

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 05/22/2009 at 19:52:44

File Number: 0003841825

FCC 603 **FCC Application for Assignments of Authorization and Transfers of Control:**
Main Form **Wireless Telecommunications Bureau**

Approved by OMB

3060 - 0800

Public Safety and Homeland Security Bureau

See instructions for
public burden estimate

General Information

1) Application Purpose (Select only one) (AA)	
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: _____
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> <u>No</u>
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> <u>No</u>
4) Are attachments being filed with this application?	(Y) <u>Yes</u> <u>No</u>

Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	(N) <u>Yes</u> <u>No</u>
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? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	(N) <u>Yes</u> <u>No</u>
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? 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.	(N) <u>Yes</u> <u>No</u>
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> <u>No</u>
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> <u>No</u>
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> <u>No</u>
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? If 'Y', complete Schedule B and, if applicable, Schedule C.	(Y) <u>Yes</u> <u>No</u>
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	() <u>Yes</u> <u>No</u>

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?	(N) <u>Yes</u> No
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?	(Y) <u>Yes</u> No
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?	(N) <u>Yes</u> No

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>Yes</u> No
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>Yes</u> No
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>Yes</u> No

Broadband Radio Service and Educational Broadband Service Information

15a) Will the requested facilities be used to provide multichannel video programming?	() <u>Yes</u> No
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>Yes</u> No
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>Yes</u> No

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 Samsock			
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.samsock@verizonwireless.com			

30) Demographics of Assignor/Licensee (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
---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------	------------------------------------------------------------------------------------

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
---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------	------------------------------------------------------------------------------------

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)

 Individual Unincorporated Association Trust Government Entity Corporation Limited Liability Company General Partnership Limited Partnership Limited Liability Partnership Consortium 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:**

- American Indian or Alaska Native
- Asian
- Black or African-American
- Native Hawaiian or Other Pacific Islander
- White

Ethnicity:

- Hispanic or Latino
- Not Hispanic or Latino

Gender:

- Male
- Female

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="radio"/>) <u>Yes</u> <input type="radio"/> <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="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	(<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(<input type="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <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="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <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="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <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="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <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="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <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="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <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="radio"/>) <u>Yes</u> <input checked="" type="radio"/> <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: 05/22/2009
-------------------------------	--------------------------

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 <i>pro forma</i> 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: 05/22/2009
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
KNLG298	CW - PCS Broadband						Y
KNLG328	CW - PCS Broadband						Y

**Schedule for Licensees that Received Bidding Credits or
Participate in the Installment Payment Plan,
or Involving Licenses Won in Closed Bidding**

For Purposes of Schedule A, Applicant is defined as the Assignee (Assignment of Authorization) or the post-transaction Licensee (Transfers of Control)

Bidding Credits

<p>1) Have the full amount of bidding credits awarded with regard to each of the subject license(s) been paid as part of unjust enrichment payment(s) in previous transaction(s)?</p> <p>If the response to Item 1 is 'Yes', Item 2 is not required to be completed.</p>	<p align="right">() <u>Yes</u> No</p>
<p>2) With respect to each of the subject licenses, the Applicant:</p> <p>() a) qualifies for the same designated entity status as the current Licensee</p> <p>() b) qualifies for a different designated entity status than the current Licensee</p> <p>() c) does not qualify for any designated entity status</p>	

Installment Payments

<p>3) Have all the installment payment obligations for each of the subject licenses been paid in full?</p> <p>If the response to Item 3 is 'Yes', Item 4 is not required to be completed.</p>	<p align="right">(<u>Y</u>) Yes <u>No</u></p>
<p>4) With respect to each of the subject licenses, the Applicant:</p> <p>() a) qualifies for the same eligibility status for the installment payment plan as the current Licensee</p> <p>() b) qualifies for a different eligibility status for the installment payment plan than the current Licensee</p> <p>() c) does not qualify for the installment payment plan</p>	

