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Submitted: 06/05/2009 at 16:45:04

File Number: 0003840313

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FCC 603 FCC Application for Assignments of Authorization and Transfers of Control:
Main Form Wireless Telecommunications Bureau
Public Safety and Homeland Security Bureau

Approved by OMB

3060 - 0800

See instructions for
public burden estimate

General Information

1) Application Purpose (Select only one) (AM)	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal
NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number: 0003840313
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(Y) <u>Yes</u> No
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003840313
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y) <u>Yes</u> No
4) Are attachments being filed with this application?	(Y) <u>Yes</u> No

Fees and Waivers

5a) Is the applicant exempt from FCC application fees? <small>If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.</small>	(N) <u>Yes</u> No
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? <small>If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.</small>	(N) <u>Yes</u> No
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? <small>If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.</small>	(N) <u>Yes</u> No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: _____

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N) <u>Yes</u> No
8a) The Assignment of Authorization or Transfer of Control is:	(X) Voluntary () Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) / /
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	(N) <u>Yes</u> No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	() <u>Yes</u> No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) / /
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? <small>If 'Y', complete Schedule B and, if applicable, Schedule C.</small>	(N) <u>Yes</u> No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	(N) <u>Yes</u> No

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: (T)

Sale or other assignment of assets Court order Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): _____

Designated Entity Information (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	() <u>Y</u> es <u>N</u> o
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	() <u>Y</u> es <u>N</u> o
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	() <u>Y</u> es <u>N</u> o

Competition-Related Information

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	(N) <u>Y</u> es <u>N</u> o
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	(N) <u>Y</u> es <u>N</u> o
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	(Y) <u>Y</u> es <u>N</u> o

Broadband Radio Service and Educational Broadband Service Information

15a) Will the requested facilities be used to provide multichannel video programming?	() <u>Y</u> es <u>N</u> o
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities? If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	() <u>Y</u> es <u>N</u> o
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	() <u>Y</u> es <u>N</u> o

Assignor/Licensee Information

17) Assignor/Licensee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> Corporation	<input checked="" type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
18) FCC Registration Number (FRN): 0017176645			
19) First Name (if individual):	MI:	Last Name:	Suffix:
20) Legal Entity Name (if not an individual): ALLTEL Communications, LLC			
21) Attention To: Michael Samscock			
22) P.O. Box:	And /Or	23) Street Address: 1300 Eye Street, NW – Suite 400 West	
24) City: Washington	25) State: DC	26) Zip Code: 20005	
27) Telephone Number: (202)589-3768		28) Fax Number: (202)589-3750	
29) E-Mail Address: michael.samscock@verizonwireless.com			

30) Demographics of Assignor/Licensee (Optional):

Race:	Ethnicity:	Gender:
<input type="checkbox"/> American Indian or Alaska Native	<input type="checkbox"/> Hispanic or Latino	<input type="checkbox"/> Male
<input type="checkbox"/> Asian	<input type="checkbox"/> Not Hispanic or Latino	<input type="checkbox"/> Female
<input type="checkbox"/> Black or African-American		
<input type="checkbox"/> Native Hawaiian or Other Pacific Islander		
<input type="checkbox"/> White		

Assignor/Licensee Contact Representative

31) First Name: Nancy	MI: J	Last Name: Victory	Suffix:
32) Company Name: Wiley Rein LLP			
33) Attention To:			
34) P.O. Box:	And /Or	35) Street Address: 1776 K Street, NW	
36) City: Washington	37) State: DC	38) Zip Code: 20006	
39) Telephone Number: (202)719-7344		40) Fax Number: (202)719-7207	
41) E-Mail Address: nvictory@wileyrein.com			

Transferor Information (for Transfers of Control only)

42) Transferor is a(n); (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium	<input type="checkbox"/> Other: _____	
43) FCC Registration Number (FRN):			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual):			
46) Attention To:			
47) P.O. Box:	And /Or	48) Street Address:	
49) City:	50) State:	51) Zip Code:	
52) Telephone Number:		53) Fax Number:	
54) E-Mail Address:			

55) Demographics of Transferor (Optional):

