

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

Submitted: 05/22/2009 at 19:11:35
File Number: 0003847528

DOCKET FILE COPY ORIGINAL

**FCC Form 608 FCC Application or Notification for Spectrum Leasing Arrangement/
Main Form Notification of a Private Commons Arrangement
Wireless Telecommunications Bureau
Public Safety and Homeland Security Bureau**

Approved by OMB
3060-1058

See 608 Main Form Instructions
For public burden estimate

General Information

Application/Notification Purpose

1a) Purpose of Filing (Select only one):	
<input checked="" type="checkbox"/> LN – New	<input type="checkbox"/> LM – Modification
<input type="checkbox"/> LT – Transfer of Control	<input type="checkbox"/> LE – Extend the Term
<input type="checkbox"/> AM – Amendment	<input type="checkbox"/> WD – Withdraw
<input type="checkbox"/> LU – Administrative Update	<input type="checkbox"/> LC – Cancel
1b) If this filing is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending Application/Notification currently on file with the FCC.	File Number: _____

Classification of Filing

For Leases/Subleases Only

2a) Classification of Filing (Select only one):	2b) Type of Filing
<input type="checkbox"/> ML – Spectrum Manager	<input checked="" type="checkbox"/> L – Lease
<input checked="" type="checkbox"/> TL – De Facto Transfer	<input type="checkbox"/> S – Sublease (Must be filed Manually)

For Private Commons Arrangements Only (Must be filed Manually)

2c) This filing will be a Private Commons Arrangement of a (Select only one):	2d) If a Private Commons Arrangement of a Lease or Sublease, choose the legal type (Select only one):
<input type="checkbox"/> N – License	<input type="checkbox"/> M – Spectrum Manager
<input type="checkbox"/> L – Lease	<input type="checkbox"/> T – De Facto Transfer
<input type="checkbox"/> S – Sublease	

Term of Lease/Sublease (Only for Transfer of Control of a Lessee or Sublessee, or a Revision to Extend the Term of a Lease or Sublease)

3) Indicate whether the existing Lease/Sublease is:	<input type="checkbox"/> Long-Term	or	<input type="checkbox"/> Short-Term
---	------------------------------------	----	-------------------------------------

Other Wireless Licenses

4a) Is this filing part of a series of related filings involving other wireless license(s) or lease(s) held by the Applicant, affiliates of the Applicant (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this filing and for which Commission approval or notification is required?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
4b) If the answer to 4a is 'Y', is this filing the lead Application/Notification?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
4c) If the answer to 4a is 'Y' and the answer to 4b is 'N', provide the File Number of the lead Application/Notification.	File Number: <u>0003840313</u>

Attachments

5) Are attachments (other than associated schedules) being filed with this Application/Notification?	(<input checked="" type="checkbox"/>) <u>Yes</u> <input type="checkbox"/> <u>No</u>
--	---

Fees and Waivers**Exemption from Application Fees**

6) Is the applicant exempt from FCC application fees? If the answer to 6 is 'Yes', attach an exhibit demonstrating how the applicant is exempt from FCC application fees.	(<input type="checkbox"/>) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>
--	---

Waiver/Deferral of Fees

7) Is a waiver/deferral of the FCC application fees being requested? If the answer to 7 is 'Yes', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	(<input type="checkbox"/>) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>
---	---

Waiver of Commission Rules

8a) Does this filing include a request for waiver of the Commission's Rules (other than a request for application fee waivers)? If the answer to 8a is 'Yes', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	(<input type="checkbox"/>) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>
8b) If the answer to 8a is 'Yes', enter the number of rule section(s) involved.	Number of Rule Section(s): _____

Regulatory Status and Offerings (To be completed only for Modification of a Lease or Modification of a Sublease)**Radio Service Offerings**

9) The Applicant will provide the following type(s) of radio service offerings (select all that apply): (<input type="checkbox"/>) Common Carrier (<input type="checkbox"/>) Non-common Carrier (<input type="checkbox"/>) Private, internal communications (<input type="checkbox"/>) Broadcast Services

Radio Service

10) The Applicant will provide the following type(s) of radio service (select all that apply): (<input type="checkbox"/>) Fixed (<input type="checkbox"/>) Mobile (<input type="checkbox"/>) Radiolocation (<input type="checkbox"/>) Satellite (sound) (<input type="checkbox"/>) Broadcast Services	
11) Does the Applicant propose to provide service interconnected to the public telephone network?	(<input type="checkbox"/>) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>

Designated Entity Information (If the answer to 12a, 12b or 12c is 'Yes', Schedule A must be completed.)**Bidding Credits**

12a) Does this filing involve any spectrum associated with any licenses that were originally awarded with bidding credits within the last five years?	(<input type="checkbox"/>) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>
---	---

Installment Payment Plan

12b) Does this filing involve any spectrum associated with any licenses that were originally subject to the Commission's installment payment plan?	(<input checked="" type="checkbox"/>) <u>Yes</u> <input type="checkbox"/> <u>No</u>
--	---

