



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

Sale or other assignment of assets                      Court order                      Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc ) \_\_\_\_\_

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

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

**Competition-Related Information**

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

**Broadband Radio Service and Educational Broadband Service Information**

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

**Assignor/Licensee Information**

|  |   |   |   |
|--|---|---|---|
| 17) Assignor/Licensee is a(n): (Select One)  |   |   |   |
| <input type="checkbox"/> Individual  | <input type="checkbox"/> Unincorporated Association | <input type="checkbox"/> Trust                            | <input type="checkbox"/> Government Entity              |
| <input type="checkbox"/> Corporation   | <input type="checkbox"/> Limited Liability Company  | <input type="checkbox"/> General Partnership              | <input checked="" type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Limited Liability Partnership                                     | <input type="checkbox"/> Consortium                 | <input type="checkbox"/> Other: _____                     |   |
| 18) FCC Registration Number (FRN):0002151413   |   |   |   |
| 19) First Name (if individual):  | MI:   | Last Name:  | Suffix:   |
| 20) Legal Entity Name (if not an individual): Ohio RSA #3 Limited Partnership d/b/a ALLTEL |   |   |   |
| 21) Attention To: Michael Samssock   |   |   |   |
| 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.samssock@verizonwireless.com                                   |   |   |   |

**30) Demographics of Assignor/Licensee (Optional):**

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

**Assignor/Licensee Contact Representative**

|  |         |                                       |                     |
|--|---------|---------------------------------------|---------------------|
| 31) First Name:Nancy                       | MI: J   | Last Name:Victory                     | Suffix:             |
| 32) Company Name: Wiley Rein LLP           |         |                                       |                     |
| 33) Attention To                           |         |                                       |                     |
| 34) P O Box:                               | And /Or | 35) Street Address: 1776 K Street, NW |                     |
| 36) City: Washington                       |         | 37) State: DC                         | 38) Zip Code: 20006 |
| 39) Telephone Number: (202)719-7344        |         | 40) Fax Number: (202)719-7049         |                     |
| 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 checked="" 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): 0003290673                    |   |   |  |
| 44) First Name (if individual):                                  | MI:   | Last Name:  | Suffix:                                      |
| 45) Legal Entity Name (if not an individual): Cellco Partnership |   |   |  |
| 46) Attention To: Michael Samssock                               |   |   |  |
| 47) P.O. Box:  | And /Or   | 48) Street Address: 1300 Eye Street, NW -- Suite 400 West |  |
| 49) City: Washington   |   | 50) State: DC   | 51) Zip Code 20005                           |
| 52) Telephone Number: (202)589-3768                              |   | 53) Fax Number: (202)589-3750                             |  |
| 54) E-Mail Address: michael.samssock@verizonwireless.com         |   |   |  |

**55) Demographics of Transferor (Optional):**

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

**Transferor Contact Representative**

|  |         |                                       |                     |
|--|---------|---------------------------------------|---------------------|
| 56) First Name: Nancy                      | MI: J   | Last Name: Victory                    | Suffix:             |
| 57) Company Name: Wiley Rein LLP           |         |                                       |                     |
| 58) Attention To:                          |         |                                       |                     |
| 59) P.O. Box:                              | And /Or | 60) Street Address: 1776 K Street, NW |                     |
| 61) City: Washington                       |         | 62) State: DC                         | 63) Zip Code: 20006 |
| 64) Telephone Number: (202)719-7344        |         | 65) Fax Number: (202)719-7049         |                     |
| 66) E-Mail Address: nvictory@wileyrein.com |         |                                       |                     |

