KNKN644, Market 500-B-1, Mississippi RSA 8 - Claiborne, file no. 04927-CL-L-93 and the Modification filed on 9/16/93

Dear Mr. Cimko:

Enclosed for filing are an original and three microfiche copies of a partial assignment application involving DPCRTS Station KNKN644 in the Mississippi RSA 8. Therein Cellular Holding, Inc. (CHI) is assigning to MCTA its authorization for the Port Gibson, Mississippi cell site and the fill-in rights for Claiborne County, Mississippi in Mississippi RSA 8, file no. 04927-CL-L-93 and modification filed on September 16, 1993. It should be noted that a new call sign is being requested and that MCTA requests that the SID for the Jackson, Mississippi MSA, SID No. 160, be authorized for use in the new Market 500-B-2 for Mississippi RSA 8.

As required, this application, plus a check in the amount of $230.00 to cover the Commission's fee, is being filed with the Federal Communications Commission, Cellular Systems, P. O. Box 358135, in Pittsburgh, Pennsylvania. A duplicate copy of this transmittal letter together with a self-addressed postage paid return envelope is also enclosed to acknowledge receipt of this filing.

If there are any questions regarding this application, please contact the undersigned counsel.

Sincerely,

Carolyn C. Hill
Federal Regulatory Counsel
NOTIFICATION OF STATUS OF FACILITIES UNDER PART 22 OF FCC RULES

Read Instructions Before Completing Form

All applicants must complete Items 1 through 7 and Certification.

1. Legal Name of Applicant
   Cellular Holding, Inc.
   Assumed Name Used for Doing Business (if any)
   N/A

   Mailing Street Address or P.O. Box, City, State and ZIP Code
   1306 Capital Towers Building, Jackson, Mississippi 39201
   Area Code - Telephone No.
   601-355-1522

2. Fee Data. Refer to 47 CFR Section 1.1105 or Common Carrier Services Fee Filing Guide for information.
   (a) Fee Type Code
       CMC
   (b) Fee Multiple (if required)
       $230.00
   (c) Fee Due For Fee Type Code in 3(a)

3. Name of Contact Representative (if other than applicant)
   Pamela L. Gist, Esq.

   Firm or Company Name
   Lukas, McGowan, Nace & Gutierrez, Chartered

   Mailing Street Address or P.O. Box, City, State and ZIP Code
   1819 H Street NW, 7th Floor, Washington, DC 20006
   Area Code - Telephone No.
   202-857-3500

4. Call Sign
   KNKN644

5. File No. of Authorization to which this application applies
   04927-CL-L-93

6. Indicate frequency block, if cellular
   Block A

7. This form is to notify or request that:
   a. ☐ Facilities have been constructed exactly in accordance with the authorization
   b. ☐ An extension of time to complete construction is being requested
   c. ☐ Application is being submitted within 30 days after expiration of authorization, and reinstatement is requested
   d. ☐ Facilities have been constructed with minor modifications from those authorized
   e. ☐ Minor modifications have been made to existing facilities (major modifications require the filing of Assignment FCC 401); or that changes have been made in the authorization covering ownership, citizenship, station control, business connections, and monopolistic practices
   f. ☐ Assignor requests FCC records on facilities be returned to original status because partial assignment not completed within 60 days
   g. ☐ Permanent authorization is being requested prior to the expiration of a developmental authorization

8. Have the facilities constructed per the File No. in item 5 been constructed exactly in accordance with the authorization?
   ☐ Yes ☐ No

9. (a) Has equipment been delivered?
   ☐ Yes ☐ No If "NO", answer items 9(b)-(c) so indicate.
   (b) From whom ordered? (If no order has been placed, so indicate).
       N/A
   (c) Has installation commenced?
       ☐ Yes ☐ No If "YES", submit as Exhibit , a description of the extent of installation and the date installation commenced.

10. Submit as Exhibit reason(s) why construction has not been completed or other reason(s) for reinstatement.

11. Is reinstatement being requested?
    ☐ Yes ☐ No If "YES", give expiration date of authorization:

12. Are the representations contained in the granted application for authorization still true and correct?
    ☐ Yes ☐ No If "NO", give particulars in Exhibit and include in referenced exhibit applicable pages of FCC 401 and exhibits attached thereto showing changes from representations made in granted application for authorization.