Closed Bidding

12c) Does this filing involve any spectrum associated with any licenses that were originally granted pursuant to closed bidding within the last five years?	(<input type="checkbox"/>) <u>Yes</u> <input checked="" type="checkbox"/> <u>No</u>
---	---

Competition Related Information

13) Does this filing involve a license authorization or Spectrum Lease/Sublease that may be used to provide interconnected mobile voice and/or data services that would create a geographic overlap with another license authorization(s) or Spectrum Leasing Arrangement(s) in which the Applicant already holds direct or indirect interests (of 10 percent or more), either as a licensee or Spectrum Lessee/Sublessee, and that could also be used to provide interconnected mobile voice and/or data services?	(<input checked="" type="checkbox"/>) <u>Yes</u> <input type="checkbox"/> <u>No</u>
14a) Does the Applicant (Lessee/Sublessee) hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more of Cellular, Broadband PCS, or Specialized Mobile Radio (SMR) spectrum through license(s) or spectrum leases/subleases in the same geographic area?	(<input checked="" type="checkbox"/>) <u>Yes</u> <input type="checkbox"/> <u>No</u>
14b) Would/Does this Spectrum Leasing Arrangement reduce the number of entities providing service (using spectrum in any of the three services listed in 14a above) in the affected market(s)?	(<input type="checkbox"/> <input checked="" type="checkbox"/>) <u>Yes</u> <input type="checkbox"/> <u>No</u>

Broadband Radio Service and Educational Broadband Service Information

Broadband Radio Service (BRS) and Educational Broadband Service (EBS) – Cable Cross-Ownership

15a) Will the requested facilities be used to provide multichannel video programming service?	(<input type="checkbox"/>) <u>Yes</u> <input type="checkbox"/> <u>No</u>
<p>15b) If the answer to 15a is 'Yes', does the Applicant operate, control or have an 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 service area of the requested facilities?</p> <p>If 'Yes', provide an exhibit explaining how the Applicant (Lessee/Sublessee) 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, 8a must be answered 'Yes'.</p>	(<input type="checkbox"/>) <u>Yes</u> <input type="checkbox"/> <u>No</u>

Educational Broadband Service (EBS) – Part 27 Programming Requirements

<p>16) Does the Applicant comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?</p> <p>If 'No', 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, 8a must be answered 'Yes'.</p>	(<input type="checkbox"/>) <u>Yes</u> <input type="checkbox"/> <u>No</u>
--	--

Part 90 Public Safety Services

Eligibility

17) Is the Applicant a public safety entity or otherwise an entity that will use the leased spectrum to provide communications in support of public safety operations pursuant to Section 90.523 of the Commission's Rules?	(<input type="checkbox"/>) <u>Yes</u> <input type="checkbox"/> <u>No</u>
---	--

Licensee Information

FRN

18) FCC Registration Number: 0003291192
--

Entity

19) 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: _____

Licensee Name

20) Licensee Name (if entity): New Cingular Wireless PCS, LLC				
21) Licensee Name (if individual):	First:	MI:	Last:	Suffix:
22) Attention To: Michael P. Goggin				

Address

23) P.O. Box:	And /Or	24) Street Address: 1120 Twentieth Street, N.W., Suite 1000		
25) City: Washington		26) State: DC	27) Zip Code: 20036	
28) Telephone Number: (202)457-2055		29) FAX Number: (202)457-3073		
30) E-Mail Address: mg7268@att.com				

31) Demographics (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
---	---	--

Licensee Contact Information

Contact Name (if other than Licensee)

Check here if same as Licensee Information

32) Name:	First:	MI:	Last:	Suffix:
	Michael	P	Goggin	
33) Company Name: AT&T Mobility LLC				
34) Attention To:				

Address

35) P.O. Box:	And /Or	36) Street Address: 1120 Twentieth Street, N.W., Suite 1000		
37) City: Washington		38) State: DC	39) Zip Code: 20036	
40) Telephone Number: (202)457-2055		41) FAX Number: (202)457-3073		
42) E-Mail Address: mg7268@att.com				

Lessee Information

FRN

43) FCC Registration Number: **0018437624**

Entity

44) Lessee is a(n) (Select One):

() Individual () Unincorporated Association () Trust () Government Entity () Corporation () Limited Liability Company
() General Partnership () Limited Partnership () Limited Liability Partnership () Consortium
() Other: _____

Lessee Name

45) If the Lessee name is being updated, is the update a result from the sale (or transfer of control) of the lease(s) to another party and for which proper Commission approval has not been received or proper notification not provided? () Yes No

46) Lessee Name (if entity): **Alltel Communications, LLC**

47) Lessee Name (if individual): First: _____ MI: _____ Last: _____ Suffix: _____

48) Attention To: **Michael Samsock**

Name of Real Party in Interest

49) Name of Real Party in Interest: **Cellco Partnership**

50) FCC Registration Number (FRN): **0003290673**

Address

51) P.O. Box: _____ And /Or 52) Street Address: **1300 Eye Street, NW - Suite 400 West**

