

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In re Applications of)	
)	
CENTENNIAL COMMUNICATIONS CORP.,)	WT Docket No. 08-246
Transferor, and AT&T, INC., Transferee)	DA 08-2713
)	File Nos. 0003652447 et al.
For Consent to Transfer Control of Licensees,)	
Authorizations, and Spectrum Manager and)	
<i>De Facto</i> Transfer Leasing Arrangements)	

**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.”).

² See Petition to Deny of Cellular South, Inc., WT Docket No. 08-246 (Jan. 15, 2009) (“Petition”).

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.³ 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"⁴ 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

⁴ *Capital Tel. Co.*, 498 F.2d at 740.

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).

GACO Communications Corp., 94 F.C.C. 2d 761, 780-81 (Rev. Bd. 1983); *Gulf Coast Communications, Inc.*, 81 F.C.C. 2d 499, 514-15 (Rev. Bd. 1980).

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.⁶ 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.

⁸ *Report and Order and Further Notice of Proposed Rulemaking* in WT Docket No. 05-265, 22 FCC Rcd 15817 (2007).

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]

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McLean, VA 22102
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Attorneys for Cellular South, Inc.

February 2, 2009

EXHIBIT 1



PUBLIC NOTICE

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

774

News media information 202/632-5050. Recorded listing of releases and texts 202/632-0002.
Recorded cellular information 202 653-5858

COMMON CARRIER PUBLIC MOBILE SERVICES INFORMATION

WIRELINE FULL MARKET SETTLEMENTS ANNOUNCED IN SEVERAL RSA MARKETS

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



PUBLIC NOTICE

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

3355

News media information 202/632-5050: Recorded listing of releases and texts 202/632-0002.
Cellular Recorded Information 202 653-5858

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

Report No. CL-90-200

May 29, 1990

Market No. 412, Iowa 1 - Mills

Applicant: RSA 1 Limited Partnership

File No. 10236-CL-P-412-B-88 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



FCC/MELLON OCT 18 1993

ALLTEL SERVICE CORPORATION
1710 Rhode Island Ave. NW • Suite 1000 • Washington, DC 20036
Telephone: 202-331-0113 Facsimile: 202-331-0082

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

rf
Enclosures

Est. Avg. Burden Hrs. Per Response: 3.62 Hrs.

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 <u>Cellular Holding, Inc.</u> Assumed Name Used for Doing Business (if any) N/A		Call Sign or Other FCC Identifier KNKN644
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.			FCC Use Only
(a) Fee Type Code CMC	(b) Fee Multiple (if required)	(c) Fee Due For Fee Type Code in 3(a) \$ 230.00	

3. Name of Contact Representative (if other than applicant) <u>Pamela L. Gist, Esq.</u> Firm or Company Name <u>Lukas, McGowan, Nace & Gutierrez, Chartered</u> Mailing Street Address or P.O. Box, City, State and ZIP Code <u>1819 H Street NW, 7th Floor, Washington, DC 20006</u>		Area Code - Telephone No. 202-857-3500
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4. Call Sign KNKN644	5. File No. of Authorization to which this application applies 04927-CL-L-93	6. Indicate frequency block, if cellular <input type="checkbox"/> Block A <input checked="" type="checkbox"/> Block B
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7. This form is to notify or request that:

a. <input type="checkbox"/> Facilities have been constructed exactly in accordance with the authorization	8
b. <input type="checkbox"/> An extension of time to complete construction is being requested	9 & 10
c. <input type="checkbox"/> Application is being submitted within 30 days after expiration of authorization, and reinstatement is requested	9, 10 & 11
d. <input type="checkbox"/> Facilities have been constructed with minor modifications from those authorized	12
<u>will be</u> (Partial)	
e. <input checked="" type="checkbox"/> 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, of License) station control, business connections, and monopolistic practices	13-19
f. <input type="checkbox"/> Assignor requests FCC records on facilities be returned to original status because partial assignment not completed within 60 days	1 - 7
g. <input type="checkbox"/> Permanent authorization is being requested prior to the expiration of a developmental authorization ...	Any applicable item

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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "NO", answer items 9(b)-(d). <i>DNA</i>	(b) From whom ordered? (If no order has been placed, so indicate).	(1) Date Ordered
		(2) Date Delivery Promised
(c) Has installation commenced? <input type="checkbox"/> Yes <input type="checkbox"/> No If "YES", submit as Exhibit _____ a description of the extent of installation and the date installation commenced.		(d) Estimated date by which construction can be completed

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 2, and include in referenced exhibit applicable pages of FCC 401 and exhibits attached thereto showing changes from representations made in granted application for authorization.

