

General Information

1) Application Purpose (Select only one) (AA)	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal
NT - Required Notification (For Consummation of an Assignment or Transfer)	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) <u>Yes</u> No
3b) If the answer to 3a is 'Y', is this filing the lead application?	(N) <u>Yes</u> No
3c) If the answer to 3b is 'N', provide the File Number of the lead application.	File Number: 0005272585
3d) Does this transaction 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?	(N) <u>Yes</u> No
4) Are attachments (other than associated schedules) being filed with this application?	(Y) <u>Yes</u> No

Fees and Waivers

5a) Is the Applicant exempt from FCC application fees? If 'Y', attach an exhibit demonstrating how the Applicant is exempt from FCC application fees.	(N) <u>Yes</u> No
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> No
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.	(Y) <u>Yes</u> No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: 1

Additional Transaction Information

7a) Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N) <u>Yes</u> No
7b) If the response to Item 7a is 'Y', provide the date the event occurred:	(MM/DD/YYYY) / /
8) The Assignment of Authorization or Transfer of Control is:	(X) Voluntary () Involuntary
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	(N) <u>Yes</u> No
9b) If Item 9a is 'Y', is this a post-consummation 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> No
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> No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	(N) <u>Yes</u> No

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.)

<p>12a) Enter 'Y' if this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted before April 25, 2006, and that were awarded with bidding credits within the last five years and/or any licenses that were originally granted after April 25, 2006, and that were awarded with bidding credits within the last ten years? Otherwise, enter 'N'.</p> <p>The initial grant date is the date that the license was originally granted by the Commission after an auction, even if the license was acquired in the secondary market. The initial grant date is not the date on which the Commission granted an assignment or transfer of control of the license.</p> <p>If the response to this item is 'Y', the licenses may be subject to the FCC's unjust enrichment rules. See Section 1.2111(d), (e) of the Commission's Rules. If the response to 12a is 'Y', Schedule A must be completed.</p>	<p>(<u>N</u>) <u>Y</u>es <u>N</u>o</p>
<p>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?</p>	<p>() <u>Y</u>es <u>N</u>o</p>
<p>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?</p>	<p>() <u>Y</u>es <u>N</u>o</p>

Competition Related Information

<p>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?</p>	<p>(<u>Y</u>) <u>Y</u>es <u>N</u>o</p>
<p>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?</p>	<p>() <u>Y</u>es <u>N</u>o</p>
<p>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)?</p>	<p>() <u>Y</u>es <u>N</u>o</p>

Broadband Radio Service and Educational Broadband Service Information

<p>15a) Will the requested facilities be used to provide multichannel video programming service?</p>	<p>() <u>Y</u>es <u>N</u>o</p>
<p>15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have an attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?</p> <p>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'.</p>	<p>() <u>Y</u>es <u>N</u>o</p>
<p>16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?</p> <p>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'.</p>	<p>() <u>Y</u>es <u>N</u>o</p>

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): 0003290673			
19) First Name (if individual):	MI:	Last Name:	Suffix:
20) Legal Entity Name (if not an individual): Cellco Partnership			
21) Attention To: Michael Samscock			
22) P.O. Box:	And /Or	23) Street Address: 1300 I 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.samscock@verizon.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 (if other than Assignor/Licensee)

Check here if same as Assignor/Licensee

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 N.W.	
36) City: Washington	37) State: D.C.	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):

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 (if other than Transferor)

Check here if same as Transferor.

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): 0001565449			
69) First Name (if individual):	MI:	Last Name:	Suffix:
70) Legal Entity Name (if not an individual): T-Mobile License LLC			
71) Attention To: Dan Menser			
72) Real Party in Interest FCC Registration Number (FRN): 0001565449			
73) Name of Real Party in Interest: T-Mobile License LLC			
74) P.O. Box:	And /Or	75) Street Address: 12920 SE 38th Street	
76) City: Bellevue		77) State: WA	78) Zip Code: 98006
79) Telephone Number: (425) 383-8401		80) Fax Number: (425) 383-4840	
81) E-Mail Address: fccregulatorycompliancecontact@t-mobile.com			

82) Demographics of Assignee/Transferee (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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Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

Check here if same as Assignee/Transferee.

