

Approved by OMB
3060-0686

INTERNATIONAL SECTION 214 AUTHORIZATIONS FOR ASSIGNMENT OR TRANSFER OF CONTROL FCC FORM 214TC FOR OFFICIAL USE ONLY	
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APPLICANT INFORMATION

Enter a description of this application to identify it on the main menu:

Alltel Comm-Adams

I. Legal Name of Applicant			
Name:	Adams Divestiture Company LLC	Phone Number:	(978) 619-1300
DBA Name:		Fax Number:	(978) 744-3951
Street:	1776 K Street, NW	E-Mail:	dminster@atni.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006 -
Attention:	Douglas Minster		

2. Name of Contact Representative

Name:	Douglas Minster	Phone Number:	(978) 619-1300
Company:	Atlantic Tele-Network, Inc.	Fax Number:	(978) 744-3951
Street:	10 Derby Square	E-Mail:	dminster@atni.com
City:	Salem	State:	MA
Country:	USA	Zipcode:	01970-
Attention:	Mary de la Rosa	Relationship:	Legal Counsel

CLASSIFICATION OF FILING

3. Choose the button next to the classification that best describes this filing. Choose only one.

a. Assignment of Section 214 Authority

An Assignment of an authorization is a transaction in which the authorization, or a portion of it, is assigned from one entity to another. Following an assignment, the authorization will usually be held by an entity other than the one to which it was originally granted. (See Section 63.24(b).)

b. Transfer of Control of Section 214 Authority

A Transfer of Control is a transaction in which the authorization remains held by the same entity, but there is a change in the entity or entities that control the authorization holder. (See Section 63.24(c).)

c. Notification of Pro Forma Assignment of Section 214 Authority (No fee required)

d. Notification of Pro Forma Transfer of Control of Section 214 Authority (No fee required)

Date of Consummation: Must be completed if you select c or d.

4. File Number(s) of Section 214 Authority(ies) for Which You Seek Consent to Assign or Transfer Control.
 Note: If the Section 214 Authorization Holder whose authority is being assigned or transferred does not have an "ITC" File No. under which it is operating, contact the Help Desk for assistance before proceeding further with this application. You cannot enter an "ITC-ASG" or "ITC-T/C" File No. in response to this question. Your response must specify one or more "ITC" File Nos. Relevant "ITC-ASG" or "ITC-T/C" File Nos. should be listed only in Attachment I in response to Question 10.

File Number:IT C214199604040 0138	File Number:						
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5. Name of Section 214 Authorization Holder

Name: Alltel Communications, LLC **Phone Number:** 202-589-3768

DBA Name: **Fax Number:** 202-589-3750

Street: 1300 I Street, NW **E-Mail:** michael.samssock@verizonwireles

Suite 400 West

City: Washington **State:** DC

Country: USA **Zipcode:** 20005

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Attention: Michael Samssock

6. Name of Assignor / Transferor

Name:	Alltel Communications, LLC	Phone Number:	202-589-3768
DBA Name:		Fax Number:	202-589-3750
Street:	1300 I Street, NW	E-Mail:	michael.samsock@verizonwireles
	Suite 400 West		
City:	Washington	State:	DC
Country:	USA	Zipcode:	20005 -
Attention:	Michael Samsock		

7. Name of Assignee / Transferee

Name:	Adams Divestiture Company LLC	Phone Number:	(978) 619-1300
DBA Name:		Fax Number:	(978) 744-3951
Street:	1776 K Street, NW	E-Mail:	dminster@atni.com
City:	Washington	State:	DC
Country:	USA	Zipcode:	20006
Attention:	Douglas Minster		-

8a. Is a fee submitted with this application?

- If Yes, complete and attach FCC Form 159. If No, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114).
- Governmental Entity Noncommercial educational licensee Notification of Pro Forma (No fee required.)
- Other (please explain):

8b. You must file a separate application for each legal entity that holds one or more Section 214 authorizations to be assigned or transferred.

Fee Classification CUT - Section 214 Authority

9. Description (Summarize the nature of the application.)

(If the complete description does not appear in this box, please go to the end of the form to view it in its entirety.)

Application for Commission consent to the partial assignment of international section 214 authorization from Alltel Communications LLC to Adams Divestiture Company LLC, as it will be owned upon consummation of the transaction. This application is subject to

10. In Attachment 1, please respond to paragraphs (c) and (d) of Section 63.18 with respect to the assignor/transferor and the assignee/transferee. Label your response "Answer to Question 10".

11. Does any entity, directly or indirectly, own at least ten (10) percent of the equity of the assignee/transferee as determined by successive multiplication in the manner specified in the note to Section 63.18(h) of the rules?

Yes No

If you answered "Yes" to this question, provide in Attachment 1, the name, address, citizenship, and principal businesses of each person or entity that directly or indirectly owns at least ten (10) percent of the equity of the assignee/transferee, and the percentage of equity owned by each of those persons or entities (to the nearest one percent). Label your response "Answer to Question 11."

12. Does the assignee/transferee have any interlocking directorates with a foreign carrier?

Yes No

If you answered "Yes" to this question, identify each interlocking officer/director in Attachment 1. (See Section 63.09(g).) Provide the name and position/title of the individual or entity, the name of the foreign carrier, and the country in which the foreign carrier is authorized to operate. Label your response: "Answer to Question 12."

13. Provide in Attachment 1 a narrative of the means by which the proposed assignment or transfer of control will take place. In circumstances of a substantial assignment or transfer of control pursuant to Section 63.24(e), where the assignor seeks authority to assign only a portion of its U.S. international assets and/or customer base, please specify whether the assignor requests authority to continue to operate under any or all of its international Section 214 File Nos. after consummation; and, if so, please specify in Attachment 1 each File No. it seeks to retain in its own name. Label your response "Answer to Question 13."

Note: The assignor may retain any or all of its international Section 214 File Nos. In that case, the assignor will continue to hold the international section 214 authorizations that it specifies in response to this question. The ITC-ASG File No. that the Commission assigns to this application will, when granted, constitute Commission authorization of the proposed assignment of assets and /or customers from the assignor to the assignee. Unless Commission grant of the assignment application specifies otherwise, the assignee may provide the same services on the same routes as permitted under the assignor's Section 214 authorization(s), and the assignee may provide such service to any customers it may obtain in the ordinary course of business.

If this filing is not a notification of a pro forma assignment or pro forma transfer of control, please respond to Questions 14-20 below. (See Section 63.24(d).) Otherwise, you may proceed to Question 21 below.

14. Check "Yes" below if the assignee is a foreign carrier or if, upon consummation of the proposed assignment or transfer of control, the Section 214 holder would be affiliated with a foreign carrier. (See Section 63.18 (i).) The terms "foreign carrier" and "affiliated" are defined in Section 63.09 (d) & (e) of the rules respectively. Yes No

If you answered "Yes" to this question, please specify in Attachment 1 each foreign country in which the assignee is a foreign carrier or in which the Section 214 holder, upon consummation, would be affiliated with a foreign carrier. Label your response. "Answer to Question 14."

15. If this application is granted and the proposed assignment or transfer is consummated, would the Section 214 holder be authorized to provide service to any destination country for which any of the following statements is true?