Closed Bidding Licenses

<p>5) Have construction notifications been submitted as required by the Commission's Rules for each of the subject licenses?</p> <p>If the response to Item 5 is 'Yes', Item 6 is not required to be completed.</p>	<p align="right">() <u>Yes</u> No</p>
<p>6) With respect to each of the subject licenses, the Applicant:</p> <p>() a) qualifies for closed bidding</p> <p>() b) does not qualify for closed bidding</p>	

7) Revenue and Asset Information for the Applicant

Purpose ((Check Modify if filing an Amendment application and changing the Revenue and Asset Information from what was provided on the original filing))

<input type="checkbox"/> Modify

**Gross Revenue Disclosure
Most Recent Reportable Year**

8a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	() <u>Yes</u> <u>No</u>
If 'Yes', provide the following information.	
8b) Gross Revenues \$ _____ (Format: 99,999.99)	
8c) Year End Date: _____ (Date Format: MM/DD/YYYY)	

One Year Prior to Most Recent Reportable Year

9a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	() <u>Yes</u> <u>No</u>
If 'Yes', provide the following information.	
9b) Gross Revenues \$ _____ (Format: 99,999.99)	
9c) Year End Date: _____ (Date Format: MM/DD/YYYY)	

Two Years Prior to Most Recent Reportable Year

10a) Were the Applicant and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	() <u>Yes</u> <u>No</u>
If 'Yes', provide the following information.	
10b) Gross Revenues \$ _____ (Format: 99,999.99)	
10c) Year End Date: _____ (Date Format: MM/DD/YYYY)	

Average Gross Revenue

11) Average Gross Revenue of Reported Years: \$ _____ (Format: 99,999.99)

Asset Disclosure

12) Total Assets as of Application Filing Date: \$ _____ (Format: 99,999.99)

Financial Statements

13) Audited or Unaudited (Check One) <input type="checkbox"/> The Applicant used audited financial statements. <input type="checkbox"/> The Applicant used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent.

**14) Revenue and Asset Information for the Disclosable Interest Holder (DIH)
Purpose (Select One)**

<input type="checkbox"/> Add	<input type="checkbox"/> Modify	<input type="checkbox"/> Delete
------------------------------	---------------------------------	---------------------------------

15) Disclosable Interest Holder

<input type="checkbox"/> Entity Name:			FCC Registration Number (FRN):	
<input type="checkbox"/> Individual Name: First	MI	Last	Suffix	FCC Registration Number (FRN):

**Gross Revenue Disclosure
Most Recent Reportable Year**

16a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	() <u>Yes</u> <u>No</u>
If 'Yes', provide the following information.	
16b) Gross Revenues	\$ _____ (Format: 99,999.99)
16c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

One Year Prior to Most Recent Reportable Year

17a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	() <u>Yes</u> <u>No</u>
If 'Yes', provide the following information.	
17b) Gross Revenues	\$ _____ (Format: 99,999.99)
17c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

Two Years Prior to Most Recent Reportable Year

18a) Were the DIH and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	() <u>Yes</u> <u>No</u>
If 'Yes', provide the following information.	
18b) Gross Revenues	\$ _____ (Format: 99,999.99)
18c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

Average Gross Revenue

19) Average Gross Revenue of Reported Years: \$ _____ (Format: 99,999.99)

Asset Disclosure

20) Total Assets as of Application Filing Date: \$ _____ (Format: 99,999.99)

Financial Statements

21) Audited or Unaudited (Check One)
<input type="checkbox"/> The DIH used audited financial statements.
<input type="checkbox"/> The DIH used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent.