13. If for modification of license indicate proposed changes:

A. Addition of Transmitter on Same Frequency as Existing Transmitter
 B. Change in Authorized Power
 C. Change(s) 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 following for licensed transmitters which are b. 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 DNA

(a) Current		(b) Proposed			
(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 Loc. No.
		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 1 why the proposed change(s) is (are) deemed necessary and the purpose it will serve.

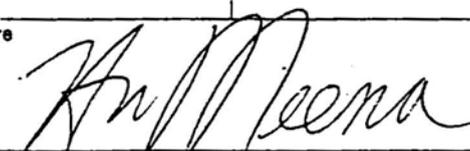
19. Has applicant been denied state certification for the facilities proposed in this application?
 Yes No If "YES", attach as Exhibit _____, a statement describing the state authority's action and any pending appeals, or whether the state appeal process has been exhausted. Attached copies of any state 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 10-11-93	Typed Name of Applicant (Must Correspond With Item 1) Cellular Holding, Inc.
Signature 	Designate Appropriate Classification <input type="checkbox"/> Individual Applicant <input type="checkbox"/> Member of Applicant Partnership <input checked="" type="checkbox"/> 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.

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION
RADIO STATION AUTHORIZATION

MOBILE RADIO AUTHORIZATION
FCC FORM 463

COMMON CARRIER
DOMESTIC PUBLIC CELLULAR RADIO
TELECOMMUNICATIONS SERVICE

CELLULAR HOLDING, INC.
1306 CAPITAL TOWERS BUILDING
JACKSON, MS 39201

CALL SIGN: KXKN644
SYSTEM IDENTIFICATION NUMBER 1394
FILE NO: 04927-CL-L-93
MARKET: 0500 MISSISSIPPI 8 - CLAIBORNE

Page 01

OPERATOR:

ORIGINAL GRANT DATE: AUGUST 20, 1990
DATE OF ISSUE: AUGUST 30, 1993
EXPIRATION DATE: OCTOBER 1, 1999

AUTHORIZATION IS GRANTED FOR CELLULAR FREQUENCY BLOCK B 1
BASE: 880.020 THROUGH 889.980 MHZ
MOBILE: 835.020 THROUGH 844.980 MHZ

LOCATION NO. 005:

LATITUDE: 32 02 04 N LONGITUDE: 090 56 06 W
APPROX. 2 MILES NORTH OF HWY. 462 ON HWY. 61
APPROX. 1800' EAST ON BLACK-TOP
CITY: PORT GIBSON COUNTY: CLAIBORNE
STATE: MISSISSIPPI

ANTENNA MARKINGS: A,H,I

FCC FORM 715A (DAY) AND FCC FORM 715 (NIGHT), DUAL LIGHTING. PARAGRAPH A
MODIFIED TO REQUIRE USE OF L-865 MEDIUM INTENSITY LIGHTS AT THE TOP AND MID
LEVELS 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. MOREOVER, 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.

FEDERAL
COMMUNICATIONS
COMMISSION



Exhibit 1
Page 2

ECC/MELLON SEP 16 1993

LUKAS, MCGOWAN, NACE & GUTIERREZ

CHARTERED
1819 H STREET, N.W.
SEVENTH FLOOR
WASHINGTON, D.C. 20006

COPY

CONSULTING ENGINEERS
THOMAS G. ADCOCK, P.E.
MEHRAN NAZARI
ALI KUZEHKANANI
SHAHRAM HOJATI, D.Sc.
JAMES R. LANDOLL, P.E.
LEROY A. ADAM

RUSSELL D. LUKAS
GERALD S. MCGOWAN
DAVID L. NACE
THOMAS GUTIERREZ
ELIZABETH R. SACHS
GEORGE L. LYON, JR.
PAMELA L. GIST
MARCI E. GREENSTEIN*
DAVID A. LAFURIA
BOB J. GOLDBERG
J. JUSTIN McCLURE**
MARILYN I. SUCHECKI***
HOPE HALPERN*