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Transferor Contact Representative

56) First Name:	MI:	Last Name:	Suffix:
57) Company Name:			
58) Attention To:			
59) P.O. Box:	And /Or	60) Street Address:	
61) City:	62) State:	63) Zip Code:	
64) Telephone Number:		65) Fax Number:	
66) E-Mail Address:			

Assignee/Transferee Information

67) Assignee/Transferee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input checked="" type="checkbox"/> Limited Liability Company			
<input type="checkbox"/> Other: _____			
68) FCC Registration Number (FRN): 0018787986			
69) First Name (if individual):	MI:	Last Name:	Suffix:
70) Legal Entity Name (if not an individual): Abraham Divestiture Company LLC			
71) Attention To: Michael P. Goggin			
72) Real Party in Interest FCC Registration Number (FRN): 0005193701			
73) Name of Real Party in Interest: AT&T Inc.			
74) P.O. Box:	And /Or	75) Street Address: 1120 Twentieth Street, N.W., Suite 1000	
76) City: Washington		77) State: DC	78) Zip Code: 20036
79) Telephone Number: (202)457-2055		80) Fax Number: (202)457-3073	
81) E-Mail Address: mg7268@att.com			

82) Demographics of Assignee/Transferee (Optional):

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
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Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

83) First Name: Michael	MI: P	Last Name: Goggin	Suffix:
84) Company Name: AT&T Mobility LLC			
85) Attention To:			
86) P.O. Box:	And /Or	87) Street Address: 1120 Twentieth Street, N.W., Suite 1000	
88) City: Washington		89) State: DC	90) Zip Code: 20036
91) Telephone Number: (202)457-2055		92) Fax Number: (202)457-3073	
93) E-Mail Address: mg7268@att.com			

Ownership Disclosure Information

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(<input checked="" type="checkbox"/>) <u>Yes</u> <u>No</u>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: <u>0003847176</u>

Alien Ownership Information

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>

Basic Qualification Information

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee 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?	(<input type="checkbox"/>) <u>Yes</u> <u>No</u>

Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

103) First Name: Michael	MI:	Last Name: Samsock	Suffix:
104) Title: Authorized Representative			
Signature: Michael Samsock			105) Date: 06/05/2009
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS 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).			

Assignee/Transferee Certification Statements

- 1) The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.

- 2) The Assignee/Transferee 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.

- 3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.*
*If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.

- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

- 6) The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.

- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name: Michael	MI: P	Last Name: Goggin	Suffix:
107) Title: Assistant Secretary of Manager			
Signature: Michael P Goggin			108) Date: 06/05/2009
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS 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).			

Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKA543	CL - Cellular						Y
KNKN245	CL - Cellular						Y
KNKN725	CL - Cellular						Y
KNKN758	CL - Cellular						Y
WLN684	CF - Common Carrier Fixed Point to Point Microwave						Y
WLN685	CF - Common Carrier Fixed Point to Point Microwave						Y
WLN686	CF - Common Carrier Fixed Point to Point Microwave						Y
WLV298	CF - Common Carrier Fixed Point to Point Microwave						Y
WLV349	CF - Common Carrier Fixed Point to Point Microwave						Y
WLV353	CF - Common Carrier Fixed Point to Point Microwave						Y
WMG769	CF - Common Carrier Fixed Point to Point Microwave						Y
WMG770	CF - Common Carrier Fixed Point to Point Microwave						Y
WMM928	CF - Common Carrier Fixed Point to Point Microwave						Y
WMN469	CF - Common Carrier Fixed Point to Point Microwave						Y
WMN889	CF - Common Carrier Fixed Point to Point Microwave						Y
WMQ361	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOQ665	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOQ666	CF - Common Carrier Fixed Point to Point Microwave						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WPTM864	CF - Common Carrier Fixed Point to Point Microwave						Y
WPTN212	CF - Common Carrier Fixed Point to Point Microwave						Y
WPTN584	CF - Common Carrier Fixed Point to Point Microwave						Y
WPTQ860	CF - Common Carrier Fixed Point to Point Microwave						Y
WPVA651	CF - Common Carrier Fixed Point to Point Microwave						Y
WPVV651	CF - Common Carrier Fixed Point to Point Microwave						Y
WPXJ507	CF - Common Carrier Fixed Point to Point Microwave						Y
WPYK282	CF - Common Carrier Fixed Point to Point Microwave						Y
WQFV209	CF - Common Carrier Fixed Point to Point Microwave						Y