22) Revenue and Asset Information for the Affiliate Purpose (Select One)

<input type="checkbox"/> Add	<input type="checkbox"/> Modify	<input type="checkbox"/> Delete
------------------------------	---------------------------------	---------------------------------

15) Disclosable Interest Holder

<input type="checkbox"/> Entity Name:			FCC Registration Number (FRN):	
<input type="checkbox"/> Individual Name: First	MI	Last	Suffix	FCC Registration Number (FRN):

Gross Revenue Disclosure Most Recent Reportable Year

24a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	() <u>Yes</u> <u>No</u>
If 'Yes', provide the following information.	
24b) Gross Revenues	\$ _____ (Format: 99,999.99)
24c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

One Year Prior to Most Recent Reportable Year

25a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	() <u>Yes</u> <u>No</u>
If 'Yes', provide the following information.	
25b) Gross Revenues	\$ _____ (Format: 99,999.99)
25c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

Two Years Prior to Most Recent Reportable Year

26a) Were the Affiliate and any predecessors-in-interest in existence for a full year of the relevant period? If 'No', explain why in an attachment.	() <u>Yes</u> <u>No</u>
If 'Yes', provide the following information.	
26b) Gross Revenues	\$ _____ (Format: 99,999.99)
26c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

Average Gross Revenue

27) Average Gross Revenue of Reported Years: \$ _____ (Format: 99,999.99)

Asset Disclosure

28) Total Assets as of Application Filing Date: \$ _____ (Format: 99,999.99)

Financial Statements

29) Audited or Unaudited (Check One)
<input type="checkbox"/> The Affiliate used audited financial statements.
<input type="checkbox"/> The Affiliate used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent.

Closed Bidding/Designated Entity Eligibility
Total Gross Revenues for Most Recent Reportable Year

30a) Gross Revenues: \$ _____ (Format: 99,999.99)
30b) Year End Date: _____ (Date Format: MM/DD/YYYY)

Total Gross Revenues for One Year Prior to Most Recent Reportable Year

31a) Gross Revenues: \$ _____ (Format: 99,999.99)
31b) Year End Date: _____ (Date Format: MM/DD/YYYY)

Total Gross Revenues for Two Years Prior to Most Recent Reportable Year

32a) Gross Revenues: \$ _____ (Format: 99,999.99)
32b) Year End Date: _____ (Date Format: MM/DD/YYYY)

Total Aggregate Average Gross Revenues for Designated Entity

33) Aggregate Average Gross Revenue: \$ _____ (Format: 99,999.99)

Total Aggregate Average Gross Revenues for Closed Bidding

34) Aggregate Average Gross Revenue: \$ _____ (Format: 99,999.99)

Total Assets Disclosure for Closed Bidding

35) Total Assets: \$ _____ (Format: 99,999.99)

1) Partitioner/Disaggregator Call Sign: KNLG298

Partitioned Area

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete Schedule C)	4a) Population of Partitioned Area	4b) Census Population Figures
COFFEE, AL (County)	Schedule C # Attached:	43,615	<input type="checkbox"/> 1990 <input checked="" type="checkbox"/> 2000

5) Disaggregated Spectrum (in MHz)

Disaggregated Spectrum	
Lower Frequency	Upper Frequency

6) Coverage Requirements - Partitioning

() Option 1 Partitioner and Partitionee will independently meet all construction requirements for their licensed areas.
() Option 2 Partitioner will meet all construction requirements for the entire licensed area.
() Option 3 Partitioner and Partitionee will share all construction requirements for the entire pre-partitioned licensed area.

Note: Option 3 only applies to 700 MHz licensees in the following channel blocks: Block A in the 698-704 MHz and 728-734 MHz bands, Block B in the 704-710 MHz and 734-740 MHz bands, Block C, C1 and C2 in the 746-757 MHz and 776-787 MHz, and Block E in the 722-728 MHz band.

7) Coverage Requirements - Disaggregation

() Option 1 Disaggregator will meet all construction requirements for the entire licensed area.
() Option 2 Disaggragatee will meet all construction requirements for the entire licensed area.
() Option 3 Disaggregator and Disaggragatee will share responsibility for meeting all construction requirements for the entire licensed area.