September 16, 1993

(202) 857-3500

TELECOPIER
(202) 842-4485

WRITER'S DIRECT DIAL

(202) 828-9473

* ADMITTED IN PENNSYLVANIA ONLY
** ADMITTED IN MISSISSIPPI ONLY
*** ADMITTED IN MASSACHUSETTS ONLY

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

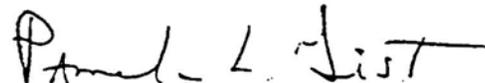
Dear Mr. Cimko:

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,



6 Pamela L. Gist

FCC 489 FEDERAL COMMUNICATIONS COMMISSION Approved by OMB 3060-0318 Expires 04/30/93 Washington, D.C. 20554 Est. Avg. Burden Hrs. Per Response: 3.62 Hrs.	FCC ONLY
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.	Call Sign or Other FCC Identifier KNKN 644
--	---

Assumed Name Used for Doing Business (if any)
 dna

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
---	--

2. Fee Data. Refer to 47 CFR Section 1.1105 or Common Carrier Services Fee Filing Guide for information.			FCC Use Only
(a) Fee Type Code CDC	(b) Fee Multiple (if required)	(c) Fee Due For Fee Type Code in 3(a) \$ 60.00	

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 St., NW, 7th Floor, Washington, D.C. 20006	Area Code - Telephone No. 202/ 857-3500
---	--

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 <input type="checkbox"/> Block A <input checked="" type="checkbox"/> Block B
--------------------------	---	--

7. This form is to notify or request that:

a. <input type="checkbox"/> Facilities have been constructed exactly in accordance with the authorization	Complete Item(s) 8
b. <input type="checkbox"/> An extension of time to complete construction is being requested	9 & 10
c. <input type="checkbox"/> Application is being submitted within 30 days after expiration of authorization, and reinstatement is requested	9, 10 & 11
d. <input type="checkbox"/> Facilities have been constructed with minor modifications from those authorized	12
e. <input checked="" type="checkbox"/> 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	13-19
f. <input type="checkbox"/> Assignor requests FCC records on facilities be returned to original status because partial assignment not completed within 60 days	1 - 7
g. <input type="checkbox"/> Permanent authorization is being requested prior to the expiration of a developmental authorization . . .	Any applicable item

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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "NO", answer items 9(b)-(d).	(b) From whom ordered? (If no order has been placed, so indicate).	(1) Date Ordered (2) Date Delivery Promised
---	--	--

(c) Has installation commenced? <input type="checkbox"/> Yes <input type="checkbox"/> No If "YES", submit as Exhibit _____ a description of the extent of installation and the date installation commenced.	(d) Estimated date by which construction can be completed
---	---

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 7, and include in referenced exhibit applicable pages of FCC 401 and exhibits attached thereto showing changes from representations made in granted application for authorization.

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. Change(s) 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

18. Proposed Location of Transmitter If Changed From Authorization

(a) Current		DNA		(b) Proposed		
(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 Loc. No.	

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

(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).