Attachment(s):

Type	Description	Date Entered
O	<u>Explanation of Amendment</u>	06/05/2009
O	<u>Appendix B - Competitors Chart (Amended)</u>	06/05/2009
O	<u>Appendix A - Spectrum Aggregation Chart (Amended)</u>	06/05/2009
O	<u>Ex. 1 - Public Interest Statement (Amended)</u>	06/05/2009
O	<u>Ex. 4 - Limitation on Signature Authority</u>	05/22/2009
O	<u>Ex. 3 - Qualification of Exchange Accomodation Title Holder</u>	05/22/2009
O	<u>Ex. 2 Appendix C - Wireless Systems Map</u>	05/22/2009

**Description of Transaction,
Public Interest Showing and
Related Demonstrations**

INTRODUCTION AND EXECUTIVE SUMMARY

AT&T is seeking the Commission's approval to purchase wireless systems serving 1.5 million customers in 18 states from Verizon Wireless, which is selling the systems to meet divestiture obligations from its merger with ALLTEL. As a result of this transaction, AT&T will for the first time provide wireless service -- including 3G UMTS broadband services -- to consumers in 49 cellular market areas ("CMAs") across large parts of Montana, North Dakota, South Dakota, Wyoming, Kansas, and surrounding states. AT&T also will expand its currently small presence in 30 other CMAs.

There is no question that this transaction will bring the kinds of consumer and public interest benefits that the Commission has recognized in the past -- and that it will do so primarily in rural areas. The transaction will also enhance competition in the market for mobile telephony/broadband services, and will not harm competition in any market.

The rural communities affected by this transaction will benefit from having AT&T as a more vibrant competitor. In particular, as customers are migrated to GSM, AT&T will be able to offer them access to its 3G broadband network and an industry-leading Wi-Fi network with nearly 20,000 hotspots in the United States and more than 80,000 worldwide. Moreover, these customers will enjoy a host of improved services and features, such as rollover minutes; free mobile-to-mobile calling to 78 million lines; a wide choice of pricing plans; reduced roaming charges due to AT&T's vast calling area; a broad array of handsets; and the best wireless coverage worldwide, including international roaming voice services in more than 215 countries, data services in more than 170 countries, and 3G services in more than 80 countries. In addition, rural customers should benefit greatly due to AT&T's significant disaster response capabilities.

The benefits of the transaction will not be limited to the customers of the divested systems. Rather, all AT&T customers will be able to enjoy an improved calling experience from the enhanced network coverage that will result from this transaction. The increased amount of "on-net" coverage also will reduce the marginal cost of providing service, and the Commission has repeatedly recognized that such cost reductions will benefit consumers.

This highly complementary transaction raises no competitive issues. AT&T will be a new entrant in most of those CMAs, and has only a small presence in the others. Competition thus will be enhanced, with AT&T and Verizon Wireless competing head-to-head in each CMA -- as well as against other competitors. There are also no spectrum aggregation concerns, since the Commission's initial spectrum screen is not even reached in 77 of the 79 CMAs, and numerous competitors and potential competitors hold spectrum in the remaining CMAs.

In view of the clear public interest benefits, as well as the absence of competitive harm, these applications should be approved quickly and without conditions.

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Attachments

- Appendix A: Spectrum Aggregation Chart
- Appendix B: Competitors Chart
- Appendix C: Map

**DESCRIPTION OF TRANSACTION,
PUBLIC INTEREST SHOWING
AND RELATED DEMONSTRATIONS**

I. OVERVIEW

These Applications¹ seek the Commission's approval of the assignment or transfer from Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless") to AT&T Inc. ("AT&T") of certain cellular, PCS, AWS, and microwave licenses located mostly in rural areas in parts of 18 states, together with derivative international Section 214 authority.² This transaction implements most of the divestitures required by the Commission and the Department of Justice ("DOJ") as a condition to approval of Verizon Wireless's acquisition of ALLTEL Corporation ("ALLTEL").³ As shown below, the proposed transaction provides public interest benefits and increases competition. The Commission therefore should approve these Applications quickly without any conditions.