Schedule for Defined Geographic Area To Be
Partitioned or for Spectrum To Be Disaggregated

1) **Partitioner/Disaggregator Call Sign:**
KNLG298

Partitioned Area

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete Schedule C)	4a) Population of Partitioned Area	4b) Census Population Figures
DALE, AL (County)	Schedule C # Attached:	49,129	<input type="checkbox"/> 1990 <input checked="" type="checkbox"/> 2000

5) **Disaggregated Spectrum** (in MHz)

Disaggregated Spectrum	
Lower Frequency	Upper Frequency

6) **Coverage Requirements - Partitioning**

<input type="checkbox"/> Option 1 Partitioner and Partitionee will independently meet all construction requirements for their licensed areas.
<input type="checkbox"/> Option 2 Partitioner will meet all construction requirements for the entire licensed area.
<input type="checkbox"/> Option 3 Partitioner and Partitionee will share all construction requirements for the entire pre-partitioned licensed area.

Note: Option 3 only applies to 700 MHz licensees in the following channel blocks: Block A in the 698-704 MHz and 728-734 MHz bands, Block B in the 704-710 MHz and 734-740 MHz bands, Block C, C1 and C2 in the 746-757 MHz and 776-787 MHz, and Block E in the 722-728 MHz band.

7) **Coverage Requirements - Disaggregation**

<input type="checkbox"/> Option 1 Disaggregator will meet all construction requirements for the entire licensed area.
<input type="checkbox"/> Option 2 Disaggragatee will meet all construction requirements for the entire licensed area.
<input type="checkbox"/> Option 3 Disaggregator and Disaggragatee will share responsibility for meeting all construction requirements for the entire licensed area.

Schedule for Defined Geographic Area To Be
Partitioned or for Spectrum To Be Disaggregated

1) Partitioner/Disaggregator Call Sign:
KNLG298

Partitioned Area

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete Schedule C)	4a) Population of Partitioned Area	4b) Census Population Figures
GENEVA, AL (County)	Schedule C # Attached:	25,764	<input type="checkbox"/> 1990 <input checked="" type="checkbox"/> 2000

5) Disaggregated Spectrum (in MHz)

Disaggregated Spectrum	
Lower Frequency	Upper Frequency

6) Coverage Requirements - Partitioning

() Option 1 Partitioner and Partitionee will independently meet all construction requirements for their licensed areas.

() Option 2 Partitioner will meet all construction requirements for the entire licensed area.

() Option 3 Partitioner and Partitionee will share all construction requirements for the entire pre-partitioned licensed area.

Note: Option 3 only applies to 700 MHz licensees in the following channel blocks: Block A in the 698-704 MHz and 728-734 MHz bands, Block B in the 704-710 MHz and 734-740 MHz bands, Block C, C1 and C2 in the 746-757 MHz and 776-787 MHz, and Block E in the 722-728 MHz band.

7) Coverage Requirements - Disaggregation

() Option 1 Disaggregator will meet all construction requirements for the entire licensed area.

() Option 2 Disaggragatee will meet all construction requirements for the entire licensed area.

() Option 3 Disaggregator and Disaggragatee will share responsibility for meeting all construction requirements for the entire licensed area.

Schedule for Defined Geographic Area To Be
Partitioned or for Spectrum To Be Disaggregated

1) Partitioner/Disaggregator Call Sign:
KNLG298

Partitioned Area

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete Schedule C)	4a) Population of Partitioned Area	4b) Census Population Figures
HOUSTON, AL (County)	Schedule C # Attached:	88,787	<input type="checkbox"/> 1990 <input checked="" type="checkbox"/> 2000

5) Disaggregated Spectrum (in MHz)

Disaggregated Spectrum	
Lower Frequency	Upper Frequency

6) Coverage Requirements - Partitioning

() Option 1 Partitioner and Partitionee will independently meet all construction requirements for their licensed areas.