53) City: **Washington** 54) State: **DC** 55) Zip Code: **20005**

56) Telephone Number: **(202)589-3768** 57) FAX Number: **(202)589-3750**

58) E-Mail Address: **michael.samsock@verizonwireless.com**

59) Demographics (Optional):

Race:	Ethnicity:	Gender:
() American Indian or Alaska Native	() Hispanic or Latino	() Male
() Asian	() Not Hispanic or Latino	() Female
() Black or African-American		
() Native Hawaiian or Other Pacific Islander		
() White		

Lessee Contact Information

Contact Name (if other than Lessee)

() Check here if same as Lessee Information

60) Name: First: **Nancy** MI: **J** Last: **Victory** Suffix: _____

61) Company Name: **Alltel Communications, LLC**

62) Attention To: _____

Address

63) P.O. Box: _____ And /Or 64) Street Address: **1776 K Street, NW**

65) City: **Washington** 66) State: **DC** 67) Zip Code: **20006**

68) Telephone Number: **(202)719-7344** 69) FAX Number: **(202)719-7049**

70) E-Mail Address: **nvictory@wileyrein.com**

Sublessee Information

FRN

71) FCC Registration Number:

Entity

72) Sublessee is a(n) (Select One): () Individual () Unincorporated Association () Trust () Government Entity () Corporation () Limited Liability Company () General Partnership () Limited Partnership () Limited Liability Partnership () Consortium () Other: _____
--

Sublessee Name

73) If the Sublessee name is being updated, is the update a result from the sale (or transfer of control) of the sublease(s) to another party and for which proper Commission approval has not been received or proper notification not provided?	() Yes No			
74) Sublessee Name (if entity):				
75) Sublessee Name (if individual):	First:	MI:	Last:	Suffix:
76) Attention To:				

Name of Real Party in Interest

77) Name of Real Party in Interest:
78) FCC Registration Number (FRN):

Address

79) P.O. Box:	And /Or	80) Street Address:
81) City:	82) State:	83) Zip Code:
84) Telephone Number:	85) FAX Number:	
86) E-Mail Address:		

87) Demographics (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
--	---	--

Sublessee Contact Information

Contact Name (if other than Sublessee)

() Check here if same as Sublessee Information

88) Name:	First:	MI:	Last:	Suffix:
89) Company Name:				
90) Attention To:				

Address

91) P.O. Box:	And /Or	92) Street Address:
93) City:	94) State:	95) Zip Code:
96) Telephone Number:	97) FAX Number:	
98) E-Mail Address:		

Transferee Information

FRN

99) FCC Registration Number:

Entity

100) 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: _____

Transferee Name

101) Transferee Name (if entity):

102) Transferee Name (if individual):

First:

MI:

Last:

Suffix:

103) Attention To:

Name of Real Party in Interest

104) Name of Real Party in Interest:

105) FCC Registration Number (FRN):

Address

106) P.O. Box:

And
/Or

107) Street Address:

108) City:

109) State:

110) Zip Code:

111) Telephone Number:

112) FAX Number:

113) E-Mail Address:

114) Demographics (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

Transferee Contact Information

Contact Name (if other than Transferee)

() Check here if same as Transferee Information

115) Name:

First:

MI:

Last:

Suffix:

116) Company Name:

117) Attention To:

Address

118) P.O. Box:

And
/Or

119) Street Address:

120) City:

121) State:

122) Zip Code:

123) Telephone Number:

124) FAX Number:

125) E-Mail Address:

Transferor Information**FRN**

126) FCC Registration Number:

Entity

127) 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: _____	

Transferor Name

128) Transferor Name (if entity):				
129) Transferor Name (if individual):	First:	MI:	Last:	Suffix:
130) Attention To:				

Address

131) P.O. Box:	And /Or	132) Street Address:		
133) City:		134) State:	135) Zip Code:	
136) Telephone Number:		137) FAX Number:		
138) E-Mail Address:				

139) Demographics (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		

Transferor Contact Information**Contact Name** (if other than Transferor)**() Check here if same as Transferor Information**

140) Name:	First:	MI:	Last:	Suffix:
141) Company Name:				
142) Attention To:				

Address

143) P.O. Box:	And /Or	144) Street Address:		
145) City:		146) State:	147) Zip Code:	
148) Telephone Number:		149) FAX Number:		
150) E-Mail Address:				

Ownership Disclosure Information

FCC Form 602

151a) Is the Applicant 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>
151b) If the answer to 151a is 'Yes', provide the File Number of FCC Form 602 that has been filed in conjunction with this FCC Form 608 filing or that is already on file with the FCC and remains accurate.	File Number: <u>0003762361</u>

Alien Ownership Questions

Alien Ownership (If any answer is 'Yes', provide an attachment explaining the circumstances)

152) Is the Applicant a foreign government or the representative of any foreign government?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
153) Is the Applicant an alien or the representative of an alien?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
154) Is the Applicant a corporation organized under the laws of a foreign government?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
155) Is the Applicant 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 type="radio"/> <u>No</u>
156a) Is the Applicant 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 checked="" type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
156b) If the answer to 156a is 'Yes', has the Applicant 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 filing? If the answer to 156b is 'Yes', provide in an exhibit the citation(s) of the declaratory ruling(s) received by the Applicant (i.e., DA or FCC Number, FCC Record citation when available, and release date). If the answer to 156b is 'No', attach to this filing a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	(<input checked="" type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>

