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PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
445 TWELFTH STREET, S.W.
WASHINGTON, D.C. 20554

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DA 09-1350

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Released: June 19, 2009

AT&T INC. AND CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS SEEK FCC CONSENT TO ASSIGN OR TRANSFER CONTROL OF LICENSES AND AUTHORIZATIONS AND MODIFY A SPECTRUM LEASING ARRANGEMENT

WT Docket No. 09-104

PLEADING CYCLE ESTABLISHED

Petitions to Deny Due:	**July 20, 2009**
Oppositions Due:	**July 30, 2009**
Replies Due:	**August 6, 2009**

I. INTRODUCTION

AT&T Inc. ("AT&T") and Cellco Partnership d/b/a Verizon Wireless and certain of its subsidiaries ("Verizon Wireless") (collectively, "the Applicants") have filed a series of applications ("Applications") pursuant to Sections 214 and 310(d) of the Communications Act of 1934, as amended.[1] In these applications, the Applicants seek Commission approval of the assignment or transfer of control of certain wireless licenses and related authorizations located in parts of 18 states held by Verizon Wireless and its subsidiaries from Verizon Wireless to AT&T. The Applicants also seek to modify an existing spectrum leasing arrangement in connection with this transaction. The Applicants state that this transaction implements most of the divestitures required by Verizon Wireless's acquisition of ALLTEL Corporation.[2] These assignment and transfer of control applications pertain to licenses and a *de facto* transfer spectrum leasing

[1] 47 U.S.C. §§ 214, 310(d).

[2] Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC for Consent to Transfer Control of Licenses, Authorizations, and Spectrum Manager and De Facto Transfer Leasing Arrangements and Petition for Declaratory Ruling That the Transaction Is Consistent with Section 310(b)(4) of the Communications Act, WT Docket No. 08-95, *Memorandum Opinion and Order and Declaratory Ruling*, , 23 FCC Rcd 17444, 17515-16 ¶¶ 157, 159 (2008) ("*Verizon-ALLTEL Order*"). Specifically, this proposed transaction would fulfill the required divestiture in 79 of the 105 CMAs set forth in the *Verizon-ALLTEL Order*.

arrangement for the Part 22 Cellular Radiotelephone Service, the Part 24 Personal Communications Service, the Part 27 Advanced Wireless Service, and the Part 101 Common Carrier Fixed Point-to-Point Microwave Service, as well as international Section 214 authorizations.

To accomplish this transaction, Verizon Wireless and its subsidiaries that hold the licenses and authorizations that are the subject of these Applications will contribute those licenses and authorizations (and related assets[3]) to a wholly-owned, indirect subsidiary of Verizon Wireless called Abraham Divestiture Company LLC ("ADC"). Verizon Wireless also will cause its indirect subsidiaries that collectively hold an approximate 94.9 percent interest in Las Cruces Cellular Telephone Company to contribute that interest to ADC. Simultaneously, the indirect Verizon Wireless subsidiary that is the parent of ADC will transfer its interest in ADC to AT&T Mobility LLC, an indirect subsidiary of AT&T, thereby causing ADC to become a wholly-owned, indirect subsidiary of AT&T.[4]

II. SECTION 310(d) APPLICATIONS

Parts 22, 24, 27, and 101 – Wireless Radio Services Applications

The following applications for consent to the full and partial assignment or transfer of control of certain licenses from Verizon Wireless to ADC, as owned and controlled by AT&T, have been assigned the file numbers listed below.

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[3] These related network and operational assets include, among other things, certain employees, retail sites, and customers. *See* Application, File No. 0003840313, Public Interest Statement at 6.

[4] The Applicants state that AT&T may elect to treat this transaction as part of a reverse like-kind exchange under section 1031 of the Internal Revenue Code, 26 U.S.C. § 1031. If so, the Applicants propose that the indirect Verizon Wireless subsidiary that is the parent of ADC will initially transfer its interest in ADC not to an indirect subsidiary of AT&T but instead to Garden Acquisitions Inc. ("GAI"), which would function as an exchange accommodation title holder. GAI would hold title to the interest in ADC for up to 180 days after the closing of this transaction. During this time period, AT&T would manage the subject licenses and authorizations. Upon the completion of the like-kind exchange or after 180 days, whichever comes earlier, GAI would transfer title to the interest in ADC to an indirect subsidiary of AT&T. The Applicants have stated that AT&T will notify the Commission promptly after the closing of this transaction whether it has elected to treat this transaction as part of a reverse like-kind exchange. For further discussion of this reverse like-kind exchange, see Application, File No. 0003840313, Public Interest Statement at 8 n.6 (filed May 22, 2009; amended June 5, 2009). We note that the Applicants have filed two Ownership Reports (Form 602) for the proposed transaction. One Form 602 shows the proposed ownership structure if ADC is transferred to AT&T directly, *see* AT&T, Ownership Report, File No. 0003847176 (filed May 21, 2009), while the other Form 602 shows the proposed ownership structure if the exchange accommodation title holder is utilized. *See* Abraham Divestiture Company LLC, Ownership Report, File No. 0003848307 (filed May 21, 2009). In order for the Commission to review the possible reverse like-kind exchange, the Applicants must all agreements between the Applicants and GAI prior to obtaining Commission consent to the transaction. Upon reviewing these agreements, the Commission may require the release of a subsequent public notice regarding this transaction.