¹ The Applicants are filing 25 Form 603 Wireless Assignment Applications, one Form 603 Wireless Transfer of Control Application, one Form 608 New Spectrum Lease Application, and four International Section 214 Partial Assignment Applications. AT&T also is filing a current and proposed Form 602 ownership report and Abraham Divestiture Company LLC is filing a proposed Form 602 ownership report.

² AT&T, through its subsidiary AT&T Mobility LLC, seeks to acquire control of licenses in parts of Alabama, Arizona, California, Colorado, Iowa, Kansas, Michigan, Minnesota, Montana, Nebraska, Nevada, New Mexico, North Dakota, South Dakota, Tennessee, Utah, Virginia, and Wyoming. These CMAs comprise all of the CMAs in 12 of the clusters designated in the Final Judgment and Modified Final Judgments, as well as the CMAs that were not clustered. See Final Judgment, *United States v. Verizon Commc'ns*, Case No. 1:08-cv-01878 (D.D.C. signed Apr. 23, 2009); Modified Final Judgment, *United States v. Bell Atlantic Corp., GTE Corp. & Vodafone AirTouch PLC*, Case No. 1:99CV01119 (D.D.C. filed Dec. 30, 2008); and, Modified Final Judgment, *United States & State of Minn. v. Alltel Corp. & Midwest Wireless Holdings L.L.C.*, Case No. 06-3631 (D. Minn. signed Oct. 31, 2008).

³ *In re 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 Dkt No. 08-95, Memorandum Opinion and Order and Declaratory Ruling, FCC 08-258, ¶¶ 157, 159 (rel. Nov. 10, 2008) ("Verizon/ALLTEL Order").

II. DESCRIPTION OF THE APPLICANTS AND THEIR EXISTING BUSINESSES

AT&T provides wireless, high-speed Internet access, local and long distance voice, video, and directory publishing and advertising services. Verizon Wireless provides wireless voice and data services. The Commission has concluded repeatedly that AT&T has the qualifications required by the Communications Act to control Commission authorizations,⁴ and nothing has changed to disturb this conclusion. There is also no question about Verizon Wireless's character or qualifications to hold Commission authorizations.⁵

⁴ See *In re Application of Aloha Spectrum Holdings Company LLC and AT&T Mobility II LLC Seeking FCC Consent for Assignment of Licenses and Authorizations*, Memorandum Opinion and Order, 23 FCC Rcd. 2234, 2236, ¶ 8 (2008) (“*AT&T Mobility/Aloha Order*”); *In re Applications of AT&T Inc. and Dobson Commc 'ns Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 22 FCC Rcd. 20,295, 20,303, ¶ 11 (2007) (“*AT&T/Dobson Order*”); *In re AT&T Inc. and BellSouth Corp. Application for Transfer of Control*, Memorandum Opinion and Order, 22 FCC Rcd. 5662, 5758, ¶ 194 (2007) (“*AT&T/BellSouth Order*”); *In re SBC Commc 'ns Inc. and AT&T Corp. Applications for Approval of Transfer of Control*, Memorandum Opinion and Order, 20 FCC Rcd. 18,290, 18,379-81, ¶¶ 173-76 (2005) (“*SBC/AT&T Order*”); *In re Applications of AT&T Wireless Servs., Inc. and Cingular Wireless Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 19 FCC Rcd. 21,522, 21,548, ¶ 48 (2004) (“*Cingular/AT&T Wireless Order*”); *In re Applications of SBC Commc 'ns Inc. and BellSouth Corp.*, Memorandum Opinion and Order, 15 FCC Rcd. 25,459, 25,465-66, ¶¶ 14-17 (WTB & IB 2000) (“*Cingular Order*”); *In re Applications of Ameritech Corp. and SBC Commc 'ns Inc.*, Memorandum Opinion and Order, 14 FCC Rcd. 14,712, 14,950, ¶¶ 571-73 (1999) (subsequent history omitted) (“*SBC/Ameritech Order*”).