Yes No

(1) The Section 214 holder is a foreign carrier in that country; or

(2) The Section 214 holder controls a foreign carrier in that country; or

(3) Any entity that owns more than 25 percent of the Section 214 holder, or that controls the Section 214 holder, controls a foreign carrier in that country.

(4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Section 214 holder and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

If you answered "Yes" to this question, please specify in Attachment 1 each foreign carrier and country for which any of the above statements would be true. Label your response, "Answer to Question 15."

16. If you answered "Yes" to question 14, do you request classification of the Section 214 holder as a "non-dominant" carrier, upon consummation of the proposed transaction, between the United States and any or all countries listed in response to Question 14? See Section 63.10 of the rules.

Yes No

If you answered "Yes" to this question, you must provide information in Attachment 1 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination country route where it would be a foreign carrier, or would be affiliated with a foreign carrier and for which you request non-dominant classification. Label your response, "Answer to Question 16."

17. If you answered "Yes" to question 14 and you have not provided information in response to Question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules on each U.S.-destination route where it would be a foreign carrier, or be affiliated with a foreign carrier, check "Yes" below to certify that the assignee/transferee agrees to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in the provision of international service between the United States and any foreign country(ies) for which you have not provided the required information.

Yes, I certify that I agree to comply with the dominant carrier safeguards in Section 63.10 (c) & (e) of the rules in my provision of international service between the United States and the following foreign country(ies):

Guyana

No. Does not apply.

18. If you answered "Yes" to question 15, and if you have not provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10 of the rules in its provision of service to each of the countries identified in response to question 15, the Section 214 holder may not be eligible to provide international telecommunications service between the U.S. and each such country following consummation of the assignment or transfer. In order to determine whether the public interest would be served by authorizing service on these U.S.-destination country routes, the assignee/transferee must provide information, in Attachment 1, to satisfy one of the showings specified in Section 63.18(k) of the rules. Label your response, "Answer to Question 18."

19. If the assignee, or the Section 214 holder that is the subject of this transfer of control application, is a provider of Commercial Mobile Radio Services, you need not answer this question.

If any of the Section 214 authorization(s) that would be assigned or transferred, authorize the Section 214 holder to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country listed in response to question 14, and unless you have provided information in response to question 16 to demonstrate that the Section 214 holder would qualify for non-dominant classification under Section 63.10(a)(3) of the rules for each country, check "Yes" below to certify that the assignee/transferee will file the quarterly traffic reports required by Section 43.61(c) of the rules; and/or state in Attachment 1 that the foreign carrier(s) for which the applicant has not made a showing under Section 63.10(c)(3) do(es) not collect settlement payments from U.S. international carriers. (See Section 63.18(l).)

- Yes. I certify that I agree to comply with the quarterly traffic reporting requirements set forth in section 43.61(c) of the rules.

20. If the applicant desires streamlined processing pursuant to Section 63.12 of the rules, provide in Attachment 1 a statement of how the application qualifies for streamlined processing. (See Section 63.18(p).) Note that, if the application is being filed in connection with a sale of assets or reorganization of a carrier or its parent pursuant to the U.S. bankruptcy laws, the application may not be eligible for streamlined processing until final bankruptcy court approval of the proposed sale or reorganization.

Applicant certifies that its responses to questions 21 through 25 are true:

21. The assignee/transferee certifies that it has not agreed to accept special concessions directly or indirectly from a foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into any such agreements in the future. Yes No

22. By signing this application, the undersigned certify either (1) that the authorization(s) will not be assigned or that control of the authorization(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to the notification procedures for pro forma transactions under Section 63.24 of the rules. The assignee/transferee also acknowledges that the Commission must be notified by letter within 30 days of a consummation or of a decision not to consummate. (See Section 63.24(e)(4).) Yes No

23. If this filing is a notification of a pro forma assignment or transfer of control, the undersigned certify that the assignment or transfer of control was pro forma and that, together with all previous pro forma transactions, does not result in a change in the actual controlling party. Yes No
 Not a Pro Forma

24. The undersigned certify 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. Yes No

25. 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 rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. Yes No

CERTIFICATION

26. Printed Name of Assignor / Transferor Alltel Communications, LLC	29. Printed Name of Assignee / Transferee Adams Divestiture Company LLC
27. Title (Office Held by Person Signing) Authorized Representative	30. Title (Office Held by Person Signing) Authorized Representative
28. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Michael Samscock	31. Signature (Enter the name of the person who will sign the paper version of this form for retention in their files) Douglas Minster
<p>WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND / OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION AUTHORIZATION (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</p>	

FCC NOTICE REQUIRED BY THE PAPERWORK REDUCTION ACT

The public reporting for this collection of information is estimated to average 8 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the required data, and completing and reviewing the collection of information. If you have any comments on this burden estimate, or how we can improve the collection and reduce the burden it causes you, please write to the Federal Communications Commission, AMD-PERM, Paperwork Reduction Project (3060-0686), Washington, DC 20554. We will also accept your comments regarding the Paperwork Reduction Act aspects of this collection via the Internet if you send them to PRA@fcc.gov. **PLEASE DO NOT SEND COMPLETED FORMS TO THIS ADDRESS.**

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THE FOREGOING NOTICE IS REQUIRED BY THE PAPERWORK REDUCTION ACT OF 1995, PUBLIC LAW 104-13, OCTOBER 1, 1995, 44 U.S.C. SECTION 3507.

43. Description. (Summarize the nature of the application and the services to be provided).

Application for Commission consent to the partial assignment of international section 214 authorization from Alltel Communications LLC to Adams Divestiture Company LLC, as it will be owned upon consummation of the transaction. This application is subject to streamlined processing, and Assignor requests authority to continue to operate under international Section 214 File No ITC-214-19960404-00138 after consummation of the transaction.

ATTACHMENT 1

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Section 63.24 of the rules, 47 C.F.R. § 63.24, Commission approval is requested for the partial assignment of international section 214 authority from Alltel Communications, LLC and Western Wireless, LLC (“Assignors”), both of whom are wholly-owned subsidiaries of Celco Partnership d/b/a Verizon Wireless (“Verizon Wireless”), to Adams Divestiture Company LLC (“Adams LLC” or “Assignee”) (together, the “Applicants”). These applications are eligible for streamlined processing pursuant to Section 63.12 of the Commission’s Rules.¹

Answer to Question 10

Assignor Contact Information

Michael Samscock
Counsel
Verizon Wireless
1300 I Street, NW, Suite 400 West
Washington, DC 20005
(202) 589-3768
michael.samscock@verizonwireless.com

With a copy to:

Nancy J. Victory
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1776 K Street, NW
Washington, DC 20006
(202) 719-7344
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Assignee Contact Information

Pre-Transaction:

Michael Samscock
Counsel
Verizon Wireless
1300 I Street, NW, Suite 400 West
Washington, DC 20005
(202) 589-3768
michael.samscock@verizonwireless.com

¹ 47 C.F.R. § 63.12. Two separate applications are being submitted, one for each of the different Assignors to the transaction.