All previous editions are obsolete.
Is the station now operating?  
☐ Yes  ☐ No

A. ☐ Addition of Transmitter on Same Frequency as Existing Transmitter  
C. ☐ Change(s) of Control Point(s)

B. ☐ Change in Authorized Power  
D. ☐ Change in Points of Communication

E. ☐ Change in Other Particulars

Changes are described in Exhibit 1 if for additional transmitter, Exhibit must state explicitly that reliable service area contour (RSAC) and interference contour (IC) of new transmitter are respectively contained entirely within RSAC and IC of previously authorized facilities. If modifications involve items shown in FCC 401, Exhibit shall include applicable pages of FCC 401, showing items modified.

16. Proposed Location of Transmitter If Changed From Authorization

DNA

17(a) Have there been any changes in the data furnished in the application for authorization covering ownership, citizenship, station control, business connections, and monopolistic practices?

☐ Yes  ☐ No  See Exhibit 1

(b) Have such changes been reported to the Commission? DNA

☐ Yes  ☐ No  If "NO", show changes in Exhibit ____________

18. If this application is for modification of license, show in Exhibit ____________ why the proposed changes(s) is (are) deemed necessary and the purpose it will serve.

19. Has applicant been denied state certification for the facilities proposed in this application?

☐ Yes  ☐ No  If "YES", attach as Exhibit ____________, a statement describing the state authority’s action and any pending appeals, or whether the state appeal process has been exhausted. Attached copies of any state authority decisions.

20. Certification

The applicant hereby waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests a station license in accordance with this application. All the answers on this application are a material part of the application.

The applicant represents that this application is not filed for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

All statements made in the attached exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that the statements made in this application are true, complete and correct to the best of his (her) knowledge and belief, and are made in good faith.

Date  
10-11-93

Typed Name of Applicant (Must Correspond With Item 1)

Cellular Holding, Inc.

Signature

Designate Appropriate Classification

☐ Individual Applicant
☐ Member of Applicant Partnership ☑ Officer of Applicant Corporation or Association

Willful False Statements Made on this Form are Punishable by Fine and 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).
Upon grant of the instant partial assignment, Cellular Holding Inc.'s (CHI's) Port Gibson cell site (location 005) will be deleted from its authorized Block B cellular system in the Mississippi 8 RSA (Call Sign KNKN644). The deletion of this facility is requested to facilitate a partial assignment related to CHI's wireline authorization for the Mississippi 8 RSA to MCTA. Specifically, CHI seeks to assign to MCTA its authorization for the Port Gibson cell site in Claiborne County, Mississippi and all "fill-in" rights for the Claiborne County in Mississippi RSA 8. A new call sign is requested for use by MCTA in connection with the assignment of the construction authorization for Port Gibson and Claiborne County.

Attached hereto is a copy of CHI's license for the Port Gibson, Mississippi site and a recent Form 489 involving that site. Also attached is a letter from CHI signifying its intent to assign all rights, title and interest relating to Claiborne County in Mississippi RSA 8 to MCTA.

Lastly, attached is a copy of CHI's authorized CGSA after deletion of the Port Gibson cell site and Claiborne County, Mississippi in Mississippi RSA 8.
RADIO STATION AUTHORIZATION

MOBILE RADIO AUTHORIZATION
FCC FORM 463

COMMON CARRIER
DOMESTIC PUBLIC CELLULAR RADIO
TELECOMMUNICATIONS SERVICE

CALL SIGN: KXK644
SYSTEM IDENTIFICATION NUMBER 1394
FILE NO: 04927-CL-L-95
MARKET: 0500 MISSISSIPPI 8 Claiborne

AUTHORIZATION IS GRANTED FOR CELLULAR FREQUENCY BLOCK B 1
BASE: 880.000 THROUGH 889.999 MHz
MOBILES: 899.000 THROUGH 944.999 MHz

LOCATION NO. 005:
LATITUDE: 32 02 04 N
LONGITUDE: 89 56 06 W
APPROX. 2 MILES NORTH OF HWY. 462 ON HWY. 61
APPROX. 1000' EAST ON BLACKTOP
CITY: Port Gibson
STATE: Mississippi
COUNTY: Claiborne

ANTENNA MARKINGS: A, N, I

FCC FORM 715A (DAY) AND FCC FORM 715 (NIGHT), DUAL LIGHTING. PARAGRAPH A MODIFIED TO REQUIRE USE OF L-856 MEDIUM INTENSITY LIGHTS AT THE TOP AND MIDDLE LEVEL IN LIEU OF L-856.