⁵ See, e.g., *Verizon/ALLTEL Order* ¶ 33; *In re Applications of Northcoast Communications, LLC and Cellco Partnership d/b/a Verizon Wireless*, Memorandum Opinion and Order, 18 FCC Rcd. 6490 (CWD, WTB 2003) (“*Northcoast Order*”); *Wireless Telecommunications Bureau and International Bureau Grant Consent for Assignment or Transfer of Control of Wireless Licenses and Authorizations from Price Communications Corp. to Cellco Partnership d/b/a Verizon Wireless*, Public Notice, 16 FCC Rcd. 7155 (2001); *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications Action*, Public Notice, Rpt. No. 2086, 2005 WL 486527 (Mar. 2, 2005) (granting applications of NextWave Telecommunication Inc. and Cellco Partnership d/b/a Verizon Wireless seeking FCC approval of the proposed transfer of control of licenses held by NextWave Personal Communications Inc., Debtor-In-Possession, and NextWave Power Partners Inc., Debtor-In-Possession); *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications Action*, Public Notice, Rpt. No. 2018, 2004 WL 2913360 (Dec. 15, 2004) (granting applications of Qwest Wireless, LLC and Cellco Partnership d/b/a Verizon Wireless

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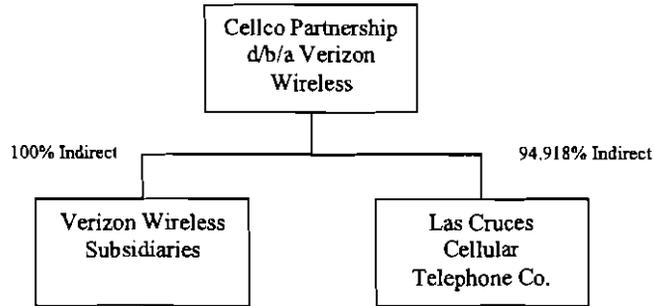
III. DESCRIPTION OF THE TRANSACTION

Verizon Wireless is selling wireless systems in 79 CMAs to AT&T. Of these, 65 are former ALLTEL systems, 11 are former systems of Rural Cellular Corporation ("RCC"), and three are Verizon Wireless systems. The sale includes not only wireless licenses and leases, but also related network and operational assets, including, among other things, certain employees, retail sites, and customers. These systems serve approximately 1.5 million customers in mostly rural areas in 18 states. As Appendix C illustrates, most of these systems are located in the Rocky Mountains and Great Plains states. This transaction fulfills the divestiture requirements of the *Verizon/ALLTEL Merger Order* in 79 of 105 CMAs.

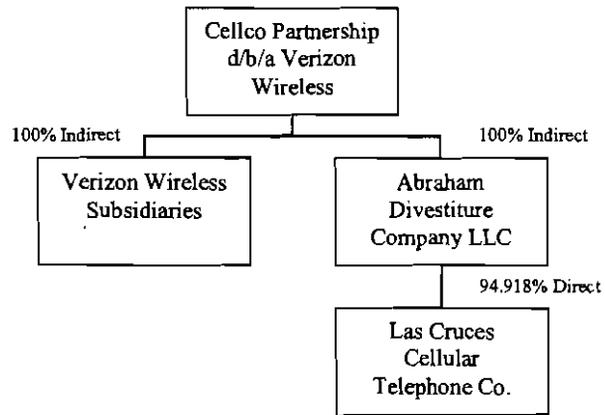
Under the proposed transaction, Verizon Wireless and its direct and indirect subsidiaries that hold the licenses and authorizations that are the subject of these Applications will contribute those licenses and authorizations (and related assets) to a wholly owned indirect subsidiary of Verizon Wireless called Abraham Divestiture Company LLC ("ADC"). Verizon Wireless also will cause its indirect subsidiaries that collectively hold a 94.9180% interest in Las Cruces Cellular Telephone Company to contribute that interest to ADC.

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seeking FCC consent to the assignment of 62 broadband Personal Communications Services
licenses).