Post-Transaction:

Douglas J. Minster
Vice President and General Counsel
Atlantic Tele-Network, Inc.
10 Derby Square
Salem, Massachusetts 01970
(978) 619-1300
dminster@atni.com

With a copy to:

Jonathan V. Cohen
Wilkinson Barker Knauer, LLP
2300 N Street, NW, Suite 700
Washington, DC 20037
(202) 383-3416
joncohen@wbklaw.com

Prior International Section 214 Authorizations

Assignors Alltel Communications LLC and Western Wireless LLC and their affiliates hold a number of international Section 214 authorizations for global resale and facilities-based service. The authorizations relevant for purposes of the instant application are File Nos. ITC-214-19960404-00138 (Alltel Communications LLC, global resale) and ITC-214-2001-0427-00254 (Western Wireless LLC, global facilities-based and resale).

Assignee Adams LLC currently holds no international Section 214 authorizations in its own right.²

Answer to Question 11 - Direct and Indirect Ownership Information

Pursuant to Section 63.18(h) of the Commission's rules, following is the relevant ownership information listing the entities holding a 10 percent and greater interest in Adams LLC as of the consummation of the proposed Transaction.

² Subsidiaries of Adams LLC's post-transaction ultimate parent, Atlantic Tele-Network, Inc. ("ATN"), currently hold international section 214 authorizations. See File Nos. ITC-214-20081113-00496 (Commet Wireless, LLC, global facilities-based and resale authority); ITC-214-20080618-00280 (Tropical Tower Company, Ltd, global facilities-based and resale authority); ITC-214-20071004-00411 (Atlantic Crossing Ltd., global facilities-based and resale authority); ITC-214-20021219-00604 (Choice Communications LLC, global facilities-based and resale authority).

Direct Ownership

Name: Atlantic Wireless Communications, LLC
Address: 10 Derby Square
Salem, Massachusetts 01970
(978) 619-1300
Citizenship: Delaware (U.S.)
Principal Business: Holding company
Percentage Held: 100% interest in Adams LLC

Indirect Ownership

Name: Atlantic Tele-Network, Inc.
Address: 10 Derby Square
Salem, Massachusetts 01970
(978) 619-1300
Citizenship: Delaware (U.S.)
Principal Business: Holding company owning interests in various domestic U.S.
and foreign telecommunications entities
Percentage Held: 100% interest in Atlantic Wireless Communications, LLC

Name: Cornelius B. Prior, Jr.
Address: 9719 Estate Thomas
St. Thomas, USVI 00802
(340) 777-8000
Citizenship: U.S.
Principal Business: Chairman of the Board of Atlantic Tele-Network and
GT&T
Percentage Held: 37% interest in Atlantic Tele-Network, Inc.

As of the close of the transaction, no other entity will hold a 10% or greater direct or indirect ownership interest in Assignee Adams LLC.

Answer to Question 12 – Interlocking Directorates

There are no interlocking directorates between Adams LLC post-transaction and a foreign carrier. Adams LLC nonetheless notes the following:

- Cornelius Prior is Chairman of the Board of Atlantic Tele-Network, Inc. (“ATN”) (Adams LLC’s ultimate parent post-transaction), Chairman of the Board of Guyana Telephone & Telegraph Company Limited (“GT&T”), and a board member of Bermuda Digital Communications, Ltd. (“BDC”).
- Michael Prior is CEO and a Director of ATN, President and CEO of Adams LLC parent Atlantic Wireless Communications, LLC (“Atlantic Wireless”), and a board member of GT&T and BDC.

- Justin Benincasa is CFO of ATN, Treasurer of Atlantic Wireless and ATN subsidiary Commnet Wireless, LLC, and a board member of GT&T and BDC.
- Douglas Minster is Vice President and General Counsel of ATN, Secretary of Atlantic Wireless and ATN subsidiary Commnet, and a board member of GT&T.
- William Kreisher is Sr. Vice President, Corporate Development of ATN, and a board member of BDC.

Answer to Question 13

Description of Transaction

Pursuant to a Purchase Agreement dated June 9, 2009, ATN has agreed to acquire from Verizon Wireless assets used in the operation of ALLTEL's wireless telecommunications businesses in twenty-six cellular market areas ("CMAs") located in Georgia, Idaho, Illinois, Ohio, North Carolina and South Carolina. These assets include certain cellular, broadband Personal Communications Services ("PCS"), 700 MHz, and ancillary microwave licenses. As the first step of the Transaction, Verizon Wireless will assign the relevant licenses and authorizations, or transfer interests in partnerships holding such licenses, to Adams LLC, a newly formed wholly-owned indirect subsidiary of Verizon Wireless. Following that *pro forma* step, Verizon Wireless will transfer all of its right, title and interest in Adams LLC to ATN's wholly-owned direct subsidiary Atlantic Wireless, thereby causing control of Adams LLC, and all of its FCC licenses and authorizations and interests therein, to be transferred to Atlantic Wireless.³

These assignments fulfill in part the government-ordered divestiture of certain commercial mobile radio service ("CMRS") properties as a condition of the approval of Verizon Wireless's acquisition of ALLTEL Corporation,⁴ and the consent decrees into which Verizon Communications Inc. ("Verizon") entered with the Department of Justice ("DOJ") and various state attorneys general regarding that transaction.⁵ The instant

³ While the transaction will be formally effected as a transfer of control of Adams LLC, in order to accommodate the Commission's electronic filing systems certain of the applications, including the instant international Section 214 applications, are being submitted as partial assignment of authorizations. For purposes of providing information responsive to the Commission's rules, the information relating to Adams LLC provided herein principally describes the Assignee as it will be owned upon consummation of the broader transaction, rather than as it will be owned upon consummation of the initial *pro forma* assignment.

⁴ *In the Matter of Applications of Cellco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC*, Memorandum Opinion and Order and Declaratory Ruling, 23 FCC Red. 17444, ¶¶ 157-170 (2008) ("*Verizon Wireless-ALLTEL Merger Order*").

⁵ Final Judgment, *United States of America, et al. v. Verizon Communications Inc. and Alltel Corporation*, (D.D.C. filed Apr. 23, 2009) and Modified Final Judgment, *United States v. Bell Atlantic Corp. et al.* (D.D.C. filed December 30, 2008) ("*Final Judgments*").

partial assignment applications are limited in scope to those wireless properties covering the spectrum and geographic areas of the associated FCC Form 603 applications.⁶

Public Interest Statement

As described below, the instant applications are subject to the FCC's streamlined application processing procedures, and the Commission established long ago that anticompetitive concerns are unlikely to arise when a carrier has no foreign carrier affiliates or where those affiliates do not hold market power.⁷ Adams LLC and its affiliated carriers holds only a small share of the international services market, and this transaction will not materially increase that market share. Thus, the transaction will have no discernible impact on the intensely competitive international telecommunications marketplace. Moreover, the partial assignments described herein will not result in any violation of the Act, the rules or any other applicable statutory provision.⁸ Grant of the applications will also facilitate the seamless transition of customers and operations from Verizon Wireless to Adams LLC. The public interest statement accompanying the Applicants' lead FCC Form 603 application,⁹ which details the additional public interest benefits of the Transaction, is included as a separate attachment to the instant application.