WAIVERS AND CONDITIONS

THIS AUTHORIZATION DOES NOT CONVEY TO THE LICENSEE THE RIGHT TO RECEIVE PROTECTION FROM THE CAPTURE OF SUBSCRIBER TRAFFIC, CO-CHANNEL INTERFERENCE OR FIRST-ADJACENT-CHANNEL INTERFERENCE IN ANY AREA OUTSIDE OF THE AUTHORIZED CELLULAR GEOGRAPHIC SERVICE AREA (CGSA) OF THE SYSTEM. HOWEVER, ANY FACILITY AUTHORIZED HEREIN WITH A SERVICE AREA BOUNDARY (SAB) EXTENDING INTO THE CGSA OF ANY OTHER OPERATING CELLULAR SYSTEM ON THE SAME CHANNEL BLOCK, REGARDLESS OF WHEN SUCH OTHER CELLULAR SYSTEM WAS/IS AUTHORIZED, IS SUBJECT TO THE FOLLOWING CONDITION: IN THE EVENT THAT THE LICENSEE OF THE OTHER CELLULAR SYSTEM REQUESTS THAT THE SAB OF THE FACILITIES AUTHORIZED HEREIN BE REMOVED FROM ITS CGSA, THE LICENSEE HEREIN MUST REDUCE TRANSMITTING POWER OR ANTENNA HEIGHT (OR BOTH) AS NECESSARY TO REMOVE THE SAB FROM THE CGSA, UNLESS WRITTEN CONSENT FROM THE LICENSEE OF THE OTHER CELLULAR SYSTEM, ALLOWING THE SAB EXTENSION, IS OBTAINED.
John Cimko, Chief  
Mobile Services Division  
Common Carrier Bureau  
Federal Communications Commission  
Washington, D.C. 20554

Re:  Cellular Holding, Inc.  
Market 500 B - Mississippi 8 - Claiborne  
DPCRTS Station KNKN 644  
File No. 04927-CL-L-93  

Location 005: Port Gibson, Mississippi  
N.Lat. 32-02-04 / W.Long. 90-56-06

Dear Mr. Cimko:  

On behalf of Cellular Holding, Inc. there is submitted herewith notification (FCC Form 489) of minor modification of the above-referenced cellular system facilities, reducing the power at the referenced site.

Attached to the original notification is a check in the amount of $60.00, made payable to the Federal Communications Commission, in payment of the required filing fee.

Should any questions arise with respect to this matter, please communicate directly with this office.

Very truly yours,

Pamela L. Gist
1. **Legal Name of Applicant**  
   Cellular Holding, Inc.  
   **Call Sign or Other FCC Identifier**  
   KNKN 644

2. **Mailing Street Address or P.O. Box, City, State and ZIP Code**  
   1306 Capital Towers Bldg., Jackson, Mississippi 39201  
   **Area Code - Telephone No.**  
   601/ 355-1522

3. **Name of Contact Representative (if other than applicant)**  
   Pamela L. Gist, Esq.

   **Firm or Company Name**  
   Lukas, McGowan, Nace & Gutierrez, Chartered

4. **Call Sign**  
   KNKN 644

5. **File No. of Authorization to which this application applies**  
   04927-CL-L-93

6. **Indicate frequency block, if cellular**  
   □ Block A  □ Block B

7. **This form is to notify or request that:**  
   
   a. □ Facilities have been constructed exactly in accordance with the authorization  
      
   b. □ An extension of time to complete construction is being requested  
      
   c. □ Application is being submitted within 30 days after expiration of authorization, and reinstatement is requested  
      
   d. □ Facilities have been constructed with minor modifications from those authorized  
      
   e. □ Minor modifications have been made to existing facilities (major modifications require the filing of FCC 401); or that changes have been made in the authorization covering ownership, citizenship, station control, business connections, and monopolistic practices  
      
   f. □ Assignor requests FCC records on facilities be returned to original status because partial assignment not completed within 60 days  
      
   g. □ Permanent authorization is being requested prior to the expiration of a developmental authorization