Current Structure



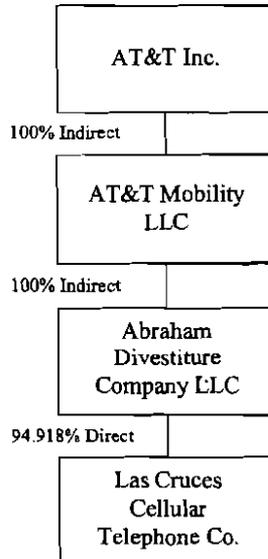
Post-Consummation of Step 1



Then, in exchange for \$2.35 billion in cash, the indirect Verizon Wireless subsidiary that is the parent of ADC will transfer its interest in ADC to an indirect subsidiary of AT&T, thereby causing ADC to become a wholly owned indirect subsidiary of AT&T.⁶

⁶ AT&T may elect to treat this transaction as part of a reverse like-kind exchange under 26 U.S.C. § 1031. If so, the indirect Verizon Wireless subsidiary that is the parent of ADC will 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 (and thus exercise *de jure* control, as that term has been used in the Commission’s precedents) over the licenses and authorizations that are the subject of these Applications for up to 180 days after the closing of this transaction. During this time period, AT&T would manage these licenses and authorizations pursuant to a lease (and, with respect to Las Cruces Cellular Telephone Company, AT&T would operate it pursuant to a management agreement) with ADC and thus exercise *de facto* control, as that term has been used in the Commission’s precedents. Under the contractual relationship among GAI, ADC, and AT&T, GAI will “have no discretion to act in regard to any aspect of [the] operations [of the systems being acquired], except as ordered by [AT&T] or with [AT&T]’s consent.” *See In re Media Gen. Communications, Inc. (Assignor) & MG Broad., LLC, as E.A.T.*, Memorandum Order and Opinion, 21 FCC Rcd. 7669, 7670, ¶ 4 (2006) (determining a similar arrangement left the managing party with *de facto* control). “[A]ll of the benefits and burdens of the [systems’] operations will flow directly to [AT&T]. Revenue and losses will not flow through [GAI], but will instead flow directly to [AT&T]. The only [net]income [GAI] will receive is a flat fee from [AT&T].” *See id.* AT&T also will be responsible for all FCC and other regulatory filings associated with these systems. *See id.* 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 and thereby relinquish *de jure* control over these licenses and authorizations. The lead Form 603 for this transaction contains an exhibit providing certain factual information about GAI. *See* File No. 0003840313. Likewise, ADC has filed a Form 602 detailing its proposed ownership immediately after closing if AT&T elects to treat this transaction as part of a reverse like-kind exchange. *See* File No. 0003848307. As demonstrated in these filings, GAI’s ownership of ADC raises no issues under Section 310(b) of the Act, 47 U.S.C. § 310(b) and GAI possesses the character qualifications to control a Commission licensee. Because AT&T will have full financial and technical responsibility for the systems, there likewise should be no question as to GAI’s financial and technical qualifications to control ADC. 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.

Post-Consummation of Step 2



IV. THE STANDARD OF REVIEW

In deciding whether to grant these applications under sections 214(a) and 310(d) of the Communications Act of 1934, as amended,⁷ the Commission must first assess whether the proposed transaction complies with the specific provisions of the Communications Act, other applicable statutes, the Commission's rules, and federal communications policy. The Commission then weighs any potential public interest harms of the proposed transaction against the potential public interest benefits. The Applicants bear the burden of proving, by a preponderance of the evidence, that the proposed transaction, on balance, serves the public interest.⁸

⁷ See 47 U.S.C. §§ 214(a), 310(d).

⁸ See, e.g., *AT&T/Dobson Order* at 20,302, ¶ 10; *AT&T/BellSouth Order* at 5672, ¶ 19; *SBC/AT&T Order* at 18,300, ¶ 16; *Cingular/AT&T Wireless Order* at 21,543, ¶ 40.