Basic Qualification Information

Basic Qualification Questions (If any answer is 'Yes', provide an attachment explaining the circumstances)

157) Has the Applicant or any party to this filing 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 type="radio"/> <u>No</u>
158) Has the Applicant or any party to this filing, or any party directly or indirectly controlling the Applicant or any party to this filing ever been convicted of a felony by any state or federal court?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
159) Has any court finally adjudged the Applicant or any party directly or indirectly controlling Applicant guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>

Licensee Certification Statements

1)	The Licensee agrees that the Lease is not a sale or transfer of the license itself.
2)	The Licensee certifies that it will not consent to assignment of the Lease except to the extent such assignment complies with the Commission's Rules and Regulations.
3)	The Licensee certifies that it holds exclusive use rights to use the licensed spectrum.
4)	The Licensee 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.
The Licensee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.	

Type or Printed Name of Party Authorized to Sign

160) First Name: Michael	MI: P	Last Name: Goggin	Suffix:
161) Title: Assistant Secretary of Manager			
162) Signature: Michael P Goggin		163) 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).			

Lessee Certification Statements

1)	The Lessee agrees that the Lease is not a sale or transfer of the license itself.
2)	The Lessee acknowledges that it is required to comply with the Commission's Rules and Regulations and other applicable law at all times, and if the Lessee fails to so comply, the Lease/Sublease may be revoked, cancelled, or terminated by either the Licensee or the Commission.
3)	The Lessee certifies that neither it nor any other party to the Application/Notification 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 rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.)
4)	The Lessee hereby accepts Commission oversight and enforcement consistent with the license and lease authorization. The Lessee acknowledges that it must cooperate fully with any investigation or inquiry conducted either by the Commission or the Licensee, allow the Commission or the Licensee to conduct on-site inspections of transmission facilities, and suspend operations at the direction of the Commission or the Licensee and to the extent that such suspension of operation would be consistent with applicable Commission policies.
5)	The Lessee acknowledges that in the event an authorization held by a Licensee that has associated with it a spectrum leasing arrangement that is the subject of this filing is revoked, cancelled, terminated, or otherwise ceases to be in effect, the Lessee will have no continuing authority to use the leased spectrum and will be required to terminate its operations no later than the date on which the Licensee ceases to have any authority to operate under the license, unless otherwise authorized by the Commission.
6)	The Lessee agrees the Lease shall not be assigned to any entity that is not eligible or qualified to enter into a spectrum leasing arrangement under the Commission's Rules and Regulations.
7)	The Lessee 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 spectrum lease or otherwise.
8)	The Lessee 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.
The Lessee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.	

Type or Printed Name of Party Authorized to Sign

164) First Name: Michael	MI:	Last Name: Samsock	Suffix:
165) Title: Authorized Representative			
166) Signature: Michael Samsock		167) 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).			

Sublessee Certification Statements

1)	The Sublessee agrees that the Lease is not a sale or transfer of the license itself.
2)	The Sublessee acknowledges that it is required to comply with the Commission's Rules and Regulations and other applicable law at all times, and if the Sublessee fails to so comply, the Lease may be revoked, cancelled, or terminated by either the Licensee or the Commission.
3)	The Sublessee certifies that neither it nor any other party to the Application/Notification 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 rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.)
4)	The Sublessee hereby accepts Commission oversight and enforcement consistent with the license and lease authorization. The Sublessee acknowledges that it must cooperate fully with any investigation or inquiry conducted either by the Commission or the Licensee, allow the Commission or the Licensee to conduct on-site inspections of transmission facilities, and suspend operations at the direction of the Commission or the Licensee and to the extent that such suspension of operation would be consistent with applicable Commission policies.
5)	The Sublessee acknowledges that in the event an authorization held by a Licensee that has entered into a spectrum leasing arrangement is revoked, cancelled, terminated, or otherwise ceases to be in effect, the Sublessee will have no continuing authority to use the leased spectrum and will be required to terminate its operations no later than the date on which the Licensee ceases to have any authority to operate under the license, unless otherwise authorized by the Commission.
6)	The Sublessee agrees the Lease/Sublease shall not be assigned to any entity that is not eligible or qualified to enter into a spectrum leasing arrangement under the Commission's Rules and Regulations.
7)	The Sublessee 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 spectrum lease or otherwise.
8)	The Sublessee 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.
The Sublessee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.	

Type or Printed Name of Party Authorized to Sign

168) First Name:	MI:	Last Name:	Suffix:
169) Title:			
170) Signature:		171) Date:	
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).			