6. **Fee Data. Refer to 47 CFR Section 1.1105 or Common Carrier Services Fee Filing Guide for information.**  
   
   a. **Fee Type Code**  
      CDC

   b. **Fee Multiple (if required)**  
      
   c. **Fee Due For Fee Type Code in (a)**  
      $ 60.00

   **FCC Use Only**

8. **Have the facilities constructed per the File No. in Item 5 been constructed exactly in accordance with the authorization?**  
   □ Yes  □ No

9. **(a) Has equipment been delivered?**  
   □ Yes  □ No  
   **If "NO", answer items 9(b)-(d).**

   **(b) From whom ordered? (If no order has been placed, so indicate).**

   □ Yes  □ No  

   **(c) Has installation commenced?**  
   □ Yes  □ No  
   **If "YES", submit as Exhibit _________ a description of the extent of installation and the date installation commenced.**

10. **Submit as Exhibit _________ reason(s) why construction has not been completed or other reason(s) for reinstatement.**

11. **Is reinstatement being requested?**  
   □ Yes  □ No  
   **If "YES", give expiration date of authorization:_________**

12. **Are the representations contained in the granted application for authorization still true and correct?**  
   □ Yes  □ No  
   **If "NO", give particulars in Exhibit _________ and include in referenced exhibit applicable pages of FCC 401 and exhibits attached thereto showing changes from representations made in granted application for authorization.**

---

**All previous editions are obsolete.**

**FCC 489**  
March 1991
Exhibit 1

13. If for modification of license indicate (X) proposed changes:

A. [ ] Addition of Transmitter on Same Frequency as Existing Transmitter
B. [ ] Change in Authorized Power
C. [ ] Changes of Control Point(s)
D. [ ] Change in Points of Communication
E. [ ] Change in Other Particulars

Changes are described in Exhibit 1 if for additional transmitter, Exhibit must state explicitly that reliable service area contour (RSAC) and interference contour (IC) of new transmitter are respectively contained entirely within RSAC and IC of previously authorized facilities. If modifications involve items shown in FCC 401, Exhibit shall include applicable pages of FCC 401, showing items modified.

14. Show the following for licensed transmitters which are being deleted:

(a) Location Number
(b) Transmitter Number
DNA

15. Is the station now operating? [ ] Yes [ ] No

16. Proposed Location of Transmitter If Changed From Authorization

(a) Current DNA

(b) Proposed DNA

| (1) Location No. | (2) Transmitter No. | (3) Proposed Location (Street Address, City or Town, State) | (4) North Latitude (Deg-Min-Sec) | (5) West Longitude (Deg-Min-Sec) | FCC Use Only
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
| 17(a) Have there been any changes in the data furnished in the application for authorization covering ownership, citizenship, station control, business connections, and monopolistic practices?
[ ] Yes [ ] No

17(b) Have such changes been reported to the Commission?
[ ] Yes [ ] No
If "NO", show changes in Exhibit DNA

18. If this application is for modification of license, show in Exhibit 1 why the proposed change(s) is (are) deemed necessary and the purpose it will serve.

19. Has applicant been denied state certification for the facilities proposed in this application?
[ ] Yes [ ] No
If "YES", attach as Exhibit _____________, a statement describing the state authority's action and any pending appeals, or whether the state appeal process has been exhausted. Attached copies of any state authority decisions.

20. Certification

The applicant hereby waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests a station license in accordance with this application. All the answers on this application are a material part of the application.

The applicant represents that this application is not filed for the purpose of impeding, obstructing or delaying determination on any other application with which it may be in conflict.

All statements made in the attached exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that the statements made in this application are true, complete and correct to the best of his (her) knowledge and belief, and are made in good faith.

Date
9-15-93

Typed Name of Applicant (Must Correspond With Item 1)
Cellular Holding, Inc.