Treatment of Assignor's Authorizations

Pursuant to this application, Assignors seek authority to assign only a portion of the U.S. international customer base associated with their respective spectrum licenses, and will continue to provide service to customers in the affected markets. Assignors therefore request authority to continue to operate under the international Section 214 authorizations subject to the applications associated with this transaction – File Nos. ITC-214-19960404-00138 (Alltel Communications LLC) and ITC-214-2001-0427-00254 (Western Wireless LLC).

Answer to Question 14 – Countries with Foreign Carrier Affiliates

Post-transaction, Adams LLC will be affiliated with a foreign carrier in Bermuda, Guyana, and Turks and Caicos.

⁶ See ULS File Nos. 0003858521; 0003858519; 0003859085; 0003859164; 0003859173; 0003859183; 0003860121; 0003865503; 0003865511; 0003865513; 0003865517; and 0003865570.

⁷ See *Regulation of International Common Carrier Services*, 7 FCC Rcd 7331, ¶ 10 (1992).

⁸ Current customers in the subject markets will be notified of the change in ownership of their carrier.

⁹ See ULS File No. 0003858521.

Answer to Question 15 – Foreign Carrier Affiliation Information

Bermuda. ATN, Assignee's ultimate parent company post-transaction, owns a 57.8% ownership interest in Bermuda Digital Communications Ltd., a cellular carrier not licensed to provide international services.

Guyana. ATN holds an 80% ownership interest in Guyana Telephone & Telegraph Company Limited, the incumbent carrier in Guyana.

Turks and Caicos. ATN's subsidiary BDC holds a 42.4% ownership interest in Islandcom Telecommunications Ltd., a cellular carrier.

Answer to Questions 16 and 17 – Nondominant Regulatory Treatment

Pursuant to Section 63.10(a) of the Commission's rules, 47 C.F.R. § 63.10(a), Assignee seeks nondominant regulatory treatment on all international routes except the U.S.-Guyana route, consistent with the regulatory treatment recently afforded ATN's subsidiary, Commnet Wireless, LLC.¹⁰

Bermuda. BDC holds less than 50% market share in the international transport and local access market at the foreign end of the route and is not on the Commission's list of foreign carriers presumed to have market power. Adams LLC is therefore presumptively entitled to nondominant regulatory treatment pursuant to section 63.10(a)(3) of the Commission's rules, 47 C.F.R. § 63.10(a)(3).

Guyana. ATN holds an 80% ownership interest in Guyana Telephone & Telegraph Company Limited, the incumbent carrier in Guyana. Adams LLC does not seek nondominant regulatory treatment with respect to its provision of facilities-based international services and agrees that, pursuant to 47 C.F.R. § 63.10(a)(4), nondominant regulatory treatment will apply only insofar as Adams LLC resells the U.S. facilities-based services of unaffiliated carriers' international switched services. Guyana is a WTO Member.

Turks and Caicos. ATN's subsidiary, BDC, holds a 42.4% ownership interest in Islandcom Telecommunications Ltd. ("Islandcom"), a cellular carrier. Islandcom holds less than 50% market share in the international transport and local access market at the foreign end of the route and is not on the Commission's list of foreign carriers presumed to have market power. Adams LLC is therefore presumptively entitled to nondominant regulatory treatment pursuant to section 63.10(a)(3) of the Commission's rules, 47 C.F.R. § 63.10(a)(3).

¹⁰ See Public Notice, DA 08-2725, at 3 (1B rel. Dec. 18, 2008), File No. ITC-214-20081113-00496.

Answer to Question 20 – Streamlined Processing

Post-transaction, Adams LLC will have no foreign carrier or dominant carrier affiliations on all but three U.S. international routes. On those routes where it will have foreign carrier affiliations, it has either demonstrated that it qualifies for a presumption of nondominant treatment under 47 C.F.R. § 63.10(a)(3), owns “only mobile wireless facilities,” or has otherwise agreed to dominant regulatory treatment. Further, an entity with exactly the same ownership as Adams LLC was recently “authorized to provide the applied-for services on the affiliated destination route ... subject to all of the conditions to which” Adams LLC has agreed herein.¹¹ Therefore, this application qualifies for streamlined processing pursuant to Section 63.12 of the Commission’s rules.¹² The Parties will not consummate the transaction until after the Commission approves the related Form 603 applications seeking consent to assign the associated wireless spectrum licenses to Adams LLC.

¹¹ See 47 C.F.R. § 63.12(c)(1)(vi).

¹² See 47 C.F.R. §§ 63.12(a), (c)(1)(ii)-(iii), (c)(1)(v)-(vi), and (c)(2).

**DESCRIPTION OF TRANSACTION
AND PUBLIC INTEREST SHOWING**

I. OVERVIEW

This is one of twelve applications seeking the Commission's approval for the assignment or transfer of control of wireless licenses currently held by subsidiaries or controlled partnerships of Celco Partnership d/b/a Verizon Wireless ("Verizon Wireless") from Verizon Wireless to a newly-formed holding company, Adams Divestiture Company LLC ("Adams LLC"), to be owned and controlled by Atlantic Wireless Communications, LLC ("Atlantic Wireless"), a wholly owned subsidiary of Atlantic Tele-Network, Inc. ("ATN") (the "Transaction").¹ The proposed Transaction will result in ATN acquiring control of wireless properties, including wireless spectrum licenses and network assets, serving over 800,000 subscribers across Georgia, Idaho, Illinois, Ohio, North Carolina, and South Carolina. The Transaction will aid Verizon Wireless in fulfilling its divestiture obligations under the Commission's order in the merger of Verizon Wireless and ALLTEL Corporation ("ALLTEL")² and the consent decrees into which Verizon Communications Inc. ("Verizon") entered with the Department of Justice ("DOJ") and various state attorneys general regarding that transaction.³

As discussed below, ATN currently has no attributable spectrum interests in any of the subject markets. The Transaction thus will enable a new competitor to assume the former ALLTEL position in the subject markets, thereby providing significant public interest benefits while maintaining the current competitive environment in each market. Accordingly, the Commission should approve these applications expeditiously.

II. DESCRIPTION OF THE PARTIES

ATN is a telecommunications company headquartered in Salem, Massachusetts. ATN's principal subsidiaries include: Commnet Wireless, LLC, which provides voice and data wireless roaming services for U.S. and international carriers in rural areas in the United States; Guyana Telephone and Telegraph Company Limited, which is the national telephone service provider for all local, long-distance and international voice and data services, as well as a retail wireless service provider in Guyana; Bermuda Digital Communications Ltd., which is the leading provider of wireless voice and data services to retail customers in Bermuda (operating as Cellular

¹ Verizon Wireless and its subsidiaries/controlled partnerships, Adams LLC, and ATN will hereinafter be referred to collectively as the "Parties" or the "Applicants." The Parties are contemporaneously filing with the International Bureau two applications to assign derivative international Section 214 authority from ALLTEL Communications, LLC and Western Wireless, LLC to Adams LLC as owned indirectly by ATN.

² *Applications of Celco Partnership d/b/a Verizon Wireless and Atlantis Holdings LLC*, WT Docket No. 08-95, Memorandum Opinion and Order, 23 FCC Rcd 17444 (2008) ("*Verizon Wireless-ALLTEL Merger Order*").