Transferee Certification Statements

- | | |
|----|---|
| 1) | The Transferee agrees that the Lease/Sublease is not a sale or transfer of the license itself. |
| 2) | The Transferee acknowledges that it is required to comply with the Commission's Rules and Regulations and other applicable law at all times, and if the Transferee fails to so comply, the Lease/Sublease may be revoked, cancelled, or terminated by either the Licensee or the Commission. |
| 3) | The Transferee certifies that neither it nor any other party to the Application/Notification 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 rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.) |
| 4) | The Transferee hereby accepts Commission oversight and enforcement consistent with the license and lease authorization. The Transferee acknowledges that it must cooperate fully with any investigation or inquiry conducted either by the Commission or the Licensee, allow the Commission or the Licensee to conduct on-site inspections of transmission facilities, and suspend operations at the direction of the Commission or the Licensee and to the extent that such suspension of operation would be consistent with the applicable Commission policies. |
| 5) | The Transferee acknowledges that in the event an authorization held by a Licensee that has associated with it a spectrum leasing arrangement that is the subject of this filing is revoked, cancelled, terminated, or otherwise ceases to be in effect, the Transferee will have no continuing authority to use the leased spectrum and will be required to terminate its operations no later than the date on which the Licensee ceases to have any authority to operate under the license, unless otherwise authorized by the Commission. |
| 6) | The Transferee agrees the Lease shall not be assigned to any entity that is not eligible or qualified to enter into a spectrum leasing arrangement under the Commission's Rules and Regulations. |
| 7) | The 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 spectrum lease or otherwise. |
| 8) | The 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. |

The Transferee certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.

Type or Printed Name of Party Authorized to Sign

172) First Name:	MI:	Last Name:	Suffix:
173) Title:			
174) Signature:		175) Date:	

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).

Transferor Certification Statements

1)	The Transferor certifies either (1) that control of the Lessee/Sublessee will not be transferred until consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the Lease/Sublease is subject to streamlined notification procedures for <i>pro forma</i> transfers of control. See Section 1.948(c)(1) of the Commission's Rules.
2)	The 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.
The Transferor certifies that all of its statements made in this Application/Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Application/Notification, and are true, complete, correct, and made in good faith.	

Type or Printed Name of Party Authorized to Sign

176) First Name:	MI:	Last Name:	Suffix:
177) Title:			
178) Signature:		179) Date:	
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).			

Private Commons Manager Certification Statements

1)	The Licensee/Lessee/Sublessee manager of the Private Commons certifies that it will retain <i>de facto</i> control of the use of the spectrum under the Private Commons arrangement, including that it will maintain reasonable oversight over the users' use of the spectrum under the arrangement so as to ensure that the use of the spectrum, and communications equipment employed, comply with all technical and service rules applicable under the license authorization.
2)	The Licensee/Lessee/Sublessee manager of the Private Commons arrangement certifies that it will maintain the ability to ensure that users under the arrangement comply with all the technical and service rules applicable under the license authorization.
The Licensee/Lessee/Sublessee manager of the Private Commons arrangement certifies that all of its statements made in this Notification and in the schedules, exhibits, attachments, or documents incorporated by reference are material, are part of this Notification, and are true, complete, correct, and made in good faith.	

Type or Printed Name of Party Authorized to Sign

180) First Name:	MI:	Last Name:	Suffix:
181) Title:			
182) Signature:		183) Date:	
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).			

License Authorization(s) or Identifiers (pertaining to Lease(s)/Sublease(s)/Private Commons) Associated with the Spectrum To Be Included in the Filing

184) Call Sign(s) or Lease/Sublease/ Private Commons Identifier(s)	185) Radio Service Code	186) Location Number	187) Path Number (Microwave only)	188) Frequency Number	189) Lower Frequency (MHz)	190) Upper Frequency (MHz)
WPWQ957	CW - PCS Broadband					

* Note: Questions 186 – 190 are for New Leases involving spectrum associated with site-based authorizations when only a portion of the licensed locations, paths and/or frequencies will be leased.

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

**Designated Entity Information
Bidding Credits**

1) Has the full amount of the 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)?	() <u>Yes</u> <u>No</u>
If the response to Item 1 is 'Yes', Items 2 and 3 are not required to be completed.	

Bidding Credits - (Spectrum Manager Leases/Subleases Only)

2a) Does the Applicant have a general partnership interest or have direct or indirect ownership interests in excess of ten percent in the Licensee?	() <u>Yes</u> <u>No</u>
2b) Is the Applicant a "controlling interest holder" or "affiliate" of the current Licensee?	() <u>Yes</u> <u>No</u>
2c) Does the Applicant share office space, equipment or other facilities with any party controlling the entity from which spectrum is being leased/subleased?	() <u>Yes</u> <u>No</u>
2d) Does the Licensee certify that the Lease/Sublease does not affect its continuing eligibility to retain bidding credit(s)?	() <u>Yes</u> <u>No</u>

**Bidding Credits - (Long-Term De Facto Transfer Leases/Subleases Only)
Eligibility Status**

3) With respect to each of the subject licenses, the Applicant:	
() a) qualifies for the same designated entity status as the current Licensee	
() b) qualifies for a different designated entity status than the current Licensee	
() c) does not qualify for any designated entity status	