**Assignee/Transferee Information**

|   |   |  |  |
|---|---|--|--|
| 67) Assignee/Transferee is a(n): (Select One)                               |   |  |  |
| <input type="checkbox"/> Individual   | <input type="checkbox"/> Unincorporated Association           | <input type="checkbox"/> Trust                         | <input type="checkbox"/> Government Entity |
| <input type="checkbox"/> 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: _____                                       |   |  |  |
| 68) FCC Registration Number (FRN): 0018856807                               |   |  |  |
| 69) First Name (if individual):   | MI:   | Last Name:   | Suffix:                                    |
| 70) Legal Entity Name (if not an individual): Adams Divestiture Company LLC |   |  |  |
| 71) Attention To: Douglas J. Minster  |   |  |  |
| 72) Real Party in Interest FCC Registration Number (FRN): 0002372217        |   |  |  |
| 73) Name of Real Party in Interest: Atlantic Tele-Network, Inc.             |   |  |  |
| 74) P.O. Box:   | And /Or   | 75) Street Address: 10 Derby Square                    |  |
| 76) City: Salem   |   | 77) State: MA  | 78) Zip Code: 01970                        |
| 79) Telephone Number: (978)619-1303   |   | 80) Fax Number: (978)744-3951                          |  |
| 81) E-Mail Address: dminster@atni.com                                       |   |  |  |

**82) Demographics of Assignee/Transferee (Optional):**

|  |   |                                 |
|--|---|---------------------------------|
| <b>Race:</b>   | <b>Ethnicity:</b>                               | <b>Gender:</b>                  |
| <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                                     |   |                                 |

**Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

|  |         |  |                     |
|--|---------|--|---------------------|
| 83) First Name: Jonathan                       | MI: V   | Last Name: Cohen                                 | Suffix:             |
| 84) Company Name: Wilkinson Barker Knauer, LLP |         |  |                     |
| 85) Attention To:                              |         |  |                     |
| 86) P.O. Box:                                  | And /Or | 87) Street Address: 2300 N Street, NW, Suite 700 |                     |
| 88) City: Washington                           |         | 89) State: DC                                    | 90) Zip Code: 20037 |
| 91) Telephone Number: (202)783-4141            |         | 92) Fax Number: (202)783-5851                    |                     |
| 93) E-Mail Address: joncohen@wbklaw.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"/> ) <b>Yes</b> <input type="radio"/> <b>No</b> |
| 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>0003872454</u>  |

**Alien Ownership Information**

|  |   |
|--|---|
| 95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?   | ( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b> |
| 96) Is the Assignee/Transferee an alien or the representative of an alien?   | ( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b> |
| 97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?   | ( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b> |
| 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"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b> |
| 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"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b> |
| 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?<br><br>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"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b> |

**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"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b> |
| 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"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b> |
| 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"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b> |

**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:<br>Michael           | MI: | Last Name:<br>Samsock | Suffix:                  |
| 104) Title: Authorized Representative |     |                       |                          |
| Signature:<br>Michael Samsock         |     |                       | 105) Date:<br>06/16/2009 |

**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.*<br>*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:<br>Douglas   | MI:<br>J | Last Name:<br>Minster | Suffix.                  |
| 107) Title: Authorized Representative   |          |                       |                          |
| Signature:<br>Douglas J Minster   |          |                       | 108) Date:<br>06/16/2009 |
| <b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>   |          |                       |                          |
| <b>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).</b> |          |                       |                          |

**Authorizations To Be Assigned or Transferred**

| 108)<br>Call Sign | 109)<br>Radio Service<br>Code | 110)<br>Location<br>Number | 111)<br>Path Number<br>(Microwave only) | 112)<br>Frequency<br>Number | 113)<br>Lower or Center<br>Frequency (MHz) | 114)<br>Upper<br>Frequency (MHz) | 115)<br>Constructed<br>Yes / No |
|-------------------|-------------------------------|----------------------------|---|-----------------------------|--|----------------------------------|---------------------------------|
| KNKQ312           | CL - Cellular                 |                            |   |                             |  |                                  | Y                               |

Attachment(s):

| Type | Description                         | Date Entered |
|------|-------------------------------------|--------------|
| O    | <u>Lead Application Information</u> | 06/15/2009   |

**LEAD APPLICATION INFORMATION**

This is one of a series of applications seeking the Commission's approval for the assignment and transfer of control of wireless licenses from subsidiaries of Celco Partnership d/b/a Verizon Wireless to a newly-formed holding company, Adams Divestiture Company LLC ("Adams LLC"), as owned and controlled by Atlantic Tele-Network, Inc. The application being filed for the assignment of licenses from ALLTEL Communications, LLC to Adams LLC has been designated as the lead application for this series of applications (ULS File No. 0003858521). All exhibits relevant to the transaction are contained in the lead application and are incorporated herein by reference.