³ Final Judgment, *United States of America, et al. v. Verizon Communications Inc. and ALLTEL Corporation*, (D.D.C. filed Apr. 23, 2009) and Modified Final Judgment, *United States v. Bell Atlantic Corp. et al.* (D.D.C. filed December 30, 2008) ("Final Judgments").

One), and an early-stage wireless provider in Turks & Caicos; Sovernet, Inc., which provides wireline voice and data services to businesses and homes in New England and high capacity communications network transport services in New York State through its subsidiary ION Holdeo LLC; and Choice Communications, LLC, which provides wireless broadband services in the U.S. Virgin Islands. ATN's qualifications to control Commission licenses are a matter of public record.⁴

Verizon Wireless operates a wireless voice and data network, serving more than 86.6 million customers in the United States. Verizon Wireless is a joint venture of Verizon Communications Inc. and Vodafone Group Plc. and is headquartered in Basking Ridge, New Jersey.

III. DESCRIPTION OF THE TRANSACTION

Pursuant to a Purchase Agreement dated June 9, 2009, ATN has agreed to acquire from Verizon Wireless assets formerly used in the operation of ALLTEL's wireless telecommunications businesses in twenty-six cellular market areas ("CMAs") located in Georgia, Idaho, Illinois, Ohio, North Carolina and South Carolina. These assets include certain cellular, broadband Personal Communications Services ("PCS"), 700 MHz, and ancillary microwave licenses.⁵ As the first step of the Transaction, Verizon Wireless will assign the relevant licenses and authorizations, or transfer interests in partnerships holding such licenses, to Adams LLC, a newly formed wholly-owned indirect subsidiary of Verizon Wireless. Following that *pro forma* step, Verizon Wireless will transfer all of its right, title and interest in Adams LLC to Atlantic Wireless, thereby causing control of Adams LLC, and all of its FCC licenses and authorizations and interests therein, to be transferred indirectly to ATN. Though these events will occur in two steps, pursuant to direction from the FCC staff, the applicants are filing only one set of applications that encompass both steps of the Transaction. Thus, these applications are styled as assignments or transfers of control of licenses directly to Adams LLC as it will exist under the Atlantic Wireless ownership post-consummation.⁶

IV. THE STANDARD OF REVIEW

In deciding whether to grant these applications under Section 214(a) and 310(d) of the Communications Act of 1934, as amended,⁷ the Commission must determine whether doing so

⁴ See *FCC Public Notice*, Report No. 2258 (WTB rel. Sept. 14, 2005) (consenting to the transfer of control of the Commnet subsidiaries to ATN).

⁵ Tables showing the cellular, broadband PCS, and 700 MHz spectrum to be acquired (broken down by CMA) are set forth in Attachment A.

⁶ Accordingly, the certifications in the FCC Form 603 Main Form for Adams LLC were made by ATN as the post-consummation parent of Adams LLC, even though Adams LLC is, as of the time of these applications, wholly owned by Verizon Wireless. In signing this application, the ATN representative's certifications about Adams LLC pertain only to that entity as it will exist and operate after consummation of the Transaction.

⁷ 47 U.S.C. §§ 214(a), 310(d).

will serve the public interest, convenience and necessity. If the Commission, upon examining an application and considering such other matters as it may officially notice, finds that the public interest, convenience and necessity would be served by a grant of that application, it will grant it.

The Commission has reviewed many transfer or assignment applications that on their face show that a transaction will yield affirmative public interest benefits and will not violate the Communications Act or Commission rules, nor frustrate or undermine the policies and enforcement of the Communications Act by reducing competition or otherwise. The Commission has found that such circumstances do not require extensive review and expenditure of considerable resources by the Commission and interested parties. Further, the Commission has emphasized that a detailed showing of benefits is not required for transactions where there are no anticompetitive effects.⁸ As detailed below, the instant Transaction meets these standards.

The proposed Transaction plainly does not violate any law or rule. Likewise, it does not impede the realization of the objectives of the Communications Act or the Commission's ability to implement the Act. To the contrary, the Transaction will result in affirmative public interest benefits and will not harm competition. Accordingly, the Commission should approve this Transaction expeditiously.

V. THE TRANSACTION WILL MAINTAIN COMPETITION AND PROMOTE THE PUBLIC INTEREST, CONVENIENCE AND NECESSITY

As an initial matter, the transaction will not cause any harm to competition. ATN currently holds no spectrum nor provides wireless service in any of the CMAs to be acquired. Consequently, ATN's acquisition of these Verizon Wireless properties will simply allow ATN to take the place of the former ALLTEL as a competitor in these markets. The Transaction will thus maintain exactly the same number of competitors in each market as exists today. Given ATN's experience at operating CMRS services in rural areas as well as expanding and enhancing its network and distribution, ATN is well-equipped to maintain and potentially improve the competitive position of the divested properties. Further, the Transaction affects the divestiture of assets required by the Commission in the *Verizon Wireless-ALLTEL Merger Order* and by DOJ in the Final Judgments. As such, the Transaction will plainly serve the public interest.

⁸ The Commission stated in *Applications of Southern New England Telecomm. Corp. and SBC Communications Inc.*, 13 FCC Rcd 21292, 21315 (1998), that, in the absence of anticompetitive effects, a detailed showing of benefits is not necessary in seeking approval of a merger. Similarly, as the Commission stated in its approval of the SBC/Pacific Telesis merger, where it found that the merger would not reduce competition and that SBC possessed the requisite qualifications to control the licenses in question, "[a] demonstration that benefits will arise from the transfer is not . . . a prerequisite to our approval, provided that no foreseeable adverse consequences will result from the transfer." *Applications of Pacific Telesis Group and SBC Communications Inc.*, 12 FCC Rcd 2624, 2626-27 (1997); see also *Comcast Cellular Holdings, Inc. and SBC Communications, Inc.*, 14 FCC Rcd 10604, 10608-09 (WTB 1999).

ATN has a long history of success operating telecommunications networks (including wireless networks) in comparable markets, and it has the necessary financial resources to maintain and improve upon the services being offered by the current licensee entities. In particular, ATN's management team is experienced at operating wireless systems in rural areas and is thus well-positioned to provide the former ALLTEL customers in the subject markets with high-quality wireless services.⁹ ATN will apply its substantial operating experience to build upon the success that the former ALLTEL achieved in these markets and further develop these markets for customers who want the attention and flexibility of a local operator.

The proposed Transaction represents an important step in ATN's long-held plan to expand its existing international retail and domestic wholesale operations by adding a retail wireless service offering to its operations in the United States. Through the Transaction, ATN will obtain control of 34 cellular licenses, all or part of 17 broadband PCS licenses, and two 700 MHz licenses. In total, the proposed Transaction would result in ATN controlling 25-47 MHz of CMRS spectrum in primarily rural areas in 26 CMAs, providing ample spectrum capacity for the provision of high quality wireless services to consumers. In addition, ATN will acquire a significant customer base,¹⁰ fully-built network assets, retail facilities and operations, roaming agreements with Verizon Wireless, real property, equipment and personal property, inventory, and intellectual property.