File No.	Licensee	Lead Call Sign
0003840313[5]	ALLTEL Communications, LLC	KNKA543
0003841825	ALLTEL Communications, LLC	KNLG298
0003845294	Alltel Communications, LLC	WMJ261
0003841826	ALLTEL Communications of New Mexico, Inc.	KNKN216
0003841827	ALLTEL Communications of Southern Michigan Cellular LP	KNKA506
0003841830	ALLTEL Communications of the Southwest Limited Partnership	KNKN206
0003841832	Alltel Communications of Virginia No. 1, LLC	KNKA655
0003845295	Alltel Communications of Virginia No. 1, LLC	WLV528
0003841833	Alltel New License Sub, LLC	WQIF351
0003845109	Las Cruces Cellular Telephone Company	KNKA605
0003841837	Midwest Wireless Communications L.L.C. d/b/a Alltel	KNLG882
0003841834	Midwest Wireless Communications L.L.C. d/b/a Alltel	KNLF485
0003841842	Midwest Wireless Iowa L.L.C. d/b/a Alltel	WPOM853
0003841840	Midwest Wireless Iowa L.L.C. d/b/a Alltel	KNLG863
0003841902	WWC Holding Co., Inc.	KNKA571
0003841967	WWC Holding Co., Inc.	KNLF934
0003841846	WWC License L.L.C.	KNKA573
0003841843	WWC License L.L.C.	WPYQ942
0003845283	WWC License L.L.C.	WMK901
0003841868	Cellco Partnership	WQCS434
0003845282	New Par	WQHT227
0003841849	New Par	KNLF500
0003841851	RCC Minnesota, Inc.	WQFA857
0003841854	RCC Minnesota, Inc.	KNKN282
0003841852	RCC Minnesota, Inc.	WMR721
0003841857	Verizon Wireless (VAW) LLC	KNLH260

Part 24 – Wireless Radio Services Applications – De Facto Transfer Spectrum Lease

The following application for a new long-term *de facto* transfer spectrum leasing arrangement between New Cingular Wireless PCS, LLC, a wholly-owned subsidiary of AT&T, and Alltel Communications, LLC, a wholly-owned subsidiary of Verizon Wireless, has been assigned the file number listed below.[6]

[5] This application is the lead application for the wireless radio services.

[6] In this application, New Cingular Wireless PCS, LLC and Alltel Communications, LLC (collectively, "Spectrum Lease Applicants") seek Commission approval of a replacement lease for a portion of an existing lease of this spectrum between the Spectrum Lease Applicants. The lease is being modified to cancel that portion of the existing lease that pertains to the geographic area in which Alltel Communications, LLC is divesting spectrum to ADC as controlled by AT&T (the parent of the underlying licensee) through this transaction. The Spectrum Lease Applicants will subsequently notify the Commission of the termination of the existing leasing arrangement. *See* Application, File No. 0003847528, Description of Transaction at 1-2.

File No.	Lessee	Lead Lease ID Number
0003847528	Alltel Communications, LLC	L000003395

III. SECTION 214 AUTHORIZATIONS

The following applications for consent to the partial assignment of international Section 214 authorizations held by certain Verizon Wireless subsidiaries to ADC, as owned and controlled by AT&T, have been assigned the file numbers listed below.

File No.	Authorization Holder	Authorization Number
ITC-ASG-20090552-00244	Alltel Communications, LLC	ITC-214-19960404-00138
ITC-ASG-20090522-00241	Western Wireless, LLC	ITC-214-20010427-00254
ITC-ASG-20090522-00243	Cellco Partnership	ITC-214-20010504-00279
ITC-ASG-20090522-00242	Rural Cellular Corporation	ITC-214-19940224-00114
		ITC-214-19980401-00220

V. *EX PARTE* STATUS OF THIS PROCEEDING

Pursuant to Section 1.1200(a) of the Commission's rules,[7] the Commission may adopt modified or more stringent *ex parte* procedures in particular proceedings if the public interest so requires. We announce that this proceeding will be governed by permit-but-disclose *ex parte* procedures that are applicable to non-restricted proceedings under Section 1.1206 of the Commission's rules.[8]

Parties making oral *ex parte* presentations are directed to the Commission's statement reemphasizing the public's responsibility in permit-but-disclose proceedings and are reminded that memoranda summarizing the presentation must contain the presentation's substance and not merely list the subjects discussed.[9] More than a one- or two-sentence description of the views and arguments presented is generally required.[10] Other rules pertaining to oral and written presentations are set forth in Section 1.1206(b) as well.[11] We urge parties to use the Electronic Comment Filing System ("ECFS") to file *ex parte* submissions.[12]

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[7] 47 C.F.R. § 1.1200(a).