Signature

Designate Appropriate Classification
[ ] Individual Applicant
[ ] Member of Applicant Partnership
[ ] Officer of Applicant Corporation or Association

Willful False Statements Made on this Form are Punishable by Fine and 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).
October 11, 1993

Mr. Donald E. Steely
Senior Vice President - Administration
ALLTEL Mobile Communications, Inc.
Two Financial Parkway
10825 Financial Parkway, Suite 401
Little Rock, Arkansas 72211

Dear Mr. Steely:

This letter is to confirm the intent of Cellular Holding, Inc. that the Port Gibson, Mississippi cellular authorization be assigned to MCTA, together with the fill-in rights for Claiborne County in Mississippi RSA 8. Upon FCC approval of the partial assignment application and consummation of the assignment, it is our intent that all rights, title, and interest with respect to the Port Gibson cell and the provision of wireline cellular radio service in Claiborne County, Mississippi are assigned, conveyed and transferred to MCTA, its successors, or assigns free and clear of all liens, encumbrances and security interests.

Pursuant to our understanding and agreement, the FCC will be requested in the partial assignment application (1) to issue a new call sign for the Port Gibson cell site and for use in Claiborne County in Mississippi and (2) to permit the use of SID Code No. 160, which is the SID for the Jackson, Mississippi system.

No further approval is required from CHI with respect to the provision of cellular service in Claiborne County, Mississippi by MCTA.

Sincerely,

Victor Hu Meena, Jr.
Vice President - Operations
and Development
FCC Form 401 for MCTA in connection with partial assignment to it of the Port Gibson cell site and the fill-in rights for Claiborne County, Mississippi in Mississippi RSA 8.
Application for New or Modified Common Carrier Radio Station Authorization
Under Part 22

Schedule A
Complete One Schedule A Per Application

Partial Assignment of License:

1. (a) Does this application refer to an existing station? ☑ YES ☐ NO
   If "YES," give Call Sign: KNKN644

(b) Is this an amendment to a pending application? ☑ YES ☐ NO
   If "YES," give File No.:

2. (a) Fee Submitted: $230.00
   (b) No. of separate sites requested in this application: 1

3. Name of Applicant. Indicate the name, mailing address and telephone number of the applicant. (For Subsidiary Communications Authorizations, see Instruction No. 8D.)

Legal Name of Applicant (If person, list last name first)
MCTA

Assumed Name Used for Doing Business (if any)
None

Mailing Street Address or P.O. Box, City, State and ZIP Code
P.O. Box 2177, One Allied Drive, Little Rock, AR 72203

Area Code - Telephone No.
(501)661-8500

4. Contact Representative. Indicate the name, mailing address, and telephone number of person to contact, if other than applicant.

Name (Last name first)
Hill, Carolyn, Esq.

Firm or Company Name
ALLTEL Corporation

Mailing Street Address or P.O. Box, City, State and ZIP Code
1710 Rhode Island Ave., NW, Ste. 1000, Washington, DC 20036

Area Code - Telephone No.
(202) 331-0113

5. Type of Service (Mark "X" One)
   A. ☑ Public Land Mobile Service (Other than Air-Ground Radiotelephone Service)
   B. ☑ Domestic Public Cellular Radio Telecommunications Service
      Specify Market No. and Block below:
      Market No.: 500 Block: B
   C. ☑ Offshore Radio Service
   D. ☑ Rural Radio Service
   E. ☑ Air-Ground Radiotelephone Service
   F. ☐ Developmental

Will broadcast facilities be leased? ☑ YES ☐ NO
If "YES," submit as Exhibit ______ the name and address of the proposed lessee.

7. Nature of Service
   A. ☐ Public Land Mobile Service (Other than Air-Ground Radiotelephone Service)
   B. ☑ Domestic Public Cellular Radio Telecommunications Service
      Specify Market No. and Block below:
      Market No.: 500 Block: B
   C. ☑ Offshore Radio Service
   D. ☑ Rural Radio Service
   E. ☑ Air-Ground Radiotelephone Service
   F. ☐ Developmental

Attach as Exhibit ______ a narrative statement in support of the request. (See 47 CFR 22, Subpart F)

8. Carrier Type
   A. ☐ Radio Common Carrier
   B. ☑ Wireline Common Carrier

9. Control Points - Table MOB-1A: to be completed for control points which are initial, additional or deleted.
   In Column (B) use the following symbols to specify status: I=initial; A=Additional; D=Deleted.