ATN has established a track record of enhancing and expanding its network and distribution that it will bring to bear in the markets to be acquired. ATN currently provides retail wireless service to nearly 300,000 subscribers, and upon consummation of the proposed Transaction, it will provide retail wireless service to nearly 1,100,000 subscribers. ATN has extensive experience with both the GSM and CDMA technologies and recently deployed UMTS (3G) technology throughout its Bermuda network. Its domestic wireless network offers both GSM and CDMA services: its network in Guyana utilizes GSM technology; and its Bermuda subsidiary is the only CDMA carrier in that country. Moreover, ATN's Bermuda subsidiary was one of the first in the world to deploy EV-DO in 2007 (Rev. A in 2008) and UMTS (3G) technology in 2008/2009 and is a standing member of the CDMA Development Group. In 2008, ATN committed to building the first fiber optic submarine cable landing in Guyana and expects that to be operational in 2010. Over the past four years, ATN's average capital expenditures have amounted to approximately 24 percent of its total revenues as it continues to invest heavily in technology and expansion. This track record demonstrates ATN's commitment and capability to respond to marketplace demands in the subject CMAs. With the excellent platform provided by the acquisition from which to serve existing and future customers in the subject markets, ATN's management team anticipates using its expertise and financial resources to upgrade and expand these systems to remain highly competitive with existing operators in each market.

⁹ ATN currently provides, through its Commnet subsidiaries, wholesale roaming wireless services in Arizona, Colorado, Kansas, Missouri, New Mexico, North Dakota and Wyoming, and has retail wireless operations abroad.

¹⁰ Current customers in the subject markets will be notified of the change in ownership of their carrier.

No less significantly, the Transaction contains provisions designed to assist ATN in maintaining the competitive position of the divested properties. For example, under a transition services agreement with Verizon Wireless, ATN will have the benefit of a number of services, including interconnection, customer support and business system services that will allow ATN to assure a very smooth customer transition. In addition, ATN will have the right to operate under the ALLTEL brand for at least one year after closing. ATN has negotiated a fair and reasonable roaming arrangement with Verizon Wireless that will protect its ability to offer competitive regional and national rate plans to its subscribers comparable to those currently available from the former ALLTEL. All of these arrangements provide assurance to ATN (and thus to the Commission) that ATN will be able to offer a competitive service to customers in these markets.

In short, the proposed transaction will create an environment in which the current subscribers of former ALLTEL services in these CMAs will continue to receive outstanding service. The public interest is therefore well served by the transfer of control of these markets from Verizon Wireless to ATN.

The proposed Transaction also furthers Commission policy. On November 4, 2008, the Commission found that the merger of ALLTEL and Verizon Wireless would serve the public interest provided that Verizon Wireless completes the voluntary divestiture of overlapping properties in 100 markets and the divestiture of operating units in 5 additional markets.¹¹ The divestitures were required to ensure that there would be an adequate number of competing service providers with sufficient network and spectrum assets to deter anticompetitive behavior by the merged entity.¹² Upon consummation of this Transaction, the Commission's objectives will be achieved in the twenty-six markets that are the subject of these Applications.¹³

In light of the above facts, the Commission should find that the proposed Transaction will result in affirmative public interest benefits and will not harm competition.

VI. MISCELLANEOUS REGULATORY ISSUES

A. After-Acquired Authorizations

While the list of call signs referenced in each application is intended to be complete and to include all of the licenses held by the respective licensees that are subject to the transactions, the licensees may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities which may be granted or may enter into new spectrum leases

¹¹ *Verizon Wireless-ALLTEL Merger Order*, 23 FCC Red at 17515-16.

¹² *Id.* See also Final Judgments. The Commission did not specifically find that the operational and spectrum overlaps in the subject CMAs had the potential to harm competition. See *Verizon Wireless-ALLTEL Merger Order*, 23 FCC Red at 17454, 17455-56, 17515-16 ¶¶ 15, 19, 157, Appendix B.

¹³ A definitive agreement has been reached with AT&T for the sale of the remaining divestiture markets. See AT&T Press Release, *AT&T to Acquire Divestiture Properties from Verizon Wireless, Enhance Network Coverage and Customer Service* (rel. May 8, 2009).

before the Commission takes action on these transfer applications. Accordingly, the Parties request that any Commission approval of the applications filed for this Transaction include authority for ATN to acquire control of:

- any authorization issued during the Commission's consideration of the Transaction and the period required for consummation of the Transaction that is related to the properties to be acquired;
- any construction permits that mature into licenses after closing that are related to the properties to be acquired;
- applications that are pending at the time of the consummation that are related to the properties to be acquired; and
- any leases of spectrum for the geographic area of the properties to be acquired and into which such licensees enter as a lessee while this Transaction is pending and the period required for consummation of the Transaction.

Such action would be consistent with prior decisions of the Commission.¹⁴

B. Exemption from Cut-Off Rules

Pursuant to Sections 1.927(h), 1.929(a)(2) and 1.933(b) of the Commission's Rules,¹⁵ to the extent necessary,¹⁶ the Applicants request a blanket exemption from any applicable cut-off rules in cases where one or more of the subject licensee entities files amendments to pending applications to reflect consummation of the proposed transfer of control. This exemption is requested so that amendments to pending applications to report the change in ultimate ownership of such licensees, which are parties to these Applications, would not be treated as major amendments. The scope of the Transaction demonstrates that the ownership change would not be made for the acquisition of any particular pending application, but as part of a larger transaction undertaken for an independent and legitimate business purpose. Grant of such

¹⁴ See, e.g., *Applications of AT&T Inc. and Dobson Communications Corporation*, WT Docket No. 07-153, Memorandum Opinion and Order, 22 FCC Rcd 20295, 20341 (2007); *SBC Communications, Inc. and AT&T Corp. Applications for Approval of Transfer of Control*, WC Docket No. 05-65, Memorandum Opinion and Order, 20 FCC Rcd 18290, 18391 (2005); *Applications of AT&T Wireless Services, Inc. and Cingular Wireless Corporation*, WT Docket 04-70, Memorandum Opinion and Order, 19 FCC Rcd 21522, 21626 (2004).

¹⁵ 47 C.F.R. §§ 1.927(h), 1.929(a)(2), and 1.933(b).