This transaction does not violate any law or rule. Nor does it impede the realization of the objectives of the Communications Act or the Commission's ability to implement the Act. To the contrary, this transaction implements government-ordered divestitures to protect the public interest and will result in a number of public interest benefits and increase competition. Accordingly, these Applications should be approved by the Commission expeditiously and without conditions.

V. THE TRANSACTION WILL SERVE THE PUBLIC INTEREST

The transaction's public interest benefits extend well beyond satisfaction of a substantial portion of the divestiture obligations imposed by the *Verizon/ALLTEL Order*. By enabling AT&T to enter numerous new service areas, the transaction will make available AT&T's 3G UMTS technology and other next-generation wireless services in rural areas, which is a key goal of the Administration's broadband policies. Customers in these areas will enjoy a wider range of service features, such as free mobile-to-mobile calling, rollover minutes, access to over 20,000 Wi-Fi hotspots in the United States, access to a wide variety of applications through AT&T's MEdia Net and MEdia Mall, and access to AT&T's 3G network. All AT&T customers will benefit from the transaction's expansion of GSM network coverage and the consequent improvement in the wireless calling experience. The Commission has repeatedly acknowledged near-term, verifiable, transaction-specific public interest benefits like these in prior merger analyses and should do so here.⁹

⁹ In the *Verizon/ALLTEL Order*, the Commission concluded that that transaction was likely to result in transaction specific public interest benefits very similar to those that will result here, including increased network coverage, expanded and improved services and features, roll-out of next generation services, improvements in service quality, and efficiencies and economies of scale and scope. See *In re Applications of Celco P'ship 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*
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A. The Transaction Implements Government-Mandated Divestitures and Enhances Competition in the Divested Market Areas

This transaction satisfies the divestiture obligations of the *Verizon/ALLTEL Order* in 79 CMAs without any adverse effect on competition,¹⁰ and replaces the prior provider with a robust national competitor, AT&T, which has no or little presence in these 79 CMAs. Indeed, in 49 of the 79 divestiture CMAs, comprising most of the divestiture areas in Kansas, Montana, North Dakota, South Dakota and Wyoming, AT&T currently does not even offer retail wireless plans.

Consumers will benefit from the increased choices fostered by AT&T's offering its services in these areas, as well as by the enhanced competition, including head-to-head competition between the two largest national carriers, which benefits all consumers. Moreover, with its national network, array of services, rate plans, handsets and resources, AT&T will provide the divested customers with more choices than they enjoy today, as described below,

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the Transaction is Consistent with Section 310(b)(4) of the Commc'ns Act, WT Dkt No. 08-95, Memorandum Opinion and Order and Declaratory Ruling, FCC 08-258, ¶ 156 (rel. Nov. 10, 2008) ("*Verizon/ALLTEL Order*"). See also *In re Applications of Celco P'ship d/b/a Verizon Wireless and Rural Cellular Corp. for Consent to Transfer Control of Licenses, Authorizations, and Spectrum Manager Leases and Petitions for Declaratory Ruling that the Transaction Is Consistent with Section 310(b)(4) of the Commc'ns Act*, Memorandum Opinion and Order and Declaratory Ruling, 23 FCC Rcd. 12,463, 12,504-06, ¶¶ 91-95 (2008) ("*Verizon/RCC Order*"); *AT&T/Dobson Order* at 20,330-32, ¶¶ 73-77; *In re Midwest Wireless Holdings, L.L.C. and ALLTEL Commc'ns, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 21 FCC Rcd. 11,526, 11,564-66, ¶¶ 105-109 (2006) ("*Midwest Wireless Order*"); *In re Applications of Nextel Commc'ns, Inc. and Sprint Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd. 13,967, 14,013-14, ¶¶ 129-130 (2005) ("*Sprint/Nextel Order*"); *In re Applications of W. Wireless Corp. and ALLTEL Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd. 13,053, 13,100-02, ¶¶ 132-137 (2005) ("*Western Wireless Order*"); *Cingular/AT&T Wireless Order* at 12,599-600, ¶¶ 201-06.

¹⁰ *Verizon/ALLTEL Order* ¶¶ 157, 159 (requiring divestiture in those markets where it found that the Verizon/ALLTEL merger "would be likely to cause significant competitive harm" and to "ensure that any potential harms posed by this transaction [would] be outweighed by the . . . public interest benefits").

and will offer more vigorous competition to Verizon Wireless and other competitors than ALLTEL was able to provide in these areas.