MISSISSIPPI RSA #8

WESTERN UNITED STATES 1:250,000



TOY ANGLE

WESTERN UNITED STATES 1:250,000

MISSISSIPPI AREA 1:250,000

FOOT BRIDGE CELL 011

CELL 1 - Fort Osage

SCALE 1:250,000

MISSISSIPPI AREA 1:250,000

FOOT BRIDGE CELL 011

WESTERN UNITED STATES 1:250,000

MISSISSIPPI AREA 1:250,000

FOOT BRIDGE CELL 011

CELL 1 - Fort Osage

SCALE 1:250,000

MISSISSIPPI AREA 1:250,000

FOOT BRIDGE CELL 011

Cellular Holding, Inc.
1306 Capital Towers Building
Jackson, Mississippi 39201

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

Market #500 Mississippi 8 - Claiborne

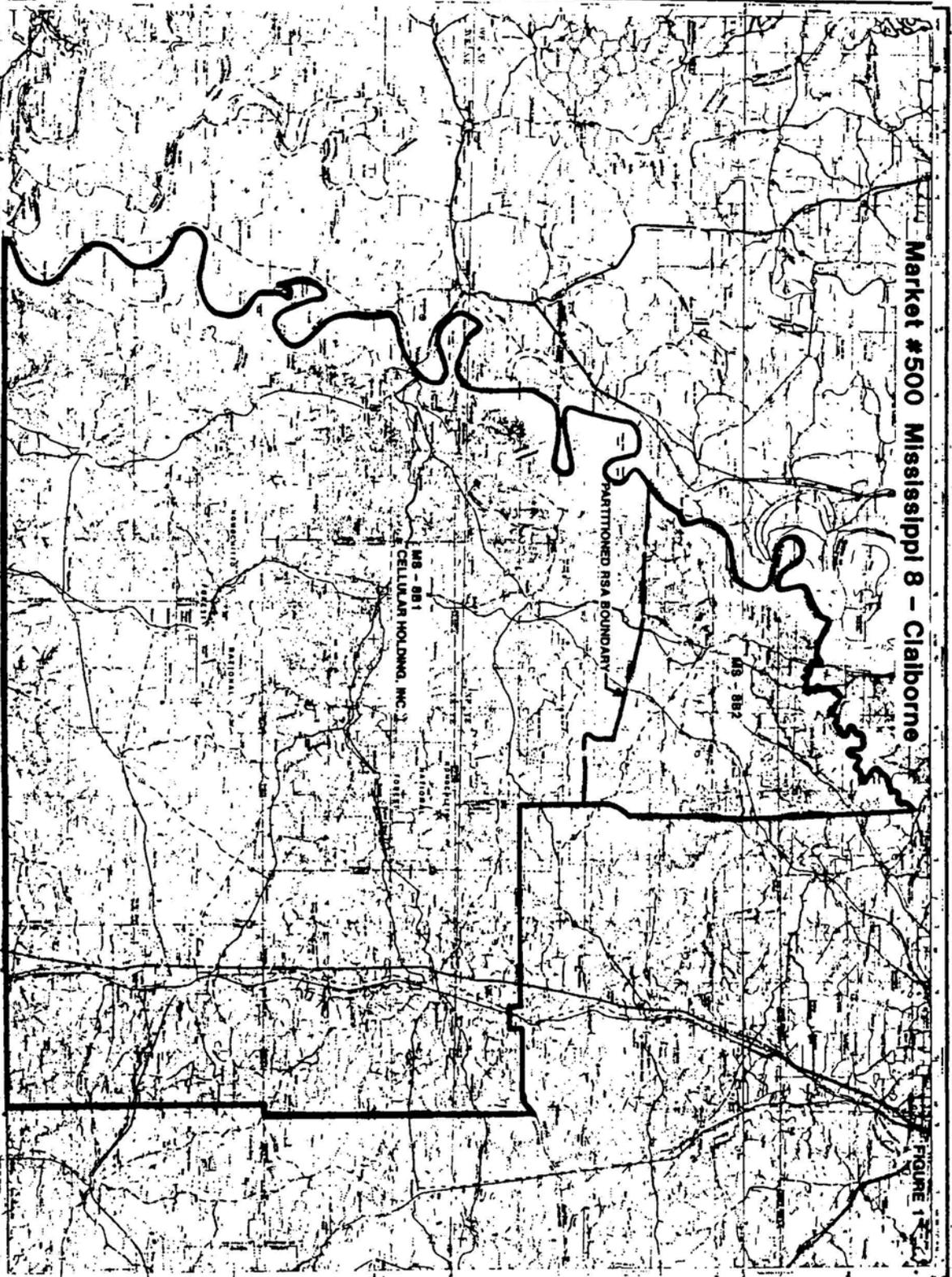


FIGURE 1

10/13/93

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? If "YES," give Call Sign: ► <u>KNKN644</u>	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO	2(a) Fee Submitted \$ 230.00
(b) Is this an amendment to a pending application If "YES," give File No.: ► _____	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	(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. 8(C).)

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

6. Type of Service (Mark "X" One)

- A. One-Way (Except Subsidiary Communications Authorization)
- B. Two-Way
- C. Both One-Way and Two-Way
- D. One-Way (Subsidiary Communications Authorization)
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:
► 500 ► 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.