<table>
<thead>
<tr>
<th>Location (Street Address, City or Town and State)</th>
<th>(B), A or D</th>
<th>FCC Use Only Control Point No.</th>
</tr>
</thead>
<tbody>
<tr>
<td>3045 Forest Hill Road, Jackson, MS</td>
<td>I</td>
<td>I</td>
</tr>
</tbody>
</table>

   - Table MOB-1B: to be completed for control points which are to be relocated. Give the present location first, followed by the proposed location.

   Location (Street Address, City or Town and State)
   3045 Forest Hill Road, Jackson, MS
   Proposed Location: I

   Location (Street Address, City or Town and State)
   13
   Proposed Location: I

MS RSA 8-PARTIAL ASSIGNMENT
10. Applicant is: (Mark "X" One)

A. Individual  B. Partnership  C. Unincorporated Association  D. Corporation

11. If applicant is a corporation (including joint stock companies) identify the state or country laws under which it is organized.

<table>
<thead>
<tr>
<th>Exhibit Number</th>
<th>Sec. and/or Item No. of Rule or Form</th>
<th>Exhibit Number</th>
<th>Sec. and/or Item No. of Rule or Form</th>
<th>Exhibit Number</th>
<th>Sec. and/or Item No. of Rule or Form</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Item 31</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Item 32</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Item 33</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Item 34</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Public Interest</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Financials</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**CERTIFICATION**

The APPLICANT waives any claim to the use of any particular frequency of the electromagnetic spectrum as against the regulatory powers of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. All statements made in the attached exhibits are a material part hereof and are incorporated herein as if set out in full in this application. The undersigned, individually and for the applicant, hereby certifies that the statements made in this application are true, complete and correct to the best of his (her) knowledge and belief, and are made in good faith.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCA-TION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(11), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

23. Date 09/22/93
24. Typed Name of Person Signing Donald E. Steely

25. Signature [Signature]
26. Title (Position Held by Person Signing Application) Sr. Vice President—Administration

FCC 401 – Schedule A – Page 2
January 1993
Exhibit 1

This 401 Application is being submitted as part of the assignment of the Port Gibson, MS authorization to MCTA. The attached 1:250,000 map depicts the authorized CGSA of the authorized Port Gibson cell. This assignment is to include the authorized CGSA for Port Gibson and all fill-in rights for Claiborne county in the Mississippi 8 RSA. The control point will be changed and the use of SID 160 which is authorized for use by MCTA in the Jackson, MS MSA is also requested for use in the new MS 8B2 RSA by MCTA.

The control point will be:

3045 Forest Hill Road
Jackson, MS 39202
Exhibit 4

*MCTA is a Mississippi general partnership comprised of:

Jackson Cellular Corporation
1344 Capitol Towers
Jackson, MS 39201

ALLTEL Mobile Communications of Mississippi, Inc.
One Allied Drive
Little Rock, Arkansas 72202

Jackson Cellular Corporation is an indirect subsidiary of American Cellular Communications.

Jackson Cellular Corporation's ultimate parent is BellSouth Corporation. Therefore, BellSouth Mobility, Inc., and Jackson Cellular Corporation are under common control.

ALLTEL Mobile Communications of Mississippi, Inc., One Allied Drive, Little Rock, Arkansas 72202, is a wholly-owned subsidiary of ALLTEL Mobile Communications, Inc., One Allied Drive, Little Rock, Arkansas 72202, which is a wholly-owned subsidiary of ALLTEL Corporation, One Allied Drive, Little Rock, Arkansas 72202.

*Further particulars regarding MCTA are contained in its Form 430 which is on file with the Commission.
Public Interest

Pursuant to various agreements involving an exchange of interests in certain cellular markets in Mississippi and other cash consideration, upon the grant of the requested partial assignment involving the Mississippi 8 RSA (Claiborne County only), Cellular Holding, Inc. will assign the construction permit for the Port Gibson, MS cell site together with the fill-in rights for Claiborne county in the Mississippi 8 RSA to MCTA.

The parties believe that grant of the requested transfer will further the public interest because it promotes the regionalization of cellular systems consistent with Commission policy. Currently, MCTA and its partners have a large cellular presence in Mississippi. In fact, they provide cellular services in the Jackson, Mississippi MSA and the Mississippi 3 (B-2), 5, 6 (B-2), 7(B-1 and B-2), and 9 RSAs. MCTA believes that this presence strengthens its commitment to provide economic and high quality cellular service in the Mississippi cellular markets.