() Option 2 Partitioner will meet all construction requirements for the entire licensed area.

() Option 3 Partitioner and Partitionee will share all construction requirements for the entire pre-partitioned licensed area.

Note: Option 3 only applies to 700 MHz licensees in the following channel blocks: Block A in the 698-704 MHz and 728-734 MHz bands, Block B in the 704-710 MHz and 734-740 MHz bands, Block C, C1 and C2 in the 746-757 MHz and 776-787 MHz, and Block E in the 722-728 MHz band.

7) Coverage Requirements - Disaggregation

() Option 1 Disaggregator will meet all construction requirements for the entire licensed area.

() Option 2 Disagregatee will meet all construction requirements for the entire licensed area.

() Option 3 Disaggregator and Disagregatee will share responsibility for meeting all construction requirements for the entire licensed area.

Schedule for Defined Geographic Area To Be
Partitioned or for Spectrum To Be Disaggregated

1) **Partitioner/Disaggregator Call Sign:**
KNLG328

Partitioned Area

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete Schedule C)	4a) Population of Partitioned Area	4b) Census Population Figures
BUTLER, AL (County)	Schedule C # Attached:	21,399	<input type="checkbox"/> 1990 <input checked="" type="checkbox"/> 2000

5) **Disaggregated Spectrum** (in MHz)

Disaggregated Spectrum	
Lower Frequency	Upper Frequency

6) **Coverage Requirements - Partitioning**

() Option 1 Partitioner and Partitionee will independently meet all construction requirements for their licensed areas.
() Option 2 Partitioner will meet all construction requirements for the entire licensed area.
() Option 3 Partitioner and Partitionee will share all construction requirements for the entire pre-partitioned licensed area.

Note: Option 3 only applies to 700 MHz licensees in the following channel blocks: Block A in the 698-704 MHz and 728-734 MHz bands, Block B in the 704-710 MHz and 734-740 MHz bands, Block C, C1 and C2 in the 746-757 MHz and 776-787 MHz, and Block E in the 722-728 MHz band.

7) **Coverage Requirements - Disaggregation**

() Option 1 Disaggregator will meet all construction requirements for the entire licensed area.
() Option 2 Disaggragatee will meet all construction requirements for the entire licensed area.
() Option 3 Disaggregator and Disaggragatee will share responsibility for meeting all construction requirements for the entire licensed area.

Schedule for Defined Geographic Area To Be
Partitioned or for Spectrum To Be Disaggregated

1) Partitioner/Disaggregator Call Sign:
KNLG328

Partitioned Area

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete Schedule C)	4a) Population of Partitioned Area	4b) Census Population Figures
COVINGTON, AL (County)	Schedule C # Attached:	37,631	<input type="checkbox"/> 1990 <input checked="" type="checkbox"/> 2000

5) Disaggregated Spectrum (in MHz)

Disaggregated Spectrum	
Lower Frequency	Upper Frequency

6) Coverage Requirements - Partitioning

() Option 1 Partitioner and Partitionee will independently meet all construction requirements for their licensed areas.

() Option 2 Partitioner will meet all construction requirements for the entire licensed area.

() Option 3 Partitioner and Partitionee will share all construction requirements for the entire pre-partitioned licensed area.

Note: Option 3 only applies to 700 MHz licensees in the following channel blocks: Block A in the 698-704 MHz and 728-734 MHz bands, Block B in the 704-710 MHz and 734-740 MHz bands, Block C, C1 and C2 in the 746-757 MHz and 776-787 MHz, and Block E in the 722-728 MHz band.

7) Coverage Requirements - Disaggregation

() Option 1 Disaggregator will meet all construction requirements for the entire licensed area.

() Option 2 Disaggragatee will meet all construction requirements for the entire licensed area.

() Option 3 Disaggregator and Disaggragatee will share responsibility for meeting all construction requirements for the entire licensed area.

