

Reference Copy Only. Do Not Mail to the FCC as an Application. WT 09-119

Submitted: 06/16/2009 at 18:47:02

File Number: 0003858521

DOCKET FILE COPY ORIGINAL

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

Approved by OMB
3060 - 0800

See instructions for
public burden estimate

General Information

1) Application Purpose (Select only one) (AA)	
AA - Assignment of Authorization AM - Amendment NT - Required Notification (For Consummation of an Assignment or Transfer)	
TC - Transfer of Control WD - Withdrawal EX - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(Y) Yes <u>No</u>
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003858521
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y) Yes <u>No</u>
4) Are attachments being filed with this application?	(Y) Yes <u>No</u>

Fees and Waivers

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

Additional Transaction Information

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

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

Sale or other assignment of assets Court order Reorganization or liquidation

Transfer of stock or other ownership interests

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

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

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	(N) <u>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?	(Y) <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?	(N) <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? If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	() <u>Y</u> es <u>N</u> o
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	() <u>Y</u> es <u>N</u> o

Assignor/Licensee Information

17) Assignor/Licensee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> Corporation	<input checked="" type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
18) FCC Registration Number (FRN): 0017176645			
19) First Name (if individual):	MI:	Last Name:	Suffix:
20) Legal Entity Name (if not an individual): ALLTEL Communications, LLC			
21) Attention To: Michael Samsock			
22) P.O. Box:	And /Or	23) Street Address: 1300 Eye Street, NW -- Suite 400 West	
24) City: Washington	25) State: DC	26) Zip Code: 20005	
27) Telephone Number: (202)583-3768		28) Fax Number: (202)589-3750	
29) E-Mail Address: michael.samsock@verizonwireless.com			

30) Demographics of Assignor/Licensee (Optional):

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

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

Transferor Information (for Transfers of Control only)

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

55) Demographics of Transferor (Optional):

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

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

Assignee/Transferee Information

67) Assignee/Transferee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> 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):

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		

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"/>) Yes <input type="radio"/> No
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"/>) Yes <input type="radio"/> No
96) Is the Assignee/Transferee an alien or the representative of an alien?	(<input type="radio"/>) Yes <input type="radio"/> No
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(<input type="radio"/>) Yes <input type="radio"/> No
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"/>) Yes <input type="radio"/> No
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"/>) Yes <input type="radio"/> No
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	(<input type="radio"/>) Yes <input type="radio"/> No

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"/>) Yes <input type="radio"/> No
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"/>) Yes <input type="radio"/> No
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"/>) Yes <input type="radio"/> No

Assignor/Transferor Certification Statements

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

Typed or Printed Name of Party Authorized to Sign

103) First Name: Michael	MI:	Last Name: Samsock	Suffix:
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104) Title: Authorized Representative

Signature: Michael Samsock	105) Date: 06/16/2009
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**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

Assignee/Transferee Certification Statements

1) The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2) The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules. *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name: Douglas	MI: J	Last Name: Minster	Suffix:
107) Title: Authorized Representative			
Signature: Douglas J Minster			108) Date: 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).			

Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKA436	CL - Cellular						Y
KNKA505	CL - Cellular						Y
KNKA548	CL - Cellular						Y
KNKA565	CL - Cellular						Y
KNKA613	CL - Cellular						Y
KNKN405	CL - Cellular						Y
KNKN587	CL - Cellular						Y
KNKN872	CL - Cellular						Y
KNKN877	CL - Cellular						Y
KNKN883	CL - Cellular						Y
KNKN913	CL - Cellular						Y
KNKN969	CL - Cellular						Y
KNKN976	CL - Cellular						Y
KNKN977	CL - Cellular						Y
KNKN982	CL - Cellular						Y
KNKN987	CL - Cellular						Y
KNKN988	CL - Cellular						Y
KNKN989	CL - Cellular						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKQ264	CL - Cellular						Y
KNKQ265	CL - Cellular						Y
KNKQ270	CL - Cellular						Y
KNKQ294	CL - Cellular						Y
KNKQ297	CL - Cellular						Y
KNKQ310	CL - Cellular						Y
KNLG311	CW - PCS Broadband						Y
KNLG313	CW - PCS Broadband						Y
KNLG333	CW - PCS Broadband						Y
WHB567	CF - Common Carrier Fixed Point to Point Microwave						Y
WHB571	CF - Common Carrier Fixed Point to Point Microwave						Y
WHB596	CF - Common Carrier Fixed Point to Point Microwave						Y
WHC901	CF - Common Carrier Fixed Point to Point Microwave						Y
WHC903	CF - Common Carrier Fixed Point to Point Microwave						Y
WHC904	CF - Common Carrier Fixed Point to Point Microwave						Y
WHC959	CF - Common Carrier Fixed Point to Point Microwave						Y
WLN596	CF - Common Carrier Fixed Point to Point Microwave						Y
WLN597	CF - Common Carrier Fixed Point to Point Microwave						Y
WLN598	CF - Common Carrier Fixed Point to Point Microwave						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WLN627	CF - Common Carrier Fixed Point to Point Microwave						Y
WLS523	CF - Common Carrier Fixed Point to Point Microwave						Y
WLS612	CF - Common Carrier Fixed Point to Point Microwave						Y
WLS762	CF - Common Carrier Fixed Point to Point Microwave						Y
WLU908	CF - Common Carrier Fixed Point to Point Microwave						Y
WLV746	CF - Common Carrier Fixed Point to Point Microwave						Y
WLW341	CF - Common Carrier Fixed Point to Point Microwave						Y
WLW342	CF - Common Carrier Fixed Point to Point Microwave						Y
WLW344	CF - Common Carrier Fixed Point to Point Microwave						Y
WLW348	CF - Common Carrier Fixed Point to Point Microwave						Y
WLW349	CF - Common Carrier Fixed Point to Point Microwave						Y
WLW351	CF - Common Carrier Fixed Point to Point Microwave						Y
WLW433	CF - Common Carrier Fixed Point to Point Microwave						Y
WMJ854	CF - Common Carrier Fixed Point to Point Microwave						Y
WMK856	CF - Common Carrier Fixed Point to Point Microwave						Y
WMK857	CF - Common Carrier Fixed Point to Point Microwave						Y
WMK995	CF - Common Carrier Fixed Point to Point Microwave						Y
WMK996	CF - Common Carrier Fixed Point to Point Microwave						Y
WMM364	CF - Common Carrier Fixed Point to Point Microwave						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WMN224	CF - Common Carrier Fixed Point to Point Microwave						Y
WMN354	CF - Common Carrier Fixed Point to Point Microwave						Y
WMN355	CF - Common Carrier Fixed Point to Point Microwave						Y
WMN357	CF - Common Carrier Fixed Point to Point Microwave						Y
WMN575	CF - Common Carrier Fixed Point to Point Microwave						Y
WMQ692	CF - Common Carrier Fixed Point to Point Microwave						Y
WMQ693	CF - Common Carrier Fixed Point to Point Microwave						Y
WMR855	CF - Common Carrier Fixed Point to Point Microwave						Y
WMS290	CF - Common Carrier Fixed Point to Point Microwave						Y
WMS346	CF - Common Carrier Fixed Point to Point Microwave						Y
WMS692	CF - Common Carrier Fixed Point to Point Microwave						Y
WMS702	CF - Common Carrier Fixed Point to Point Microwave						Y
WMT284	CF - Common Carrier Fixed Point to Point Microwave						Y
WMT285	CF - Common Carrier Fixed Point to Point Microwave						Y
WMT439	CF - Common Carrier Fixed Point to Point Microwave						Y
WMW200	CF - Common Carrier Fixed Point to Point Microwave						Y
WMW724	CF - Common Carrier Fixed Point to Point Microwave						Y
WMW756	CF - Common Carrier Fixed Point to Point Microwave						Y
WPJA816	CF - Common Carrier Fixed Point to Point Microwave						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WPJC669	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNC529	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNC733	CF - Common Carrier Fixed Point to Point Microwave						Y
WPND487	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNH377	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNH392	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNH393	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQL765	CF - Common Carrier Fixed Point to Point Microwave						Y
WPQP500	CF - Common Carrier Fixed Point to Point Microwave						Y
WPTD426	CF - Common Carrier Fixed Point to Point Microwave						Y
WPZL344	CF - Common Carrier Fixed Point to Point Microwave						Y
WQCA519	CF - Common Carrier Fixed Point to Point Microwave						Y

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

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

Bidding Credits

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

Installment Payments

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

Closed Bidding Licenses

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

7) Revenue and Asset Information for the Applicant

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

Modify

**Gross Revenue Disclosure
Most Recent Reportable Year**

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

One Year Prior to Most Recent Reportable Year

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

Two Years Prior to Most Recent Reportable Year

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

Average Gross Revenue

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

Asset Disclosure

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

Financial Statements

13) Audited or Unaudited (Check One)

The Applicant used audited financial statements.

The Applicant used unaudited financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) and certified by the Applicant's chief financial officer or the equivalent.

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

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

15) Disclosable Interest Holder

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

**Gross Revenue Disclosure
Most Recent Reportable Year**

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

One Year Prior to Most Recent Reportable Year

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

Two Years Prior to Most Recent Reportable Year

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

Average Gross Revenue

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

Asset Disclosure

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

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

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

<input type="checkbox"/> Add	<input type="checkbox"/> Modify	<input type="checkbox"/> Delete
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15) Disclosable Interest Holder

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

Gross Revenue Disclosure Most Recent Reportable Year

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

One Year Prior to Most Recent Reportable Year

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

Two Years Prior to Most Recent Reportable Year

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

Average Gross Revenue

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

Asset Disclosure

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

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

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

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

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

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

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

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

Total Aggregate Average Gross Revenues for Designated Entity

33) Aggregate Average Gross Revenue:	\$ _____	(Format: 99,999.99)
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Total Aggregate Average Gross Revenues for Closed Bidding

34) Aggregate Average Gross Revenue:	\$ _____	(Format: 99999.99)
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Total Assets Disclosure for Closed Bidding

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

Type	Description	Date Entered
O	<u>Attachment A</u>	06/16/2009
O	<u>Exhibit 1 - Description of Transaction</u>	06/16/2009

**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 Cellco 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 Cellco 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 Rcd 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 Rcd 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. § 1.943(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	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

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	WQB1468	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	KNLG310	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	KNLG292	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
Alltel Communications, LLC	CL	KNKN988	South Carolina 7 – Calhoun RSA (CMA631)	B (25)	All	Full	10/01/2010
Alltel Communications, LLC	CW	KNLG333	Orangeburg, SC (BTA335)	E (10)	Burnberg, Calhoun, Orangeburg	Full	04/28/2017