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

- 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)	FCC Use Only Location No.
1. Present Location: Proposed Location	
2. Present Location: Proposed Location:	

10. Applicant is: (Mark "X" One) A. <input type="checkbox"/> Individual B. <input checked="" type="checkbox"/> Partnership C. <input type="checkbox"/> Unincorporated Association D. <input type="checkbox"/> Corporation	11. If applicant is a corporation (including joint stock companies), identify the state or country laws under which it is organized.
---	--

Place an "X" in the appropriate column.		YES	NO
12. Does the applicant certify that it complies with Section 310(b) of the Communications Act of 1934, as amended, and Section 22.4 of the Commission's Rules regarding alien ownership and control? If "NO," attach as Exhibit _____ a statement describing applicant's ownership or control by aliens.		X	
13. Is applicant directly or indirectly controlled by any other corporation? If "YES," give names and addresses of all such controlling corporations, including organization having ultimate control, in Exhibit <u>4</u> .		X	
14. Has applicant or any party to this application had any FCC station license or permit revoked or had any application for permit, license or renewal denied by this Commission? If "YES," attach as Exhibit _____ a showing giving call sign of license or permit revoked and relate circumstances.			X
15. Has any court finally adjudged the applicant, or any person directly or indirectly controlling the applicant, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If "YES," attach as Exhibit _____ a statement relating the facts.			X
16. Has the applicant, or any party to this application, or any person directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? If "YES," attach as Exhibit _____ a statement relating the facts.			X
17. Is applicant, or any person directly or indirectly controlling the applicant, presently a party in any pending matter referred to in Items 15 and 16? If "YES," show in Exhibit _____ a statement relating the facts.			X
18. Is applicant directly or indirectly, through stock ownership, contract, or otherwise currently interested in the ownership or control of any other licensed radio stations or pending applications for radio stations under Part 22 within 40 miles of the station applied for here? (See Sections 22.13(a) of FCC Rules and Regulations.) If "YES," show, for each, call sign (if known), file no. (if pending), service, base station location (city and state), frequency and name of licensee in Exhibit _____. (Item 18 does not apply to cellular applicants.)		DNA	
19. Has applicant been denied state certification for the facilities proposed in this application? 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 and attach copies of any relevant decisions.			X
20. Is this an application for one or more additional channels for which a loading study is required per Sections 22.16 and 22.516 of FCC Rules? If "YES," include required loading study as Exhibit _____. In the same Exhibit, show data on held orders or from a valid statistical survey or any other materials which demonstrate that the public interest would be served by grant of this application.			X
21. Is this application for more than one channel on a new system? If "YES," show, in Exhibit _____, data on held orders or from a valid statistical survey or any other materials which demonstrate that the public interest would be served by grant of this application.		DNA	

22. List below the Exhibits that are attached to this application.

Exhibit Number	Sec. and/or Item No. of Rule or Form	Exhibit Number	Sec. and/or Item No. of Rule or Form	Exhibit Number	Sec. and/or Item No. of Rule or Form
1	Item 31				
2	Item 37				
3	Item 37				
4	Item 13				
5	Public Interest				

6 Financials

CERTIFICATION

The APPLICANT 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 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 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).	23. Date 09/22/93	24. Typed Name of Person Signing Donald E. Steely
	25. Signature 	26. Title (Position Held by Person Signing Application) Sr. Vice President-Administration



* * * *

Exhibit 1

This 401 Application is being submitted as part of the assignment of 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

*MCTA is a Mississippi general partnership comprised of:

Jackson Cellular Corporation 1344 Capitol Towers Jackson, MS 39201	General Partner	50%
--	-----------------	-----

ALLTEL Mobile Communications of Mississippi, Inc. One Allied Drive Little Rock, Arkansas 72202	General Partner	50%
---	-----------------	-----

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.

EXHIBIT 5

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

41333

News media information 202/632-5050. Recorded listing of releases and texts 202/632-0002.
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 Mercury, 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 - Jaub RSA.

00868-CL-TC-1-94 Transfer of Control of Joplin Cellular Telephone Company, L.P., Station KNKA640 from Craw-Kan Telephone Cooperative, Inc. to United States Cellular Operating Company of Joplin, Market 239B - Joplin MSA.

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:

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