Installment Payment Plan

4) Have all the installment payment obligations for each of the subject licenses been paid in full? If the response to Item 4 is 'Yes', Items 5, 6 and 7 are not required to be completed.	(<u>Y</u>) <u>Yes</u> <u>No</u>
5a) Have both the Licensee and the Applicant executed the Commission-approved financing documents required in order to enter into a Spectrum Leasing Arrangement? If 'Yes', provide the dates of execution of the financing documents:	() <u>Yes</u> <u>No</u>
5b) Modification of Security Agreement Date: (MM/DD/YYYY)	_____
5c) Lien Acknowledgment Date: (MM/DD/YYYY)	_____

Installment Payment Plan - (Spectrum Manager Leases/Subleases Only)

6a) Does the Applicant have a general partnership interest or have direct or indirect ownership interest in excess of ten percent in the Licensee?	() <u>Yes</u> <u>No</u>
6b) Is the Applicant a "controlling interest holder" or "affiliate" of the current Licensee?	() <u>Yes</u> <u>No</u>
6c) Does the Applicant share office space, equipment or other facilities with any party controlling the entity from which spectrum is being leased?	() <u>Yes</u> <u>No</u>
6d) Does the Licensee certify that the Lease/Sublease does not affect its continuing eligibility to participate in the FCC's installment payment plan?	() <u>Yes</u> <u>No</u>

**Installment Payment Plan – (Long-Term De Facto Transfer Leases/Subleases Only)
Eligibility Status**

7) With respect to each of the subject licenses, the Applicant:	
<input type="checkbox"/> a) qualifies for the same eligibility status for the installment payment plan as the current Licensee	
<input type="checkbox"/> b) qualifies for a different eligibility status for the installment payment plan than the current Licensee	
<input type="checkbox"/> c) does not qualify for the installment payment plan	

Closed Bidding Licenses

8) Have construction notifications been submitted as required by the Commission's Rules for each of the subject licenses?	<input type="checkbox"/> <u>Yes</u> <u>No</u>
If the response to Item 8 is 'Yes', Items 9 and 10 are not required to be completed.	

Closed Bidding Licenses – (Spectrum Manager Leases/Subleases Only)

9a) Does the Applicant have a general partnership interest or have direct or indirect ownership interest in excess of ten percent in the Licensee?	<input type="checkbox"/> <u>Yes</u> <u>No</u>
9b) Is the Applicant a "controlling interest holder" or "affiliate" of the current Licensee?	<input type="checkbox"/> <u>Yes</u> <u>No</u>
9c) Does the Applicant share office space, equipment or other facilities with any party controlling the entity from which spectrum is being leased?	<input type="checkbox"/> <u>Yes</u> <u>No</u>
9d) Does the Licensee certify that the Lease/Sublease does not affect its continuing eligibility to retain closed bidding licenses?	<input type="checkbox"/> <u>Yes</u> <u>No</u>

**Closed Bidding Licenses – (Long-Term De Facto Transfer Leases/Subleases Only)
Eligibility Status**

10) With respect to each of the subject licenses, the Applicant:	
<input type="checkbox"/> a) qualifies for closed bidding	
<input type="checkbox"/> b) does not qualify for closed bidding	

11) 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

12a) 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.	() Yes No
If 'Yes', provide the following information.	
12b) Gross Revenues	\$ _____ (Format: 99,999.99)
12c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

One Year Prior to Most Recent Reportable Year

13a) 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.	() Yes No
If 'Yes', provide the following information.	
13b) Gross Revenues	\$ _____ (Format: 99,999.99)
13c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

Two Years Prior to Most Recent Reportable Year

14a) 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.	() Yes No
If 'Yes', provide the following information.	
14b) Gross Revenues	\$ _____ (Format: 99,999.99)
14c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

Average Gross Revenue

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

Asset Disclosure

16) Total Assets as of Application Filing Date: \$ _____
--

Financial Statements

17) 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.

18) 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
------------------------------	---------------------------------	---------------------------------

19) 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

20a) 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.	() Yes No
If 'Yes', provide the following information.	
20b) Gross Revenues \$ _____ (Format: 99,999.99)	
20c) Year End Date: _____ (Date Format: MM/DD/YYYY)	

One Year Prior to Most Recent Reportable Year

21a) 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.	() Yes No
If 'Yes', provide the following information.	
21b) Gross Revenues \$ _____ (Format: 99,999.99)	
21c) Year End Date: _____ (Date Format: MM/DD/YYYY)	

Two Years Prior to Most Recent Reportable Year

22a) 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.	() Yes No
If 'Yes', provide the following information.	
22b) Gross Revenues \$ _____ (Format: 99,999.99)	
22c) Year End Date: _____ (Date Format: MM/DD/YYYY)	

Average Gross Revenue

23) Average Gross Revenue for Reported Years: \$ _____ (Format: 99,999.99)
--

Asset Disclosure

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

Financial Statements

25) 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.