¹⁶ With respect to cut-off rules under Sections 1.927(h) and 1.929(a)(2), the Commission has previously found that the public notice announcing the transaction will provide adequate notice to the public with respect to the licenses involved, including for any license modifications pending. In such cases, it determined that a blanket exemption of the cut-off rules was unnecessary. See *Applications of Ameritech Corp. and GTE Consumer Servs. Inc.*, Memorandum Opinion and Order, 15 FCC Rcd 6667, 6668 (¶ 2 & n.6) (1999); *In re Applications of Comcast Cellular Holdings, Co. and SBC Commc'ns, Inc.*, Memorandum Opinion and Order, 14 FCC Rcd 10604, 10605 (¶ 2 & n.3) (1999).

application would be consistent with previous Commission decisions routinely granting a blanket exemption in cases involving similar transactions.¹⁷

C. Unjust Enrichment Issues

None of the authorizations involved in this transaction was obtained pursuant to set-asides or bidding credits for designated entities within the last five years. Thus, the unjust enrichment provisions of the Commission's Rules do not apply.¹⁸ None of the licenses at issue was acquired through competitive bidding procedures within the last three years, so Section 1.2111(a) of the Commission's rules does not apply.¹⁹

D. Unconstructed Facilities

The vast majority of FCC authorizations covered by these applications involve constructed facilities. The only exceptions to this are some recently-obtained point-to-point microwave licenses. The transfer of these unconstructed facilities is plainly incidental to this transaction, with no separate payment being made for any individual authorization or facility. Accordingly, there is no reason to review the transaction from the perspective of trading in licenses.²⁰

VII. CONCLUSION

For the foregoing reasons, the Commission should conclude that this Transaction serves the public interest, convenience and necessity and should grant the applications expeditiously. Similarly, the Commission should also grant any divestiture approvals required by the *Verizon Wireless-ALLTEL Merger Order*.²¹

¹⁷ See, e.g., *Applications of NYNEX Corporation and Bell Atlantic Corporation*, Order, 12 FCC Rcd 19985, 20091-20922 (¶ 234) (1997); *Applications of PacifiCorp Holdings, Inc., Transferor, and Century Tel. Enters., Inc., Transferee, For Consent to Transfer Control of Pacific Telecom, Inc., a Subsidiary of PacifiCorp Holdings, Inc.*, Memorandum Opinion and Order, 13 FCC Rcd 8891, 8915-16 (¶ 47) (1997); *Applications of Craig O. McCaw and American Telephone and Telegraph Company*, Order, 9 FCC Rcd 5836, 5909 (¶ 137 & n.300) (1994).

¹⁸ 47 C.F.R. § 1.2111(b)-(d).

¹⁹ 47 C.F.R. § 1.2111(a).

²⁰ See 47 C.F.R. § 1.948(i)(1) (authorizing the Commission to request additional information if the transaction appears to involve unconstructed authorizations obtained for the "principal purpose of speculation"); *id.* § 101.55(c)-(d) (permitting transfers of unconstructed microwave facilities provided that they are "incidental to the sale [of] other facilities or merger of interests.").

²¹ See *Verizon Wireless-ALLTEL Merger Order*, 23 FCC Rcd at 17519.

ATTACHMENT A

CELLULAR, BROADBAND PCS, AND 700 MHZ LICENSES TO BE TRANSFERRED TO ADAMS DIVESTITURE COMPANY LLC

Lima, OH MSA (CMA158)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Alltel Communications, LLC	CL	KNKA505	Lima, OH MSA (CMA158)	B (25)	All	Full	11/29/2016

Hickory, NC MSA (CMA166)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Alltel Communications, LLC	CL	KNKA436	Hickory, NC MSA (CMA166)	B (25)	All	Full	01/22/2018
Alltel Communications, LLC	CW	KNLG313	Hickory, NC (BTA189)	E (10)	All	Full	04/28/2017

Anderson, SC MSA (CMA227)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Alltel Communications, LLC	CL	KNKA613	Anderson, SC MSA (CMA227)	B (25)	All	Full	11/19/2016
Alltel Communications, LLC	CW	KNL1884	Anderson, SC (BTA016)	E (10)	All	Partial	04/28/2017
Alltel Communications, LLC	CW	KNLG210	Anderson, SC (BTA016)	I (10)	All	Partial	04/28/2017

Mansfield, OH MSA (CMA231)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Alltel Communications, LLC	CL	KNKA548	Mansfield, OH MSA (CMA231)	B (25)	All	Full	01/22/2018

Albany, GA MSA (CMA261)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Alltel Communications, LLC	CL	KNKA565	Albany, GA MSA (CMA261)	B (25)	All	Full	01/22/2018

Georgia 6 - Spalding RSA (CMA376)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Alltel Communications, LLC	CL	KNKN872	Georgia 6 - Spalding RSA (CMA376)	B (25)	Harris	Full	10/01/2010
Alltel Communications, LLC	CL	KNKN883	Georgia 6 - Spalding RSA (CMA376)	B (25)	Crawford, Harris, Meriwether, Talbot, Taylor, Upson	Full	10/01/2011
Alltel Communications, LLC	CL	KNKN913	Georgia 6 - Spalding RSA (CMA376)	B (25)	All	Full	10/01/2010
Alltel Communications, LLC	CW	KNLH421	Columbus, GA (BTA092)	F (10)	Harris, Talbot	Partial	04/28/2017

Georgia 7 - Hancock RSA (CMA377)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Alltel Communications, LLC	CL	KNKQ265	Georgia 7 - Hancock RSA (CMA377)	B (25)	Johnson, Laurens, Washington, Wilkinson	Full	10/01/2010

Georgia 8 - Warren RSA (CMA378)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Georgia RSA # 8 Partnership	CL	KNKN899	Georgia 8 - Warren RSA (CMA378)	B (25)	All	N/A (Transfer of Control)	10/01/2010

Georgia 9 - Marion RSA (CMA379)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Alltel Communications, LLC	CL	KNKN976	Georgia 9 - Marion RSA (CMA379)	B (25)	Doody, Macon, Marion, Stewart, Sumter, Webster	Full	10/01/2011
Alltel Communications, LLC	CL	KNKN977	Georgia 9 - Marion RSA (CMA379)	B (25)	Clay, Randolph, Terrell	Full	10/01/2011
Alltel Communications, LLC	CL	KNKQ294	Georgia 9 - Marion RSA (CMA379)	B (25)	All	Full	10/01/2011
Alltel Communications, LLC	CW	KNLH421	Columbus, GA (BTA092)	F (10)	Marion, Quitman, Schley, Stewart, Sumter, Webster	Partial	04/28/2017

Georgia 10 - Bleckley RSA (CMA380)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Alltel Communications, LLC	CL	KNKQ264	Georgia 10 - Bleckley RSA (CMA380)	B (25)	Ben Hill, Irwin, Turner	Full	10/01/2011
Alltel Communications, LLC	CL	KNKQ270	Georgia 10 - Bleckley RSA (CMA380)	B (25)	Ben Hill, Bleckley, Coffee, Dodge, Jeff Davis, Montgomery, Pulaski, Telfair, Wheeler, Wilcox	Full	10/01/2010

Georgia 12 - Liberty RSA (CMA382)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Alltel Communications, LLC	CL	KNKN877	Georgia 12 - Liberty RSA (CMA382)	B (25)	All	Full	10/01/2010
Alltel Communications, LLC	CW	KNLG316	Jacksonville, FL (BTA212)	E (10)	Camden	Partial	04/28/2017

Georgia 13 - Early RSA (CMA383)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Alltel Communications, LLC	CL	KNKN587	Georgia 13 - Early RSA (CMA383)	B (25)	All	Full	10/01/2011

