

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

Submitted: 06/16/2009 at 18:56:51

File Number: 0003859164

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

**Fees and Waivers**

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

**Additional Transaction Information**

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

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 ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**Competition-Related Information**

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	( N ) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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

15a) Will the requested facilities be used to provide multichannel video programming?	( ) <input type="checkbox"/> Yes <input type="checkbox"/> No
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?  If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <input type="checkbox"/> Yes <input type="checkbox"/> No
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?  If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <input type="checkbox"/> Yes <input type="checkbox"/> No

**Assignor/Licensee Information**

17) Assignor/Licensee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company	<input checked="" type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium	<input type="checkbox"/> Other: _____	
18) FCC Registration Number (FRN): 0001837384			
19) First Name (if individual):	MI:	Last Name:	Suffix:
20) Legal Entity Name (if not an individual): Southern Illinois RSA Partnership d/b/a ALLTEL			
21) Attention To: Michael Samsock			
22) P.O. Box:	And /Or	23) Street Address: 1300 Eye Street, NW -- Suite 400 West	
24) City: Washington	25) State: DC	26) Zip Code: 20005	
27) Telephone Number: (202)589-3768		28) Fax Number: (202)589-3750	
29) E-Mail Address: michael.samsock@verizonwireless.com			

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

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

**Assignor/Licensee Contact Representative**

31) First Name: Nancy	MI: J	Last Name: Victory	Suffix:
32) Company Name: Wiley Rein LLP			
33) Attention To:			
34) P.O. Box:	And /Or	35) Street Address: 1776 K Street, NW	
36) City: Washington	37) State: DC	38) Zip Code: 20006	
39) Telephone Number: (202)719-7344		40) Fax Number: (202)719-7049	
41) E-Mail Address: nvictory@wileyrein.com			

**Transferor Information** (for Transfers of Control only)

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company	<input 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):**

<b>Race:</b> <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	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <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):**

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

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

83) First Name: Jonathan	MI: V	Last Name: Cohen	Suffix:
84) Company Name: Wilkinson Barker Knauer, LLP			
85) Attention To:			
86) P.O. Box:	And /Or	87) Street Address: 2300 N Street, NW, Suite 700	
88) City: Washington	89) State: DC	90) Zip Code: 20037	
91) Telephone Number: (202)783-4141		92) Fax Number: (202)783-5851	
93) E-Mail Address: joncohen@wbklaw.com			

**Ownership Disclosure Information**

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( <input checked="" type="radio"/> ) <b>Yes</b> <input type="radio"/> <b>No</b>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: <u>0003872454</u>

**Alien Ownership Information**

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>
96) Is the Assignee/Transferee an alien or the representative of an alien?	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?  If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>

**Basic Qualification Information**

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	( <input type="radio"/> ) <b>Yes</b> <input checked="" type="radio"/> <b>No</b>

**Assignor/Transferor Certification Statements**

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

**Typed or Printed Name of Party Authorized to Sign**

103) First Name: Michael	MI:	Last Name: Samsock	Suffix:
104) Title: Authorized Representative			
Signature: Michael Samsock			105) 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).**

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

**Authorizations To Be Assigned or Transferred**

108) 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
KNKN506	CL - Cellular						Y
KNKN820	CL - Cellular						Y
WMG868	CF - Common Carrier Fixed Point to Point Microwave						Y
WMK705	CF - Common Carrier Fixed Point to Point Microwave						Y
WMK706	CF - Common Carrier Fixed Point to Point Microwave						Y
WML306	CF - Common Carrier Fixed Point to Point Microwave						Y
WML307	CF - Common Carrier Fixed Point to Point Microwave						Y
WML609	CF - Common Carrier Fixed Point to Point Microwave						Y
WML610	CF - Common Carrier Fixed Point to Point Microwave						Y
WML611	CF - Common Carrier Fixed Point to Point Microwave						Y
WML704	CF - Common Carrier Fixed Point to Point Microwave						Y
WMS898	CF - Common Carrier Fixed Point to Point Microwave						Y
WMS899	CF - Common Carrier Fixed Point to Point Microwave						Y
WMS900	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNC453	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNC454	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNC455	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNC456	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
WPOP929	CF - Common Carrier Fixed Point to Point Microwave						Y
WPRU741	CF - Common Carrier Fixed Point to Point Microwave						Y
WPRU837	CF - Common Carrier Fixed Point to Point Microwave						Y
WPSJ969	CW - PCS Broadband						Y
WPWV472	WZ - 700 MHz Lower Band (Blocks C, D)						N
WPWV473	WZ - 700 MHz Lower Band (Blocks C, D)						N
WQFH519	CF - Common Carrier Fixed Point to Point Microwave						Y
WQFH523	CF - Common Carrier Fixed Point to Point Microwave						Y
WQFH524	CF - Common Carrier Fixed Point to Point Microwave						Y

Attachment(s):

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

**LEAD APPLICATION INFORMATION**

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