83) First Name: Russell	MI: H	Last Name: Fox	Suffix:
84) Company Name: Mintz, Levin, Cohn, Ferris, Glovsky, and Popeo, P.C.			
85) Attention To: Russell H. Fox			
86) P.O. Box:	And /Or	87) Street Address: 701 Pennsylvania Avenue N.W., Suite 900	
88) City: Washington		89) State: D.C.	90) Zip Code: 20004
91) Telephone Number: (202) 434-7483		92) Fax Number: (202) 434-7400	
93) E-Mail Address: RFox@mintz.com			

Ownership Disclosure Information

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
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 is already on file with the FCC.	File Number: <u>0005019040</u>

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

95) Is the Assignee/Post-transfer Licensee a foreign government or the representative of any foreign government?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
96) Is the Assignee/Post-transfer Licensee an alien or the representative of an alien?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
97) Is the Assignee/Post-transfer Licensee a corporation organized under the laws of any foreign government?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
98) Is the Assignee/Post-transfer Licensee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
99a) Is the Assignee/Post-transfer Licensee 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"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Post-transfer Licensee 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 the answer to 99b is 'Y', include in the exhibit required by Item 99a the citation(s) of the declaratory ruling(s) received by the Assignee/Post-transfer Licensee (i.e., DA or FCC Number, FCC Record citation if available, and release date). If 99b is 'N', attach to this filing a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act. It is not necessary to file a request for a foreign ownership ruling if the Applicant includes in the exhibit required by Item 99a a showing that the requested license(s) is exempt from the provisions of Section 310(b)(4).	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>

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? If 'Y', attach an exhibit explaining the circumstances.	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
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? If 'Y', attach an exhibit explaining the circumstances.	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>
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? If 'Y', attach an exhibit explaining the circumstances.	(<input type="radio"/>) <u>Yes</u> <input type="radio"/> <u>No</u>

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: JOHN	MI: T	Last Name: SCOTT	Suffix: III
104) Title: VICE PRESIDENT & DEPUTY GENERAL COUNSEL			
Signature: JOHN T. SCOTT III			105) Date: 6/25/12

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: <i>Kathleen</i>	MI: <i>O</i>	Last Name: <i>Hann</i>	Suffix:
107) Title: <i>Vice President Regulatory, T Mobile USA</i>			
Signature: <i>Kathleen Hann</i>			108) Date: <i>6/25/12</i>

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).

Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed exchange of spectrum licenses between Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless") and T-Mobile License LLC ("T-Mobile"). The Applicants have designated the application being filed concurrently to partially assign licenses from Verizon Wireless to T-Mobile (File No. 0005272585) as the lead application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

Request for Waiver of Electronic Filing Rules

The Applicants request a waiver of the Commission's electronic filing requirements contained in Section 1.913(b) of the Commission's rules, which requires that applications to assign Wireless Radio Services licenses be filed electronically.¹ The Applicants submit that a waiver of the FCC's electronic filing requirements is in the public interest.

This application is one of a group of applications being filed in connection with the proposed exchange of spectrum licenses between Cellco Partnership d/b/a Verizon Wireless ("Verizon Wireless") and T-Mobile License LLC. Currently, Verizon Wireless has applications pending before the FCC to acquire spectrum licenses from SpectrumCo, LLC ("SpectrumCo") and Cox TMI Wireless, LLC ("Cox").² In addition, Verizon Wireless has applications pending to exchange spectrum licenses with Leap Wireless International Inc. ("Leap Wireless").³ The licenses at issue in the instant assignment application are part of those pending assignment applications. Because Verizon Wireless does not yet hold the licenses included in the instant assignment application, the Commission's Universal Licensing System Form 603 will not allow Verizon Wireless to assign them. As such, the Applicants are submitting this application manually so that all applications required in connection with the above transaction can be submitted and processed simultaneously.

Among the underlying purposes of the electronic filing requirements is to make the Commission's processing of applications more efficient. Applying these requirements strictly in this instance would frustrate this purpose by precluding the Commission from processing this application at all.⁴ Moreover, as it is not possible for the Applicants to file this application in the manner required by the rules, it "would be inequitable [and] unduly burdensome" to insist on total adherence.⁵ Accordingly, grant of this requested waiver would be in the public interest.⁶

¹ 47 C.F.R. § 1.913(b). *See also* 47 C.F.R. § 1.9030(e), (i).

² *Cellco Partnership d/b/a/ Verizon Wireless, SpectrumCo, LLC and Cox TMI Wireless, LLC Seek FCC Consent to the Assignment of AWS-1 Licenses, WT Docket No. 12-4*, Public Notice, DA 12-67 (rel. Jan. 19, 2012).

³ *Verizon Wireless and Leap Wireless Seek FCC Consent to the Exchange of Lower 700 MHz Band A Block, AWS-1, and Personal Communications Service Licenses*, ULS File Nos. 0004942973, 0004942992, 0004952444, 0004949596, and 0004949598, Public Notice, DA 11-2018 (rel. Dec. 14, 2011).

⁴ 47 C.F.R. § 1.925(b)(3)(i) (permitting rule waivers where the underlying purpose of the rule would be frustrated and grant of the waiver is in the public interest).

⁵ *See id.* § 1.925(b)(3)(ii).

⁶ *See id.* §§ 1.3 (providing that the Commission may waive any rule if good cause is shown), 1.925(b)(3).