Idaho 2 - Idaho RSA (CMA389)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
WWC Holding Co., Inc.	CL	KNKN441	Idaho 2 - Idaho RSA (CMA389)	A (25)	All	Full	10/01/2010
WWC Holding Co., Inc.	CW	WPZA506	Lewiston-Moscow, ID (BTA250)	E (5)	Idaho	Full	04/28/2017
WWC Holding Co., Inc.	CW	WPZA513	Salt Lake City (MTA036)	A (5)	Adams, Valley, Washington	Partial	06/23/2015
WWC Holding Co., Inc.	CW	WQBI468	Salt Lake City (MTA036)	A (5)	Adams, Valley, Washington	Partial	06/23/2015

Idaho 3- Lemhi RSA (CMA390)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
WWC Holding Co., Inc.	CL	KNKR296	Idaho 3 - Lemhi RSA (CMA390)	A (25)	Boise	Full	10/27/2017
ID Holding, LLC	CL	KNKR322	Idaho 3 - Lemhi RSA (CMA390)	A (25)	Custer, Lemhi	Full	01/14/2018

Illinois 8 - Washington RSA (CMA401)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Southern Illinois RSA Partnership	CL	KNKN506	Illinois 8 - Washington RSA (CMA401)	B (25)	All	Full	10/01/2010
Southern Illinois RSA Partnership	CW	WPSJ969	Carbondale-Marion, IL (BTA067)	C (10)	Franklin, Jackson, Johnson, Perry, Union, Williamson	Full	05/29/2011
Southern Illinois RSA Partnership	WZ	WPWV472	Illinois 8 - Washington RSA (CMA401)	C (12)	All	Full	06/13/2019

Illinois 9 - Clay RSA (CMA402)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Southern Illinois RSA Partnership	CL	KNKN820	Illinois 9 - Clay RSA (CMA402)	B (25)	All	Full	10/01/2010
Southern Illinois RSA Partnership	WZ	WPWV473	Illinois 9 - Clay RSA (CMA402)	C (12)	All	Full	06/13/2019

North Carolina 2 - Yancey RSA (CMA566)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Alltel Communications, LLC	CL	KNKN982	North Carolina 2 - Yancey RSA (CMA566)	B (25)	Caldwell	Full	10/01/2010
Alltel Communications, LLC	CW	KNLG283	Asheville-Herdersonville, NC (BTA020)	E (10)	Avery, Mitchell, Yancey	Partial	04/28/2017
Alltel Communications, LLC	CW	KNLG308	Greensboro-Winston Salem-High Point, NC (BTA174)	E (10)	Watauga	Partial	04/28/2017
Alltel Communications, LLC	CW	KNLG313	Hickory-Lenoir-Morganton, NC (BTA189)	E (10)	Caldwell	Full	04/28/2017

North Carolina 5 – Anson RSA (CMA569)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Alltel Communications, LLC	CL	KNKQ297	North Carolina 5 – Anson RSA (CMA569)	B (25)	Scotland	Full	10/01/2011
Alltel Communications, LLC	CL	KNKQ310	North Carolina 5 – Anson RSA (CMA569)	B (25)	Anson, Montgomery, Richmond	Full	10/01/2010
Alltel Communications, LLC	CW	KNLG292	Charlotte-Gastonia, NC (BTA074)	E (10)	Anson, Richmond	Partial	04/28/2017
Alltel Communications, LLC	CW	KNLG300	Fayetteville-Lumberton, NC (BTA141)	E (10)	Scotland	Partial	04/28/2017
Alltel Communications, LLC	CW	KNLG308	Greensboro-Winston Salem-High Point, NC (BTA174)	E (10)	Montgomery	Partial	04/28/2017

Ohio 2 – Sandusky RSA (CMA586)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Alltel Communications, LLC	CL	KNKN987	Ohio 2 – Sandusky RSA (CMA586)	B (25)	Eric	Full	10/01/2011
Ohio RSA 2 Limited Partnership	CL	KNKN993	Ohio 2 – Sandusky RSA (CMA586)	B (25)	All	N/A (Transfer of Control)	10/01/2011

Ohio 3 – Ashtabula RSA (CMA587)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Ohio RSA #3 Limited Partnership	CL	KNKQ312	Ohio 3 – Ashtabula RSA (CMA587)	B (25)	All	N/A (Transfer of Control)	10/01/2010

Ohio 5 – Hancock RSA (CMA589)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Ohio RSA 5 Limited Partnership	CL	KNKN942	Ohio 5 – Hancock RSA (CMA589)	B (25)	All	N/A (Transfer of Control)	10/01/2011

Ohio 6 – Morrow RSA (CMA590)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Ohio RSA 6 Limited Partnership	CL	KNKN955	Ohio 6 – Morrow RSA (CMA590)	B (25)	All	N/A (Transfer of Control)	10/01/2011

South Carolina 1 – Oconee RSA (CMA625)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Alltel Communications, LLC	CL	KNKN405	South Carolina 1 - Oconee RSA (CMA625)	B (25)	All	Full	10/01/2010
Alltel Communications, LLC	CW	KNLF884	Anderson, SC (BTA016)	E (10)	All	Partial	04/28/2017
Alltel Communications, LLC	CW	KNLG210	Anderson, SC (BTA016)	F (10)	All	Partial	04/28/2017

South Carolina 2 – Laurens RSA (CMA626)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Alltel Communications, LLC	CL	KNKN989	South Carolina 2 – Laurens RSA (CMA626)	B (25)	All	Full	10/01/2010
Alltel Communications, LLC	CW	KNLF884	Anderson, SC (BTA016)	E (10)	Abbeville	Partial	04/28/2017
Alltel Communications, LLC	CW	KNLG210	Anderson, SC (BTA016)	F (10)	Abbeville	Partial	04/28/2017
Alltel Communications, LLC	CW	KNLG295	Columbia, SC (BTA091)	E (10)	Newberry, Saluda	Partial	04/28/2017
Alltel Communications, LLC	CW	KNIG310	Greenville-Spartanburg, SC (BTA177)	E (10)	Laurens	Partial	04/28/2017
Alltel Communications, LLC	CW	KNLG311	Greenwood, SC (BTA178)	E (10)	Greenwood, McCormick	Full	04/28/2017

South Carolina 3 – Cherokee RSA (CMA627)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Alltel Communications, LLC	CL	KNKN969	South Carolina 3 – Cherokee RSA (CMA627)	B (25)	All	Full	10/01/2010
Alltel Communications, LLC	CW	KNIG292	Charlotte-Gastonia, NC (BTA074)	E (10)	Chester	Partial	04/28/2017
Alltel Communications, LLC	CW	KNLG295	Columbia, SC (BTA091)	E (10)	Fairfield	Partial	04/28/2017
Alltel Communications, LLC	CW	KNLG310	Greenville-Spartanburg, SC (BTA177)	E (10)	Cherokee, Union	Partial	04/28/2017

South Carolina 7 – Calhoun RSA (CMA631)

Licensee	License Type	Call Sign	License Area Name (No.)	Block (MHz)	Counties in CMA Covered by License	Full/Partial Assignment of License	License Expiration Date
Altel Communications, LLC	CL	KNKN988	South Carolina 7 – Calhoun RSA (CMA631)	B (25)	All	Full	10/01/2010
Altel Communications, LLC	CW	KNLG333	Orangeburg, SC (BTA335)	E (10)	Bamberg, Calhoun, Orangeburg	Full	04/28/2017