B. The Transaction Will Enhance the Provision of Wireless Services and Improve the Customer Experience in Rural Communities

The Commission has long recognized that increasing the diversity and range of features and services available to customers, as well as increasing the geographic reach of a wireless carrier's network, is in the public interest.¹¹ This is clearly the case with this transaction, which will make available to customers in the rural communities affected by this transaction the range of services available on AT&T's national network, which serves more than 78 million customers in the United States.¹² In addition, AT&T's international roaming agreements will provide customers with voice service in more than 215 countries, data services in more than 170 countries, and 3G coverage in more than 80 countries.¹³ The benefits in the provision of wireless service to rural communities that this transaction creates -- including providing access to AT&T's 3G broadband network and the largest number of privately-owned Wi-Fi hotspots -- are summarized below.

¹¹ See, e.g., *AT&T/Dobson Merger Order* ¶¶ 73-82; *In re Midwest Wireless Holdings, L.L.C. and Alltel Communications, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 21 FCC Rcd. 11,526, 11,564-67, ¶¶ 105-09, 111-12 (2006) ("*Midwest Wireless Order*"); *In re Applications of Western Wireless Corp. and Alltel Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd. 13,053, 13,101-04, ¶¶ 135-36, 138-40 (2005) ("*Western Wireless Order*"); *In re Applications of Nextel Communications, Inc. and Sprint Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd. 13,967, 14,013-14, ¶¶ 129-130 (2005) ("*Sprint/Nextel Order*"); *Cingular/AT&T Wireless Order* ¶¶ 216-20.

¹² AT&T Inc., Quarterly Report (Form 10-Q), at 18 (May 7, 2009).

¹³ AT&T Inc., 2008 Annual Report at 7 (2009) ("AT&T 2008 Annual Report"), available at http://www.att.com/Common/about_us/annual_report/pdfs/2008ATT_FullReport.pdf; News Release, AT&T to Acquire Divestiture Properties from Verizon Wireless, Enhance Network Coverage and Customer Service (May 8, 2009).

1. The Transaction Will Expand Network Coverage for Rural Communities

The public interest benefits in expanding the geographic reach of a wireless carrier's network are clear.¹⁴ As a result of this transaction, AT&T will gain a retail wireless network presence in numerous CMAs, covering a wide area of the Great Plains and Rocky Mountain states, where it currently does not offer retail service. AT&T will be able to integrate quickly ALLTEL's GSM network with its own, and AT&T will overbuild the divested CDMA networks to GSM to enable a smooth migration of those customers to GSM. The result will be improved network coverage for customers of both the divested systems and AT&T. Subscribers in these service areas will be able to enjoy the benefits of AT&T's 3G broadband network,¹⁵ which already serves nearly 350 major metropolitan areas, and plans call for continued growth with 20 more by the end of 2009.¹⁶ Subscribers will also have access to the nation's largest number of privately owned Wi-Fi hotspots. In addition, AT&T customers outside the 79 affected CMAs will benefit by being able to access additional geographic areas on-net rather than through roaming, which will give service a more consistent look and feel in these areas.

¹⁴ See, e.g., *Midwest Wireless Order* at 11,566-67, ¶¶ 111-12; *Western Wireless Order* at 13,102-04, ¶¶ 138-40; *Cingular/AT&T Wireless Order* at 21,604-05, ¶¶ 216-20. As the Commission has previously concluded, "operators with larger footprints[,] can achieve economies of scale and increased efficiencies compared to operators with smaller footprints." *Thirteenth CMRS Competition Report* (Jan. 16, 2009) at ¶ 52.

¹⁵ News Release, AT&T to Acquire Divestiture Properties from Verizon Wireless, Enhance Network Coverage and Customer Service (May 8, 2009).

¹⁶ AT&T 2008 Annual Report at 4; News Release, AT&T to Acquire Divestiture Properties from Verizon Wireless, Enhance Network Coverage and Customer Service (May 8, 2009).