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

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

27) Affiliate

<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

28a) 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.	() Yes No
If 'Yes', provide the following information.	
28b) Gross Revenues	\$ _____ (Format: 99,999.99)
28c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

One Year Prior to Most Recent Reportable Year

29a) 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.	() Yes No
If 'Yes', provide the following information.	
29b) Gross Revenues	\$ _____ (Format: 99,999.99)
29c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

Two Years Prior to Most Recent Reportable Year

30a) 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.	() Yes No
If 'Yes', provide the following information.	
30b) Gross Revenues	\$ _____ (Format: 99,999.99)
30c) Year End Date:	_____ (Date Format: MM/DD/YYYY)

Average Gross Revenue

31) Average Gross Revenue for Reported Years: \$ _____ (Format: 99,999.99)
--

Asset Disclosure

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

Financial Statements

33) 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

34a) Gross Revenues	\$ _____	(Format: 99,999.99)
34b) Year End Date:	_____	(Date Format: MM/DD/YYYY)

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

35a) Gross Revenues:	\$ _____	(Format: 99,999.99)
35b) Year End Date:	_____	(Date Format: MM/DD/YYYY)

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

36a) Gross Revenues:	\$ _____	(Format: 99,999.99)
36b) Year End Date:	_____	(Date Format: MM/DD/YYYY)

Total Aggregate Average Gross Revenues for Designated Entity

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

Total Aggregate Average Gross Revenues for Closed Bidding

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

Total Assets Disclosure for Closed Bidding

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

Schedule for New Lease or New Sublease

Term of Lease [For New Leases Only]

1) Indicate whether the Lease is: <input checked="" type="checkbox"/> Long-Term or <input type="checkbox"/> Short-Term* * The cumulative lease period for a Short-Term Lease cannot exceed 365 days from the original commencement date.	
2) If this filing is for a Long-Term <i>De Facto</i> Transfer Lease, have the Licensee and Lessee entered into any Short-Term <i>De Facto</i> Transfer Lease(s) with regard to any spectrum covered by the license(s) that are part of this filing or within the same geographic area(s) of the license(s) that are part of this filing?	(<input type="checkbox"/>) Yes <input checked="" type="checkbox"/> No

Leased Spectrum (For Geographically-Licensed Services) [For New Leases Only]

3a) Does this filing involve geographic-area licenses where only a portion of the licensed spectrum and/or the licensed geographic area will be leased?	(<input checked="" type="checkbox"/>) Yes <input type="checkbox"/> No
3b) If the answer to 3a is 'Yes', does this filing involve one or more individual point-to-point microwave links that will be leased? If the response to 3b is 'Yes', complete Schedule H. If the response to 3b is 'No', complete Schedule F and, if applicable, Schedule G.	(<input type="checkbox"/>) Yes <input checked="" type="checkbox"/> No

Leased Spectrum (For Site-Based Services) [For New Leases Only]

3c) Does this filing involve site-based licenses where only a portion of the licensed locations, paths and/or frequencies will be leased? If the response to 3c is 'No', complete Items 184 (Call Sign) and 185 (Radio Service Code) on the Main Form. If the response to 3c is 'Yes', in addition to Items 184 (Call Sign) and 185 (Radio Service Code), complete Items 186-190 (Location Number, Path Number, Frequency Number, Lower Frequency and Upper Frequency), as appropriate, on the Main Form.	() Yes <input checked="" type="checkbox"/> No
---	--

Type and Term of Sublease [For New Subleases Only]

4a) If the existing Lease is a Long-Term <i>De Facto</i> Transfer Lease, are the Lessee and Sublessee entering into a Spectrum Manager Sublease or a Long-Term <i>De Facto</i> Transfer Sublease? <input type="checkbox"/> Spectrum Manager Sublease or <input type="checkbox"/> Long-Term <i>De Facto</i> Transfer Sublease	
4b) If the answer to 4a is 'Spectrum Manager Sublease', indicate whether the Sublease is: <input type="checkbox"/> Long-Term or <input type="checkbox"/> Short-Term	
5) If the existing Lease is a Long-Term Spectrum Manager Lease, indicate whether the Spectrum Manager Sublease is: <input type="checkbox"/> Long-Term or <input type="checkbox"/> Short-Term	

**Schedule for Supplemental Information Pertaining to a New Lease, New Sublease,
Revision to Extend the Term of an Existing Lease or Sublease, or
Revision to Cancel an Existing Lease or Sublease**

License Authorizations/Lease Identifiers/Sublease Identifiers (Complete as many Schedule E's as necessary)

1) Call Sign(s) or Lease/Sublease Identifier(s)	2) Radio Service Code	3) Commencement Date (MM/DD/YYYY) OR Check box for FCC Grant Date	4) Expiration Date (MM/DD/YYYY)	5) Revised Expiration Date (MM/DD/YYYY)	6) Cancellation Date (MM/DD/YYYY) OR Check box if Lease/Sublease Never Commenced
WPWQ957	CW	<input checked="" type="checkbox"/>	05/01/2010		<input type="checkbox"/>