For the foregoing reasons, the parties submit that MCTA is a qualified transferee and that the public interest, convenience and necessity will be served by a grant of the requested transfer.
EXHIBIT 4
PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
1919 M STREET N.W.
WASHINGTON, D.C. 20554

Cellular recorded information 202/653-5858.

COMMON CARRIER PUBLIC CELLULAR RADIO SERVICE INFORMATION

Report No. CL-94-28

January 13, 1994

The following MSA/RSA transfer/assignment applications were filed and appeared on Public Notice, Report No. CL-94-18, released December 2, 1993. No petitions to deny have been filed and the Commission has found the applications to be in the public interest. The Commission has granted the applications effective January 12, 1994.

00291-CL-AL-1-94 Partial assignment of license of Cellular Holding, Inc., Station KNKN644, Loc. 005 for Port Gibson cell site in Claiborne County from Cellular Holding, Inc. to MCTA, Market 500B - MS 8 - Claiborne (B2), to be placed under new call sign KNKQ395.

00495-CL-AL-1-94 Assignment of license of MCTA, Station KNKQ298 from ALLTEL Mobile Communications of Mississippi, Inc. to MCTA, Market 499B - MS 7 - Leake RSA.

00801-CL-TC-1-94 Transfer of Control of Mississippi 9 Cellular Corporation, Station KNKQ350 from Eileen McDonald Backus to Telephone and Data Systems, Inc., Market 501A - MS 9 - Copiah RSA. (Step 1 of 2)

00819-CL-AL-1-94 Assignment of license of Mecury, Inc., Station KNKN215 from Mercury, Inc. to Nevada 5 Cellular Corporation, Market 547A - NV 5 - White Pine RSA.

00865-CL-AL-1-94 Assignment of the construction permit of NCP Cellular Limited Partnership, Station KNKQ383 from NCP Cellular Limited Partnership to Triad Utah, L.P., Market 675A - UT 3 - Jaur RSA.


The Commission has granted the following pro forma RSA transfer application as indicated.

00802-CL-TC-1-94 Pro Forma transfer of control of Mississippi 9 Cellular Corporation, Station KNKQ350 from Telephone and Data Systems, Inc. to United States Cellular Corporation, Market 501A - MS 9 - Copiah RSA. (Step 2 of 2)
(Granted 1/12/94, Station KNKQ350)
CERTIFICATE OF SERVICE

I, Linda J. Evans, hereby certify that on this 2nd day of February, 2009, copies of the foregoing REPLY OF CELLULAR SOUTH, INC. TO JOINT OPPOSITION TO PETITION TO DENY were sent by e-mail, in pdf format, to:

Best Copy and Printing, Inc.  
FCC@BCPIWEB.COM

Erin McGrath  
Mobility Division  
Wireless Telecommunications Bureau  
Erin.McGrath@fcc.gov

Susan Singer  
Spectrum and Competition Policy Division  
Wireless Telecommunications Bureau  
Susan.Singer@fcc.gov

Linda Ray  
Broadband Division  
Wireless Telecommunications Bureau  
Linda.Ray@fcc.gov

David Krech  
Policy Division  
International Bureau  
David.Krech@fcc.gov

Jodie May  
Competition Policy Division  
Wireless Telecommunications Bureau  
Jodie.May@fcc.gov

Neil Dellar  
Office of General Counsel  
Neil.Dellar@fcc.gov

Jonathan V. Cohen  
Wilkinson Barker Knauer, LLP  
(Attorney for Centennial Communications Corp.)  
joncohen@wbklaw.com
William R. Drexel
AT&T Inc.
william.drexel@att.com

Anna M. Gomer
Vice-President, Government Affairs
Sprint Nextel Corporation
Anna.M.Gomez@sprint.com

Jean L. Kiddoo
Bingham McCutchen LLP
(Attorney for Cincinnati Bell Wireless LLC)
jean.kiddoo@bingham.com

Todd B. Lantor
Lukas, Nace, Gutierrez & Sachs, LLP
(Attorney for Rural Cellular Association)
tlantor@fcclaw.com

[s] filed electronically

________________________________________
Linda J. Evans