[8] *Id.* § 1.1206.

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

[10] *See* 47 C.F.R. § 1.1206(b)(2).

[11] *Id.* § 1.1206(b).

[12] *See* discussion *infra* Part VI.

VI. GENERAL INFORMATION

The assignment and transfer of control applications referenced herein have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules or policies. Final action on these applications will not be taken earlier than thirty-one days following the date of this Public Notice.[13]

Interested parties must file petitions to deny no later than July 20, 2009. Persons and entities that file petitions to deny become parties to the proceeding. They may participate fully in the proceeding, including seeking access to any confidential information that may be filed under a protective order, seeking reconsideration of decisions, and filing appeals of a final decision to the courts. Oppositions to such pleadings must be filed no later than July 30, 2009. Replies to such pleadings must be filed no later than August 6, 2009. All filings concerning matters referenced in this Public Notice should refer to DA 09-1350 and WT Docket No. 09-104, as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

Under the Commission's current procedures for the submission of filings and other documents,[14] submissions in this matter may be filed electronically (*i.e.*, though ECFS) or by hand delivery to the Commission's Massachusetts Avenue location.

- **If filed by ECFS,**[15] comments shall be sent as an electronic file via the Internet to http://www.fcc.gov/e-file/ecfs.html. In completing the transmittal screen, commenters should include their full name, Postal Service mailing address, and the applicable docket number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send an e-mail to ecfs@fcc.gov, and should include the following words in the body of the message, "get form <your e-mail address>." A sample form and directions will be sent in reply.

- **If filed by paper**, the original and four copies of each filing must be filed by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). The Commission's contractor, Natek, Inc., will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or

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[13] *See* 47 U.S.C. § 309(b).

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

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

fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class mail, Express Mail, and Priority Mail should be addressed to 445 12th Street, S.W., Washington, D.C. 20554. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

One copy of each pleading must be delivered electronically, by e-mail or facsimile, or if delivered as paper copy, by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (according to the procedures set forth above for paper filings), to: (1) the Commission's duplicating contractor, Best Copy and Printing, Inc., at FCC@BCPIWEB.COM or (202) 488-5563 (facsimile); (2) Erin McGrath, Mobility Division, Wireless Telecommunications Bureau, at erin.mcgrath@fcc.gov or (202) 418-7447 (facsimile); (3) Stacy Ferraro, Spectrum and Competition Policy Division, Wireless Telecommunications Bureau, at stacy.ferraro@fcc.gov or (202) 418-7447 (facsimile); (4) Linda Ray, Broadband Division, at linda.ray@fcc.gov or (202) 418-8188 (facsimile); (5) David Krech, Policy Division, International Bureau, at david.krech@fcc.gov or (202) 418-2824 (facsimile); (6) Jim Bird, Office of General Counsel, at jim.bird@fcc.gov or (202) 418-1234; and (7) Neil Dellar, Office of General Counsel, at neil.dellar@fcc.gov or (202) 418-1234 (facsimile).

Copies of the applications and any subsequently-filed documents in this matter may be obtained from Best Copy and Printing, Inc. in person at 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, via telephone at (202) 488-5300, via facsimile at (202) 488-5563, or via e-mail at FCC@BCPIWEB.COM. The applications and any associated documents are also available for public inspection and copying during normal reference room hours at the following Commission office: FCC Reference Information Center, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. The applications are also available electronically through the Commission's ECFS, which may be accessed on the Commission's Internet website at http://www.fcc.gov. In addition, applications filed under Parts 22, 24, 27, and 101 of the Commission's rules are available electronically through ULS, which may be accessed on the Commission's Internet website. Additional information regarding the transaction will be available on the FCC's Office of General Counsel's website, http://www.fcc.gov/ogc, which will contain a fully indexed, unofficial listing and electronic copies of all materials in this docket. Alternate formats of this public notice (computer diskette, large print, audio recording, and Braille) are available to persons with disabilities by contacting Brian Millin at (202) 418-7426 (voice), (202) 418-7365 (TTY), or by sending an e-mail to access@fcc.gov.

For further information, contact Erin McGrath, Mobility Division, Wireless Telecommunications Bureau, at (202) 418-2042, or Stacy Ferraro, Spectrum Competition and Policy Division, Wireless Telecommunications Bureau, at (202) 418-0795.

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