**Schedule for Defined Geographic Area To Be Leased
(Geographically-Licensed Services)**

Call Sign

1) Call Sign: <u>WPWQ957</u>

Geographic Area of Spectrum To Be Included in Lease

2) Defined Area to be Leased	3) Undefined Area to be Leased (Complete Schedule G)	4a) Population of Leased Area
GARFIELD, MT	Schedule G # Attached:	1,279

5) Frequencies of Spectrum To Be Included in Lease (MHz)

Spectrum Leased	
Lower Frequency	Upper Frequency

**Schedule for Defined Geographic Area To Be Leased
(Geographically-Licensed Services)**

Call Sign

1) Call Sign: <u>WPWQ957</u>

Geographic Area of Spectrum To Be Included in Lease

2) Defined Area to be Leased	3) Undefined Area to be Leased (Complete Schedule G)	4a) Population of Leased Area
VALLEY, MT	Schedule G # Attached:	7,675

5) Frequencies of Spectrum To Be Included in Lease (MHz)

Spectrum Leased	
Lower Frequency	Upper Frequency

Attachment(s):

Type	Description	Date Entered
O	<u>Exhibit 2 - Lease Commencement Date</u>	05/22/2009
O	<u>Exhibit 1 - Description of Transaction</u>	05/22/2009

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

AT&T Inc. (“AT&T”), its wholly owned subsidiary New Cingular Wireless PCS, LLC (“New Cingular” or “Lessor”), Cellco Partnership d/b/a Verizon Wireless (“Verizon Wireless”), and its wholly owned subsidiary Alltel Communications, LLC (“Alltel Communications” or “Lessee”) (collectively, the “Parties”) hereby seek Commission approval of a long-term *de facto* transfer spectrum lease (“Lease”) of certain portions of New Cingular call sign WPWQ957 to Alltel Communications. This lease will replace in part an existing lease of this spectrum between the Parties.¹

New Cingular currently leases the 1900-1905 MHz and 1980-1985 MHz bands from call sign WPWQ957 to Alltel Communications in 25 counties in the Billings, MT BTA (BTA041). As a condition to their approval of the acquisition of ALLTEL Corporation (“ALLTEL”) by Verizon Wireless, the Department of Justice and the Federal Communications Commission required that ALLTEL and Verizon Wireless transfer day-to-day control over certain assets and spectrum holdings (“Divestiture Assets”) in 105 cellular market areas (“CMAs”) to a management trustee pending divestiture of those assets.² To satisfy this requirement, Alltel Communications filed, and the Commission granted, an application to partially sublease L00003395 to W. Stephen Cannon, Management Trustee.³

In this application, the Parties seek Commission approval of a replacement lease for a portion of WPWQ957 to Alltel Communications. Of the 25 counties covered by the existing lease, 23 counties are located in CMAs that Verizon Wireless is required to divest in order to comply with the Department of Justice’s *Final Judgment* and the Federal Communications Commission’s *Verizon Wireless-ALLTEL Merger Order*. On May 22, 2009, AT&T and Verizon Wireless filed a series of applications to assign the Divestiture Assets in 79 CMAs, including the geographic area covered by L000003395, to a subsidiary of AT&T. The replacement lease, which will be effective upon the later of (a) consummation of this proposed assignment or (b) the date on which the

¹ See L000003395. Alltel Communications is a single legal entity associated with two different FRNs. The proposed new lease will use a different FRN for Alltel Communications than the existing lease.

² See *United States, et al. v. Verizon Communications Inc. and ALLTEL Corporation*, Case No. 08-1878, *Preservation of Assets Stipulation and Order* (entered December 9, 2008) (“*Stipulation and Order*”); *United States, et al. v. Verizon Communications Inc. and ALLTEL Corporation*, Case No. 08-1878, *Proposed Final Judgment* (entered October 30, 2008) (“*Final Judgment*”); *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*, Memorandum Opinion and Order and Declaratory Ruling, FCC 08-258 (rel. Nov. 10, 2008) (“*Verizon Wireless-ALLTEL Merger Order*”).

³ See ULS File No. 6016CWSL09.

Commission approves this *de facto* transfer lease. The Parties will cancel L000003395 when the replacement lease takes effect.

The Lease raises no foreign ownership⁴ or other public interest concerns. In addition, the Lease raises no competitive concerns, as it will not result in the reduction of competitors in the relevant market because Verizon Wireless will continue to control the spectrum in two counties while the remainder will revert to current licensee AT&T. Accordingly, the Lease is consistent with the public interest, convenience, and necessity.⁵

⁴ See, e.g., International Authorizations Granted, Public Notice, DA 09-898 (Apr. 23, 2009).

⁵ See *Promoting Efficient Use of Spectrum Through Elimination of Barriers to the Development of Secondary Markets*, Report and Order, 18 FCC Rcd 20604 (2003).

Response to Exhibit E, Question 3

The term of the Lease governing the rights and obligations of the Lessor and Lessee will commence on the later of (a) the date that the proposed acquisition of certain Verizon Wireless properties by AT&T Corporation, which is described in Exhibit 1, is consummated or (b) the date on which the Commission approves the de facto transfer lease of spectrum to Alltel Communications, LLC.