Schedule for Defined Geographic Area To Be
Partitioned or for Spectrum To Be Disaggregated

1) Partitioner/Disaggregator Call Sign:
KNLG328

Partitioned Area

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete Schedule C)	4a) Population of Partitioned Area	4b) Census Population Figures
CRENSHAW, AL (County)	Schedule C # Attached:	13,665	<input type="checkbox"/> 1990 <input checked="" type="checkbox"/> 2000

5) Disaggregated Spectrum (in MHz)

Disaggregated Spectrum	
Lower Frequency	Upper Frequency

6) Coverage Requirements - Partitioning

() Option 1 Partitioner and Partitionee will independently meet all construction requirements for their licensed areas.

() Option 2 Partitioner will meet all construction requirements for the entire licensed area.

() Option 3 Partitioner and Partitionee will share all construction requirements for the entire pre-partitioned licensed area.

Note: Option 3 only applies to 700 MHz licensees in the following channel blocks: Block A in the 698-704 MHz and 728-734 MHz bands, Block B in the 704-710 MHz and 734-740 MHz bands, Block C, C1 and C2 in the 746-757 MHz and 776-787 MHz, and Block E in the 722-728 MHz band.

7) Coverage Requirements - Disaggregation

() Option 1 Disaggregator will meet all construction requirements for the entire licensed area.

() Option 2 Disaggragatee will meet all construction requirements for the entire licensed area.

() Option 3 Disaggregator and Disaggragatee will share responsibility for meeting all construction requirements for the entire licensed area.

Schedule for Defined Geographic Area To Be
Partitioned or for Spectrum To Be Disaggregated

1) Partitioner/Disaggregator Call Sign: KNLG328

Partitioned Area

2) Defined Area to be Partitioned	3) Undefined Area to be Partitioned (Complete Schedule C)	4a) Population of Partitioned Area	4b) Census Population Figures
PIKE, AL (County)	Schedule C # Attached:	29,605	<input type="checkbox"/> 1990 <input checked="" type="checkbox"/> 2000

5) Disaggregated Spectrum (in MHz)

Disaggregated Spectrum	
Lower Frequency	Upper Frequency

6) Coverage Requirements - Partitioning

<input type="checkbox"/> Option 1 Partitioner and Partitionee will independently meet all construction requirements for their licensed areas.
<input type="checkbox"/> Option 2 Partitioner will meet all construction requirements for the entire licensed area.
<input type="checkbox"/> Option 3 Partitioner and Partitionee will share all construction requirements for the entire pre-partitioned licensed area.

Note: Option 3 only applies to 700 MHz licensees in the following channel blocks: Block A in the 698-704 MHz and 728-734 MHz bands, Block B in the 704-710 MHz and 734-740 MHz bands, Block C, C1 and C2 in the 746-757 MHz and 776-787 MHz, and Block E in the 722-728 MHz band.

7) Coverage Requirements - Disaggregation

<input type="checkbox"/> Option 1 Disaggregator will meet all construction requirements for the entire licensed area.
<input type="checkbox"/> Option 2 Disaggragatee will meet all construction requirements for the entire licensed area.
<input type="checkbox"/> Option 3 Disaggregator and Disaggragatee will share responsibility for meeting all construction requirements for the entire licensed area.

Attachment(s):

Type	Description	Date Entered
O	<u>Cross-Reference to Lead Application Exhibits 1 through 4</u>	05/21/2009

Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed assignments and transfers of control of various cellular, PCS, AWS, and microwave licenses and derivative international Section 214 authority from Cellco Partnership d/b/a Verizon Wireless and some of its subsidiaries to a subsidiary of AT&T Inc. ("AT&T"). The transaction also involves various *pro forma* restructurings and the assignment of leased spectrum. The Applicants have designated the application being filed concurrently to assign various licenses from ALLTEL Communications, LLC to Abraham Divestiture Company LLC (File No. 0003840313) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference Exhibits 1 through 4 of the lead application.